Special Board Meeting Minutes
08/11/2026 2:00 PM AST to 5:00 PM AST
University of the Virgin Islands
Via Teams

Regular Session
Meeting Minutes

Members Present
Dr. Xuri Maurice Allen
Trinity Austrie
Dr. Kyza A. Callwood
Jose Raul Carrillo
Dr. Donna Christensen
Erica Johnson Creamer
John P. de Jongh, Jr.
Dr. Safiya George, Secretary and President
Carolyn Hermon-Percell
Dr. Bert M. Petersen, Jr., Vice Chairman
Henry C. Smock, Chairman
Mitchell Turnbull
Reginald Vigilant

Members Absent
Dr. Dionne Wells-Hedrington

Others Present
Dr. Felicia Commodore, TM2
Dr. Sharon Hart, Consultant
Dr. Mark Heckler, AGB
Steve Owens, Attorney, Husch Blackwell
Lisa Parker, Attorney, Husch Blackwell
Marie Thomas-Griffith, Attorney

I. Call to Order
Presented By Henry Smock
Chairman Henry C. Smock called the Special Meeting of the University of the Virgin Islands Board of Trustees to order at approximately 2:01 p.m. AST. The roll call was conducted and confirmed that a quorum of the Board was present.

II. Approval of the June 27 2026 Regular Session Meeting Minutes
Presented By Henry Smock
Vice Chairman Petersen moved to approve the June 27, 2026 Regular Session Meeting Minutes. The motion was seconded by Trustee Carrillo. Chairman Smock called for objections. There being none, the motion carried unanimously.

III. Chairman's Comments
Presented By Henry Smock

A. Board Retreat and Governance Assessment Report
Chairman Smock welcomed the Trustees, members of the administration, consultants, and guests. He reported that the Board had convened a retreat on August 10 and 11, 2026, during which Trustees received and discussed the results of the independent Board assessment facilitated by the Association of Governing Boards of Universities and Colleges (AGB). He acknowledged the presentations and guidance provided by Dr. Mark Heckler of AGB and Dr. Felicia Commodore of TM2 Consulting and advised that Dr. Heckler was expected to return on or about August 20, 2026, to provide additional committee-specific guidance.

Chairman Smock noted that the Board had identified governance-improvement priorities for further consideration and that the AGB and TM2 retreat presentations were included with the public meeting materials. He also emphasized the importance of Trustees attending the September 24-25, 2026 MSCHE visit in person whenever possible and encouraged full Trustee participation in annual giving by that date.

IV. Regular Session Agenda

A. MSCHE Show Cause Response Update
Presented By Safiya George

President George provided an update on the University's response to the Show Cause action issued by the Middle States Commission on Higher Education (MSCHE). She reported that the University received formal notice on June 29, 2026, regarding noncompliance with Standards VI and VII and had remained in communication with MSCHE following the notice. She also summarized the July 30, 2026 liaison guidance visit, during which MSCHE representatives provided information and guidance to faculty, staff, students, Trustees, and members of the Show Cause response team.

President George reported that a near-final draft of the Show Cause Report had been completed and was being reviewed by members of the University's leadership team and external consultants. The report and supporting evidence were due September 1, 2026. She advised that a mock site visit was being planned in preparation for MSCHE's September 24 evaluation visit, followed by a report-out on September 25. She further reported that she and other members of the leadership team were expected to appear before the Commission on November 19, 2026.

President George emphasized that the University remained accredited throughout the Show Cause process. She reported continued progress on the FY2022 audit, evidence collection for Standards VI and VII, and preparation of the required teach-out plan and agreements. She noted that the audit team, under the leadership of the Chief Financial Officer and with support from consultants, was working evenings and weekends to advance the audit.

In response to a question from Trustee Creamer, President George explained that MSCHE's follow-up committee would review the Show Cause Report and supporting evidence before the evaluation visit. The visit would allow the team to verify the information submitted and consider additional evidence of progress. She noted that the University could continue providing supplemental evidence before its appearance before the Commission, although the exact format of the November presentation had not yet been provided.

1. Ratification of Specified Procurement Exceptions Supporting the MSCHE Show Cause Response
Presented By Safiya George, Henry Smock

President George presented a limited exception to the University's procurement policy to support the timely engagement of accreditation experts, technical experts, financial advisors, and other specialized services required for the Show Cause response. She explained that supporting documentation would remain required, the exception would apply only to authorized Show Cause-related procurements, and all other requirements of the procurement policy would remain in effect.

Chairman Smock expressed support for the exception and invited a motion for its approval. A motion was made by Trustee Carrillo to ratify the specified procurement exceptions and was seconded by Trustee Callwood. Chairman Smock called for objections. There being none, the motion carried unanimously.

B. Board Assessment Findings and Governance Improvement Priorities
Chairman Smock provided a public summary of the principal governance matters discussed during the August 10–11, 2026 Board Retreat. He reported that the Board reviewed and discussed the findings of the independent Board assessment and received preliminary guidance regarding governance improvements.

C. Governance Recommendations Requiring Future Bylaws and Board Policy Review
Chairman Smock reported that the Board discussed governance recommendations that may require future amendments to the Bylaws or revisions to Board policies. He noted that the recommendations would undergo further review before being presented to the Board for formal consideration.

D. Board and Presidential Assessment and Evaluation Processes
Chairman Smock reported that the Board discussed recommendations for strengthening and formalizing the Board and presidential assessment and evaluation processes.

E. Board Leadership, Committee Structure, and Succession Planning
Chairman Smock reported that the Board discussed recommendations concerning Board leadership, committee structure, trustee responsibilities and expectations, and succession planning.

F. Audit, Risk Management, and Institutional Accountability
Chairman Smock reported that the Board discussed recommendations for strengthening audit oversight, risk management, and institutional accountability.

G. Next Steps for Governance Improvement Planning
Chairman Smock reported that the Board discussed the development of a governance improvement plan, including additional review, assignment of responsibilities, proposed timelines, and ongoing progress monitoring. He advised that the recommendations would first receive further committee-level consideration, followed by a Special Board Meeting for any required formal action.

Chairman Smock emphasized the importance of Trustee participation in the upcoming meetings. He noted that additional committee guidance was tentatively planned for August 20, 2026, subject to Trustee availability.

V. Motion to Enter Executive Session
Presented By Henry Smock

A motion was made by Trustee de Jongh and seconded by Trustee Christensen to enter Executive Session to discuss matters that could reasonably be expected to result in the disclosure of information of a personal nature, for which public disclosure would constitute a clearly unwarranted invasion of personal privacy; matters for which premature disclosure would seriously frustrate implementation of proposed actions; and matters requiring legal advice. Chairman Smock called for objections. There being none, the motion carried, and the Board entered Executive Session.

X. Executive Session Report Out
Presented By Henry Smock

Chairman Smock reported that, during Executive Session, the Board unanimously approved the June 27, 2026 Executive Session Meeting Minutes. He further reported that the Board received informational updates from President George regarding organizational restructuring and the academic program portfolio review and required review processes. No votes were taken in connection with either presentation.

XI. Other Business
Presented By Henry Smock

Chairman Smock invited Trustees and President George to raise any additional business. No additional business was presented.

XII. Adjourn
Presented By Henry Smock

Chairman Smock thanked the Trustees for their continued dedication and acknowledged President George and the University staff for their work during the Show Cause response. There being no further business, Chairman Smock adjourned the meeting at approximately 3:12 p.m. AST.