

OLD DOMINION UNIVERSITY

BOARD OF VISITORS

Thursday, April 2, 2009

MINUTES

The Board of Visitors of Old Dominion University met in regular session on Thursday, April 2, 2009, at 10:00 a.m. in the Board Room of Webb University Center on the Norfolk campus. Present from the Board were:

Ross Mugler, Rector  
Kenneth E. Ampy  
Frank Batten, Jr.  
David L. Bernd  
Sarita E. Brown  
Kendra M. Croshaw  
Linda L. Forehand  
Harold W. Gehman, Jr.  
Conrad M. Hall  
James A. Hixon  
Marc Jacobson  
Pamela C. Kirk  
Barry M. Kornblau  
Moody E. Stallings, Jr.  
Katherine A. Treherne

Absent were:

David W. Faeder  
Robert J. O’Neill

Also present were:

John R. Broderick, President	Donna W. Meeks
Denise Batts ( <i>The Virginian-Pilot</i> )	Jennifer Mullen
Alonzo Brandon	Carol Simpson
Robert L. Fenning	Deborah Swiecinski
Glenda L. Humphreys	Geneva Walker-Johnson
Mohammad Karim	James D. Wright
Patrick B. Kelly	

**CALL TO ORDER AND MOTION FOR CLOSED SESSION**

The Rector called the meeting to order at 10:15 a.m. and recognized Ms. Forehand, who made the following motion, “Mr. Rector, I move that this meeting be recessed, and, as permitted by Virginia Code Sections 2.2-3711(A) (1) and (7), we reconvene in closed session for the purpose

of discussing the evaluation of performance of departments or schools of the University where that evaluation necessarily involves discussion of the performance of specific individuals; more specifically, to discuss the recent Institutional Assessment conducted by the Pappas Consulting Group, which discussion will necessarily involve discussion of identifiable employees of the University; to discuss the evaluation and compensation of the Acting President; to discuss potential candidates for President, and to consult with legal counsel regarding potential litigation, specifically, a vendor of services to the University.” The motion was seconded and approved unanimously by all members present and voting (*Ampy, Batten, Bernd, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

### **RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION**

At the conclusion of the closed session, the meeting reconvened in open session, at which time the Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed and (2) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered. The certification of compliance vote was fourteen (14) in favor and none opposed (*Ampy, Batten, Bernd, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

### **RECESS**

The Board meeting recessed at 12:30 p.m. for meetings of the standing committees.

### **RECONVENE AND APPROVAL OF MINUTES**

The Rector reconvened the meeting at 12:50 p.m. and asked for approval of the minutes of the regular meeting held on December 5, 2008. Upon a motion made by Adm. Gehman and seconded by Dr. Treherne, the minutes were approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Kirk, Kornblau, Stallings, Treherne*).

### **RATIFICATION OF ACTION TAKEN BY EXECUTIVE COMMITTEE**

Upon a motion made and seconded, the Board of Visitors ratified by unanimous vote the action taken by the Executive Committee on February 23, 2009 to name the Information Resource Center at Old Dominion University’s Virginia Beach Higher Education Center the Meyera Oberndorf Learning Commons. (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

**RESOLUTION TO NAME**  
**THE INFORMATION RESOURCE CENTER**  
**AT OLD DOMINION UNIVERSITY'S**  
**VIRGINIA BEACH HIGHER EDUCATION CENTER**  
**THE MEYERA OBERNDORF LEARNING COMMONS**

WHEREAS, Old Dominion University opened its Virginia Beach Higher Education Center in August 1999, and established within it an Information Resource Center to be the hub of student academic support services; and

WHEREAS, the Virginia Beach Higher Education Center was made possible through land donation and infrastructure contributions from the City of Virginia Beach during the mayoral tenure of Meyera Oberndorf; and

WHEREAS, Meyera Oberndorf, in her role as mayor, tirelessly advocated for Old Dominion University, in particular, as well as public higher education opportunities in general for the citizens of Virginia Beach; and

WHEREAS, Meyera Oberndorf is a distinguished graduate of Old Dominion University, having earned a B.S. in Elementary Education in 1964, and subsequently received its Distinguished Alumni Award in 1995, and an honorary Doctor of Humane Letters degree in 1998; and

WHEREAS, in recognition of Meyera Oberndorf's leadership and public service, the President of Old Dominion University recommends that the Information Resource Center at the Virginia Beach Higher Education Center be named in her honor.

THEREFORE, BE IT RESOLVED, the Board of Visitors of Old Dominion University approves naming the Information Resource Center the Meyera Oberndorf Learning Commons.

BE IT FURTHER RESOLVED, that this resolution be spread across the minutes of the Board of Visitors, and an appropriately framed copy be displayed in the new Meyera Oberndorf Learning Commons.

-----

**RECTOR'S REPORT**

The Rector announced that the May 18<sup>th</sup> Executive Committee meeting will be changed to a meeting of the full Board, and the Executive Committee will meet instead on June 19<sup>th</sup>. He asked Donna to notify as soon as possible the Board members who were not in attendance.

## **PRESIDENT'S REPORT**

The Rector called on Acting President Broderick for his report. Acting President Broderick shared a comparison of budget reduction restorations among Virginia public institutions noting that Old Dominion had 77% of its original reduction restored, which resulted in net reduction of 3.37%, second lowest among all institutions.

The President noted that the University continues to pursue opportunities for Federal funding. He and Vice President Karim recently visited Senators Warner and Webb and Congressmen Scott, Forbes and Nye to discuss interest in funding opportunities for bioelectrics and modeling & simulation, and feedback has been positive.

The men's basketball team won the inaugural CIT championship by defeating Bradley Tuesday evening 66-62. With only one graduating senior on the team, the team should be very competitive next season as well.

President Broderick shared a number of faculty awards, both external and internal. These included Dean Chris Platsoucas (received honorary doctorate from Democritus University, Thrace, Greece); Eileen Hoffman (served on National Academies National Research Council Advisory Committee for Climate Change Research); Mahesh Gopinath (won inaugural Journal of Consumer Psychology Park award); Karl Schoenbach and colleagues ("2008 Top 10" distinction from Plasma Sources Science and Technology); Joyce Neff, James Swanson, Steven Rhiel and James Kosnik (2009 University Professors); and Karen Crum, Kurt Gaubatz and Katherine Gossett (2009 Teaching With Technology awardees). In addition, the University has garnered external visibility through the work of several faculty members, including Nora Noffke, Michael Blumenthal, and Larry Weinstein.

President Broderick noted the Marketing and Branding message that was sent electronically to college and university presidents and admissions directors, which includes a link to the Modern Thinking video. Using this method of delivery is not only cost effective, but also enables the administration to measure how often it is accessed. Of the 350 sent, more than 60% were opened and viewed.

The Acting President reported on selected accomplishments of the Enrollment Management process. In an effort to reduce costs, the Office of Finance has discontinued printing and distribution of paper pay stubs since they are available to faculty, staff and students through the University's secure LEOonline web site. Direct deposit and payroll deduction for parking hangtags are also being implemented as a cost-saving measure.

An update on the Safety Task Force was provided, including representative membership from the University, City and neighboring civic leagues and the key topics being addressed.

President Broderick noted several upcoming events, including the two commencement ceremonies on May 9<sup>th</sup> featuring keynote speakers LtGen Kathleen Gainey, Director of Logistics for the Joint Chiefs of Staff, and David Gergen, former presidential advisor.

## **REPORTS OF STANDING COMMITTEES**

### **AUDIT COMMITTEE**

The Rector called on Mr. Stallings for the report of the Audit Committee. Mr. Stallings reported that the Audit Committee met this morning and heard a report from Mr. Deane Hennett, University Auditor. Mr. Hennett updated the Audit Committee on the University's recent and on-going compliance efforts and on the activities of the University Auditor's Office. The compliance activities that were covered included the efforts of the University Policy Committee in overseeing the updating and improvement of University policies.

After an update on projects in process within the University Auditor's Office, the Committee then received, in closed session, details of recent departmental audits performed in the Office of Student Affairs, Human Resources and Administration and Finance. Specifically covered were full audits of the Network IT Security and Student Affairs IR, and follow-up audits of Desktop Computing and Human Resources IT.

### **ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE**

The Rector called on Ms. Croshaw for the report of the Academic and Research Advancement Committee. The Committee met in closed session to discuss nominations for twelve honorary degrees. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

### **HONORARY DEGREES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the awarding of honorary degrees to the individuals noted below. A summary of each nominee's career is on file in the Board of Visitors Office.

1. R. Bruce Bradley, former President of Landmark Publishing Group  
Doctor of Humane Letters (*honoris causa*)
2. Adriane M. Brown, President and CEO of Honeywell Transportation Systems  
Doctor of Humane Letters (*honoris causa*)
3. Benjamin S. Carson, Sr., M.D., Director of Pediatric Neurosurgery at Johns Hopkins University Hospital  
Doctor of Science (*honoris causa*)

4. Elizabeth A. Duke, current member of the Federal Reserve Board and former Senior Executive Vice President and Chief Operating Officer of Towne Bank  
Doctor of Humane Letters (*honoris causa*)
5. Frank Foster, prominent African-American jazz composer, arranger and performer  
Doctor of Music (*honoris causa*)
6. Lieutenant General Kathleen Gainey, Director for Logistics, J-4, The Joint Staff  
Doctor of Science (*honoris causa*)
7. David Gergen, Professor of Public Service and Director of the Center for Public Leadership at the John F. Kennedy School of Government at Harvard University  
Doctor of Humane Letters (*honoris causa*)
8. Donald A. B. Lindberg, M.D., Director of the National Library of Medicine  
Doctor of Science (*honoris causa*)
9. Kathleen Parker, award-winning columnist and writer  
Doctor of Humane Letters (*honoris causa*)
10. Emmit J. Smith III, retired member of the National Football League and community leader  
Doctor of Humane Letters (*honoris causa*)
11. Russell Stanger, conductor laureate of the Virginia Symphony  
Doctor of Music (*honoris causa*)
12. Kenneth G. Stepka, Chief Executive Officer, Clark Nexsen  
Doctor of Humane Letters (*honoris causa*)

-----

The Committee approved by unanimous vote the resolutions on ten faculty appointments, eleven administrative appointments and two emeritus appointments. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

**FACULTY APPOINTMENTS**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty appointments.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Charlene Brassington Lecturer of Community and Environmental Health	\$25,000	12/25/08	5 mos

Ms. Brassington received an M.S. in Community and Environmental Health in 1996 from Old Dominion University and a B.S. in Microbiology in 1974 from Pennsylvania State University. Since 2008, she has been an Adjunct Professor and Senior Lecturer in Occupational and Environmental Health at Old Dominion. She served as an Industrial Hygiene Officer in the U.S. Navy from 1977-2006 and was Director of Occupational Safety and Health Programs at the Naval Safety Center from 2002-06.

Mr. Bradley T. Brick Instructor of Sociology and Criminal Justice (Tenure Track)	\$52,000	7/25/09	10 mos
--	----------	---------	--------

Mr. Brick received an M.A. in Sociology in 2004 from Georgia State University, a B.S. in Sociology in 2001 from the University of Wisconsin – La Crosse and is expected to receive a Ph.D. in Criminology and Criminal Justice from the University of Missouri – St. Louis. Since 2006, he has been an Instructor in the Department of Criminology and Criminal Justice at the University of Missouri – St. Louis. (Rank will be Assistant Professor if all requirements for the Ph.D. are completed by August 1, 2009).

Ms. Janet L. Knust Instructor of Early Childhood, Speech Language Pathology and Special Education	\$55,000	12/10/08	10 mos
--	----------	----------	--------

Ms. Knust received an M.S. in Education of the Deaf in 1989 from Adelphi University and a B.A. in Special Education in 1985 from Dowling College. Since 2001, she has been Teacher of the Hearing Impaired at the Virginia School for the Deaf, Blind and Multi-disabled.

Mr. Richard N. Landers Instructor of Psychology (Tenure Track)	\$60,000	7/25/09	10 mos
--	----------	---------	--------

Mr. Landers received a B.A. in Psychology in 2004 from the University of Tennessee and is expected to receive a Ph.D. in Industrial and Organizational Psychology from the University of Minnesota. Since 2007, he has been an Instructor in the Department of Psychology at the University of Minnesota. (Rank will be Assistant Professor and salary will be \$70,000 if all requirements for the Ph.D. are completed by December 31, 2009)

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Kathleen M. Leventhal Instructor of Engineering Technology	\$21,000	12/25/08	5 mos

Ms. Leventhal received a B.S. in Engineering Technology-Mechanical and a B.S. in Mathematics in 2008 from Old Dominion University and is currently enrolled in the M.S./Ph.D. program in mechanical engineering. She has experience as a drafting/autocad technician.

Ms. Kimberly H. Martin Instructor of Sociology and Criminal Justice (Tenure Track)	\$52,000	7/25/09	10 mos
--	----------	---------	--------

Ms. Martin received an M.S. and B.S. in Criminal Justice in 2001 and 2003 respectively from Georgia State University and is a doctoral candidate in the Department of Criminology and Criminal Justice at the University of Missouri-St. Louis. Since 2005, she has been a Graduate Research Assistant and Instructor at the University of Missouri-St. Louis. (Rank will be Assistant Professor if all requirements for the Ph.D. are completed by August 1, 2009).

Dr. Krista McCoy Post-doctoral Research Associate in Biological Sciences	\$51,500	10/25/08	10 mos
---	----------	----------	--------

Dr. McCoy received a Ph.D. in Interdisciplinary Ecology in 2007 from the University of Florida, an M.S. in Biology in 2000 from James Madison University and a B.S. in Biology in 1996 from Old Dominion University. Since 2008 she has been a Postdoctoral Researcher at Boston University and the Smithsonian Tropical Research Institute in Gamboa, Panama.

Dr. Olga Pakhomova Research Associate Professor, Frank Reidy Research Center for Bioelectrics	\$80,000	3/10/09	12 mos
--	----------	---------	--------

Dr. Pakhomova received a Ph.D. in Biophysics/Radiation Biology in 1995 from the Medical Radiology Research Center of the Russian Academy of Medical Sciences and an M.S. and B.S. in Microbiology, in 1982 and 1981 respectively, from Moscow State University. Since 2004, she has been a Postdoctoral Fellow and Research Scientist at the University of Texas Health Science Center at San Antonio.

Dr. Jacqueline E. Sharpe Senior Lecturer of Community and Environmental Health	\$57,000	12/25/08	10 mos
---	----------	----------	--------

Dr. Sharpe received a Ph.D. in Urban Studies-Health Services/Multicultural Education in 1997 from Old Dominion University, an M.S. in Nursing/Education in 1982 from the University of Maryland and a B.S. in Nursing/Education in 1971 from Winston Salem State University. Since 2005, she has been a Visiting Assistant Professor and Program Director for the Bachelor of Science in Health Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Jelmer Vos Assistant Professor of History (Tenure Track)	\$51,000	12/25/09	10 mos

Dr. Vos received a Ph.D. in History in 2005 from the University of London and a Master's in Political Science and Master's in Philosophy of the Humanities in 1997 from the University of Amsterdam. In 2007, he was a Postdoctoral Research Fellow in the Department of History at Emory University.

-----

**APPOINTMENT OF RESEARCH SCIENTIST**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Wei Cao as Research Scientist, Applied Research Center in the College of Engineering and Technology, effective January 10, 2009.

Dr. Cao received a Ph.D. in Materials Science and Engineering in 2005 from Arizona State University and an M.Sc. in Materials Science in 1998 from Wuhan University of Technology, Beijing, China. Since 2007, he has been a Postdoctoral Research Associate with the Old Dominion University Research Foundation at the Applied Research Center.

Salary: \$43,700 for 12 months  
Rank: Research Scientist and Assistant Professor

-----

**APPOINTMENT OF PROFESSIONAL COUNSELOR**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Betty Ann Davis as Professional Counselor for Counseling Services, effective January 10, 2009.

Ms. Davis received an M.Ed. in Counseling and a B.A. in Political Science, in 2008 and 2000 respectively, from Old Dominion University. She completed her clinical internship at Sentara Care Complex in Hampton, VA and at the Community Services Board's Crisis Stabilization Unit in Norfolk, VA.

Salary: \$40,000 for 12 months  
Rank: Professional Counselor and Instructor

-----

**APPOINTMENT OF ASSISTANT DIRECTOR OF ATHLETIC DEVELOPMENT**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Mr. Anthony D. Henderson as Assistant Director of Athletic Development, Office of Development, effective January 10, 2009.

Mr. Henderson received an M.S. in Sports Leadership with a concentration in Management in 2004 from Virginia Commonwealth University and a B.S. in Marketing in 2000 from Hampton University. Since 2007, he has been Senior Account Executive at The Event Authority, LLC. Prior to that, Mr. Henderson was Director of Marketing/Corporate Partnerships for the Mid-Eastern Athletic Conference.

Salary: \$37,000 for 12 months  
Rank: Assistant Director of Athletic Development and Instructor

-----

**APPOINTMENT OF ASSISTANT VICE PRESIDENT FOR AUXILIARY SERVICES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Mr. Todd K. Johnson as Assistant Vice President for Auxiliary Services, Office of Administration and Finance, effective February 16, 2009.

Mr. Johnson received an M.S. in Business Management in 1996 from the University of Maryland and a Bachelor's in Accounting in 1980 from North Carolina Central University. Since 2004, he has been Associate Vice Chancellor of Student Affairs and Special Assistant to the Vice Chancellor for Business and Finance at East Carolina University and served as Interim Vice Provost for Student Affairs from July 2008 through February 2009. Prior to that, Mr. Johnson was Director of Auxiliary Services and Student Affairs Business Manager at North Carolina Agricultural and Technical State University.

Salary: \$130,000 for 12 months  
Rank: Assistant Vice President for Auxiliary Services and Instructor

-----

**APPOINTMENT OF DIVERSITY COORDINATOR**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Meghan Simon Kelly as Diversity Coordinator in the Office of Equal Opportunity/Affirmative Action, effective March 2, 2009.

Ms. Kelly received a Doctorate degree from Drake University School of Law and a B.A. from James Madison University. Her professional history involves providing the U.S. Government consultation on legislative, regulatory and judicial issues involving the rights of Native

Americans. Accordingly, she has served on the White House Domestic Council Native American Task Force, and has worked for the U.S. Department of Health and Human Services, the Environmental Protection Agency and the Department of Agriculture.

Salary: \$ 47,182 for 12 months  
Rank: Diversity Coordinator and Assistant Professor

-----

**APPOINTMENT OF ASSISTANT DIRECTOR OF  
STUDENT ACTIVITIES AND LEADERSHIP**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Dionicia Mahler-Rogers as Assistant Director of Student Activities and Leadership, effective February 25, 2009.

Ms. Mahler-Rogers received a Master of Science in Education-International Higher Education Leadership in 2006 from Old Dominion University and a Bachelor of Science in Business Administration in 1999 from the University College of Belize. Since 2001, she has been in the Office of Student Activities and Leadership at Old Dominion University, first as Coordinator for Marketing and Outreach and then as Assistant Director. (This was previously a classified position.)

Salary: \$41,765 for 12 months  
Rank: Assistant Director of Student Activities and Leadership and Instructor

-----

**APPOINTMENT OF ASSOCIATE DIRECTOR, INTERCULTURAL INITIATIVES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Alicia L. Phillips as Associate Director, Intercultural Initiatives, Office of Intercultural Relations/Student Affairs, effective March 10, 2009.

Ms. Phillips received an M.A. in International Studies in 2004 from Old Dominion University and a B.A. in Sociology in 1996 from Hampton University. Since 2005, she has been Assistant Director for Communications in the Office of International Programs at Old Dominion University.

Salary: \$48,000 for 12 months  
Rank: Associate Director, Intercultural Initiatives and Instructor

-----

## **APPOINTMENT OF COORDINATOR FOR INTERNATIONAL PROGRAMMING**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Randi E. Tucker as Coordinator for International Programming, Office of Intercultural Relations/Student Affairs, effective February 10, 2009.

Ms. Tucker received an M.A. in Applied Linguistics in 2008 from Old Dominion University and a B.A. in Linguistics, Classical Civilization in 2007 from The College of William and Mary. Since 2008, she has been a Language Instructor for Global LT, Ltd. and an Adjunct Instructor at Tidewater Community College.

Salary: \$10,000 for 4 months  
Rank: Coordinator, International Programming and Instructor

-----

## **APPOINTMENT OF ATHLETIC ACADEMIC ADVISOR**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Mr. Julian P. Williams as Athletic Academic Advisor, effective February 10, 2009.

Mr. Williams received an M.B.A. in 2008 from the University of Central Florida and a Bachelor of Business Administration, Risk Management and Insurance in 2005 and a Bachelor of Education, Sports Business in 2006 from the University of Georgia. Since 2007, he has been a Graduate Assistant for Academic Services for Student Athletes and then a Ticket Sales Representative at the University of Central Florida.

Salary: \$37,000 for 12 months  
Rank: Athletic Academic Advisor and Instructor

-----

## **APPOINTMENT OF INSTRUCTIONAL TECHNOLOGY SPECIALIST**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Mr. Michael D.D. Willits as Instructional Technology Specialist in the Center for Learning Technologies, effective January 5, 2009.

Mr. Willits received a Master of Education and a B.S. in Communication, in 2005 and 2000 respectively, from Ohio University. Since 2008, he has been an Instructional Technology Specialist for the Division of Teaching and Learning Technologies at the University of Mary Washington. Prior to that, Mr. Willits was an Instructional Technology Designer for Information Technology Services at Christopher Newport University.

Salary: \$45,000 for 12 months  
Rank: Instructional Technology Specialist and Instructor

-----

**APPOINTMENT OF AREA COORDINATOR**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Ms. Laurica Yancey as Area Coordinator for the Office of Housing and Residence Life, effective March 10, 2009.

Ms. Yancey received an M.P.A. in Public Management in 2002 from Appalachian State University and a B.A. in Government in 2000 from Campbell University. Since 2007, she has been Assistant Director/Area Coordinator at Radford University. Prior to that, Ms. Yancey was a Complex Director at Virginia Tech.

Salary: \$38,000 for 12 months  
Rank: Area Coordinator and Instructor

-----

**EMERITUS APPOINTMENTS**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the granting of the title of emeritus/emerita to the following faculty members. A summary of each faculty member's accomplishments is included.

<u>Name and Rank</u>	<u>Effective Date</u>
Peter J. Mikulka Professor Emeritus of Psychology	July 1, 2009
Allen G. Sandler Associate Professor Emeritus of Early Childhood, Speech-Language Pathology and Special Education	June 1, 2009

**PETER J. MIKULKA**

Peter J. Mikulka received a B.S. in psychology from Manhattan College in 1962 and an M.S. in psychology and Ph. D. in experimental psychology from Rutgers University. He joined the Old Dominion faculty as an Assistant Professor in 1969 and was promoted to Associate Professor in 1974 and Professor in 1979. He served as a Graduate Program Director from 1971-1974 and again from 1981-1985. Mikulka also served as Chair of the Psychology Department from 1974-1979 and from 1987-1994. He took a leadership role at the Virginia Beach Higher Education Center in 2007 and served as Professor and advisor for students at the Center. Mikulka oversaw

the growth of the Psychology Department from a small group of faculty to its current stature with close to 1,000 undergraduate students, a master's program, and four doctoral degree programs.

During his 40 year tenure at Old Dominion University, Mikulka has inspired scores of psychology students and mentored many students in research. He has chaired more than 20 dissertation or thesis committees. Mikulka was recognized as the Most Inspirational Faculty Member for the College of Sciences in May 1996, December 2000, and May 2001. Additionally, he has published 80 articles, had grant support in excess of \$1,007,000, and has made over 47 presentations at professional meetings.

#### ALLEN G. SANDLER

Allen G. Sandler, associate professor of early childhood, speech pathology and special education received a B.A. in Religious Studies from Temple University in 1970, an Ed.M. in Special Education from Temple University in 1974, and a Ph.D. in Special Education from Temple University in 1981. He joined Old Dominion as an Assistant Professor in the Department of Child Study and Special Education in 1982 and achieved the rank of Associate Professor in 1987. Sandler served as a Fulbright Scholar at Hue University in Vietnam during the 2002 -2003 academic year.

During his 27 years at Old Dominion University, Sandler published 25 articles in national, peer refereed journals in his field and provided programmatic leadership in the area of severe disabilities for his department. In conjunction with his status as a Fulbright Scholar in Vietnam, he founded a number of projects to help children with disabilities, including the Central Vietnam Surgical Intervention Project for Children with Disabilities and Congenital Heart Defects. Sandler was awarded Old Dominion University's Community Service Award in 2004 for his humanitarian work in central Vietnam.

-----

The Committee approved by unanimous vote the termination of the proposal for a Bachelor of Science degree in Modeling and Simulation Engineering. The proposed degree program is designed to be an undergraduate engineering program accredited by ABET. Primary program sponsorship will be provided by the Batten College of Engineering and Technology, the College of Sciences, and the Virginia Modeling, Analysis and Simulation Center (VMASC). The program will also incorporate modeling and simulation-related courses from all six academic colleges at Old Dominion. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

**APPROVAL OF BACHELOR OF SCIENCE DEGREE IN MODELING  
AND SIMULATION ENGINEERING  
COLLEGE OF ENGINEERING AND TECHNOLOGY**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the Bachelor of Science degree in Modeling and Simulation Engineering in the Batten College of Engineering and Technology.

Rationale: The proposed modeling and simulation engineering degree program is designed to be an undergraduate engineering program accredited by ABET. The content of the program consists of topics generally representative of the broad areas of engineering and science. Thus, primary program sponsorship will be provided by the Batten College of Engineering and Technology, the College of Sciences, and the Virginia Modeling, Analysis and Simulation Center (VMASC). The program will also incorporate modeling and simulation components from all six academic colleges at Old Dominion.

Because of past investments in modeling and simulation research and graduate education, Old Dominion University is well positioned to quickly and efficiently initiate a bachelor's degree program in modeling and simulation engineering. It is anticipated that the degree program will attract highly qualified new students. In addition, the program is expected to strengthen the University's reputation as a leader in modeling and simulation education and research.

-----

Committee members approved by unanimous vote the proposal to reorganize the Darden College of Education. The proposed administrative structure increases the number of academic departments in the Darden College of Education by one and enables the college to re-align its academic programs. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

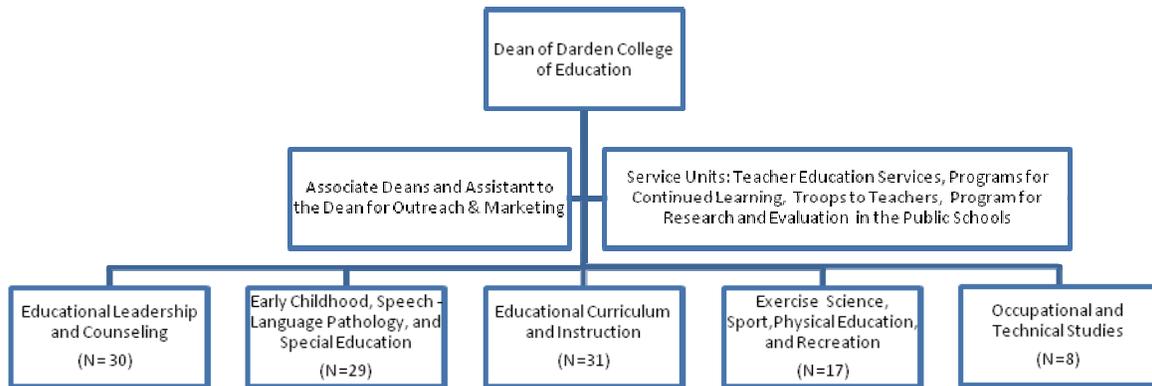
**APPROVAL TO REORGANIZE THE DARDEN  
COLLEGE OF EDUCATION**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the reorganization of the Darden College of Education, effective July 1, 2009.

Rationale: In developing the proposed reorganization of the Darden College of Education, faculty and administrators in the college considered an administrative structure that would facilitate accomplishing action items in the Darden College of Education Strategic Plan and the Old Dominion University Strategic Plan and prepare the Darden College of Education to meet the challenges of the future. Other considerations regarding reorganization were (a) administrative arrangements that would facilitate interdisciplinary-based collaborations and innovations, (b) attention to significant issues affecting teaching and learning in the P-12 educational systems of Virginia and surrounding states, (c) enrollment in academic programs,

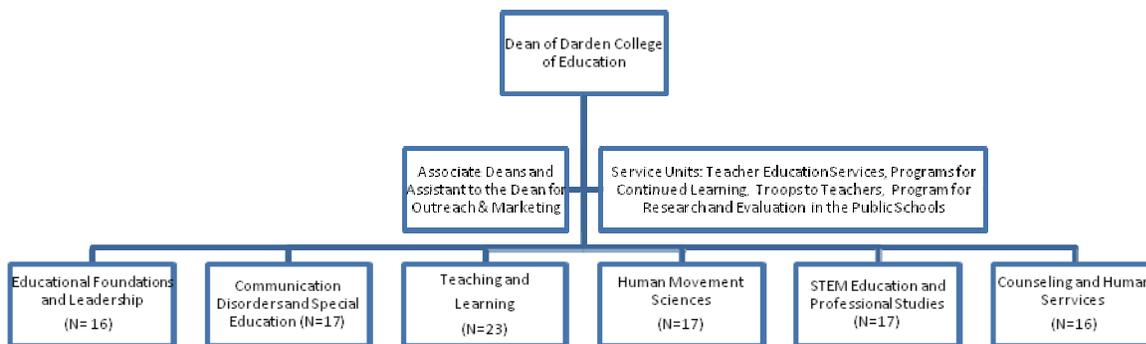
and (d) potential number of faculty in a department. An examination of the organizational structures of other highly ranked colleges of education was also completed.

Currently, five academic departments, four service units, and the dean’s office comprise the organizational structure of the Darden College of Education. The figure below represents the academic structure of the college for academic year 2008/2009.



While this organizational structure has served the college well for over twenty years, it no longer meets the needs of faculty, students and the constituents the college serves. The structure has also created disparities in departmental representation on faculty governance committees. For example, the Department of Educational Curriculum (ECI) has over 387% more faculty members than the Department of Occupational and Technical Studies (OTS). An OTS faculty member is required to serve on more college committees than an ECI faculty member if OTS is to be represented in college deliberations. This inequitable service expectation reduces the amount of time an OTS faculty has for research and other scholarship while having to meet the same promotion and tenure guidelines as an ECI faculty member.

Proposed Administrative Structure Beginning on July 1, 2009



The proposed administrative structure increases the number of academic departments in the Darden College of Education by one. It also enables the college to re-align academic programs within the college. These curricular realignments provide for more collaboration among faculty in related disciplines. It also enables faculty to more readily develop innovations addressing the needs of constituents of the college and the faculty members’ disciplines.

Since the presentation of the preferred model, faculty members have worked to identify a name for their new departments, write a mission statement, and identify goals for their new departments. College and departmental leadership have addressed the following issues.

- Location of offices of new departments
- Process for identification of chairs
- Budgetary planning and reallocation among the affected units
- Reapportionment of Faculty Governance committee representation
- Realignment of departmental clerical staffing
- “New” departmental faculty review of existing policies relative to personnel and budgets
- Departmental internal restructuring issues
- Curricular realignment and University catalog issues
- Student and constituent communication

One additional clerical position will be allocated among the departments. This position will be allocated to the Department of Educational Foundations and Leadership. Funds for supporting this position come from existing college resources.

Benefits to the University and Commonwealth of Virginia include the following:

- Continuing reputational achievements of the Darden College of Education
- Enhanced and more visible response of the University to address national and Commonwealth shortage of professionals trained in STEM (sciences, technology, engineering and mathematics) careers by aligning all STEM educator preparation programs in one department
- Increasing emphasis on literacy and reading in the early childhood education and elementary education teacher preparation programs by aligning all literacy, reading, library sciences, social studies, and English in same department.
- Eliminating unnecessary instructional costs associated with duplication of courses in research and educational statistics across departments in the college
- Aligning competencies required of educator preparation programs by the Virginia Department of Education with coursework and programs of the University

The proposed model is the organizational structure preferred by the majority of Darden College of Education faculty. The reorganization proposal was also reviewed and endorsed by the Advisory Board and the Development Board of the Darden College of Education.

-----

Committee members approved by unanimous vote the proposal to rename the Office of Equal Opportunity and Affirmative Action the Office of Institutional Equity and Diversity with corresponding title changes. The name change better reflects the department’s goal of serving as the nucleus for all aspects of equity university-wide, including but not limited to equal opportunity, affirmative action, diversity, recruitment and retention, accessibility, diversification of curriculum, assessing the educational impact of diversity, and measuring the campus climate. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved unanimously by all members present and voting (*Ampy*,

*Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne).*

**APPROVAL TO RENAME THE OFFICE OF EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION THE OFFICE OF INSTITUTIONAL EQUITY AND DIVERSITY, WITH CORRESPONDING TITLE CHANGES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves renaming the Office of Equal Opportunity and Affirmative Action the Office of Institutional Equity and Diversity with corresponding title changes effective April 2, 2009.

Rationale: The request to rename the Office of Equal Opportunity and Affirmative Action the Office of Institutional Equity and Diversity better reflects the department's goal of serving as the nucleus for all aspects of equity university-wide, including but not limited to equal opportunity, affirmative action, diversity, recruitment and retention, accessibility, diversification of curriculum, assessing the educational impact of diversity, and measuring the campus climate. The restructuring will accomplish two goals as supported by the American Council on Education: (1) it will change the name of the office to better reflect all functions and services provided by the unit and provide a deliberately clear and fundamental connection between diversity and academic excellence to every area of the University; and (2) it will provide the necessary infrastructure to implement a results-oriented plan to achieve significant outcomes related to campus and curriculum diversity.

To go along with the renaming and restructuring of the office, title changes are requested for two positions.

The Assistant to the President and Director of Equal Opportunity/Affirmative Action will be changed to Assistant Vice President for Institutional Equity and Diversity.

The Assistant Director of Equal Opportunity/Affirmative Action will be changed to the Director of Institutional Equity and Equal Opportunity/Affirmative Action.

There are no salary increases requested for either position at this time.

-----

In her report to the Committee, Provost Simpson provided an update on the strategic planning process and summarized the major themes that are emerging.

Vice President Mohammad Karim reported that Old Dominion has submitted two Federal appropriations requests for FY 2010 for Bioelectrics and VMASC. He and Acting President Broderick visited the Washington DC offices of Senators Warner and Webb and Congress members Forbes, Nye, and Scott on March 17 in support of these initiatives. ODU investigators submitted three proposals (the maximum allowable) for both the NSF Major Research Instrumentation program and the NSF Partnership in International Education and Research program. To capitalize on the federal stimulus funds, ODU conducted an NIH grant-writing workshop to prepare faculty researchers to apply for NIH Challenge Grants. A total of 45 faculty members participated in the

workshop, and the University hopes to field 20 or more NIH Challenge Grant proposals within the next one or two months.

### **ADMINISTRATION AND FINANCE COMMITTEE**

The Rector called on Mr. Hall for the report of the Administration and Finance Committee. Mr. Hall reported that the Committee held the first part of its meeting in joint session with the Academic and Research Advancement Committee in order for the Board to hear a briefing from Vice President Robert Fenning on the proposed comprehensive fees for FY2009-2010.

Vice President Fenning's presentation built upon his earlier briefing to the Executive and Administration & Finance Committees on March 24. The final Appropriation Bill continued the 5% (FY09) and 10% (FY10) General Fund reductions as proposed by Governor Kaine. However, the Federal Stimulus Package (the State Fiscal Stabilization Fund) was utilized by the Conferees to provide one-time stimulus funds of \$12.8M in FY10 and FY11 to help offset these reductions. The purpose of allocating these Federal funds is to "mitigate" the need for significant increases in student tuition and fees. While these funds help "close the gap", they are one-time funds. Thus, the University and Board need to control allocations which increase the on-going base costs of the E&G Program, as well as increase the revenue base while keeping the tuition and fee increases consistent with the intent of the Stimulus Package.

Mr. Fenning reviewed Acting President Broderick's preliminary base and one-time allocations for FY10 which address unavoidable cost increases, the funding of important, on-going initiatives, and selective new investments. The University has elected to increase its FY09 5% base cuts by an additional 2% to recognize the need to control its cost basis.

The proposed increases for in-state undergraduate students include a 5% (or \$209) increase in tuition, 5.9% (or \$151) in auxiliary fees, and a \$40 annual increase to the transportation fee. These adjustments would increase the costs to in-state undergraduate students \$400 per year. In addition, the administration proposes to raise room and board rates by 5.5% in order to address the increased costs of the debt service from these facilities, utility increases, and other operating cost increases. This would result in an average increase of \$392 per year a total increase for an in-state undergraduate student living on campus by 5.6% or \$792. Mr. Fenning also shared similar adjustments in the in-state graduate student tuition and fee rates, as well as both the out-of-state undergraduate and graduate student rates. The proposed increase also incorporates the legislative increases in the Capital Fee for out-of-state students. He addressed how these increases would be mitigated by increases in state and federal student financial aid, as well as significant, new student employment programs.

Following the joint session, the Committee reconvened and considered the resolution to adopt the FY2009-2010 tuition and fees. Vice President Fenning noted that, absent the \$12.8M in Stimulus Funds, the recommended tuition increase would have been in the 11%-to 14% range. The following resolution was brought forth as a recommendation of

the Administration and Finance Committee and was approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

**COMPREHENSIVE FEE RESOLUTION 2009-2010**

RESOLVED, that upon the recommendation of the President, the Board of Visitors approves the following comprehensive tuition cost per credit hour for the 2009-2010 academic year beginning with the Summer 2009 semester and thereafter until otherwise adjusted by the Board of Visitors. Under unusual circumstances, the President may establish tuition rates different from these approved rates. The President must notify the Board of such changes at its next meeting.

**Comprehensive Fee Per Credit Hour for the 2009-2010 Academic Year**

	<b>IN-STATE</b>		<b>OUT-OF-STATE</b>	
	<b><u>TUITION AND FEES</u></b>		<b><u>TUITION AND FEES</u></b>	
	<b><u>FROM</u></b>	<b><u>TO</u></b>	<b><u>FROM</u></b>	<b><u>TO</u></b>
<b><u>REGULAR SESSION (1)</u></b>				
Undergraduate (Per Cr Hr)	\$224	\$236	\$613	\$651
Graduate (Per Cr Hr)	\$321	\$338	\$796	\$844
Teaching Assistant	\$321	\$338	\$321	\$338
Research Assistant	\$321	\$338	\$321	\$338
<b><u>SUMMER SESSION (1) (Summer 2009)</u></b>				
Undergraduate (Per Cr Hr)	\$224	\$236	\$613	\$651
Graduate (Per Cr Hr)	\$321	\$338	\$796	\$844
Teaching Assistant	\$321	\$338	\$321	\$338
Research Assistant	\$321	\$338	\$321	\$338
<b><u>Higher Education Centers &amp; Off-Campus Offerings Within Hampton Roads:</u></b>				
Undergraduate (Per Cr Hr)	\$224	\$236	\$613	\$651
Graduate (Per Cr Hr)	\$321	\$338	\$796	\$844
<b><u>TELETECHNET &amp; OFF-CAMPUS COURSES (Outside Hampton Roads):</u></b>				
Undergraduate (Per Cr Hr)	\$219	\$236	\$490	\$651
Graduate (Per Cr Hr)	\$321	\$338	\$796	\$844
TELETECHNET USA (Outside Virginia):				
Undergraduate (Per Cr Hr)	\$240	\$244	\$240	\$244
Graduate (Per Cr Hr)	\$350	\$354	\$350	\$354

(1) A graduate teaching or research assistant who has completed a master's degree or its equivalent and is admitted as a matriculated student into a doctoral program and enrolls for and completes a minimum of 6 hours of graduate credit per semester or 3 hours in the summer may be granted a waiver of full tuition and fees.

NOTE: The comprehensive fee includes a student activity fee of \$89.52 per credit hour for Norfolk campus courses, \$53.30 per credit hour for Higher Education Centers, TELETECHNET and off-campus courses. The asynchronous nursing program tuition rate will remain at \$270 per credit hour.

-----

Dale Feltes, Director of Design and Construction, gave a presentation to the Committee and requested the Committee's approval to use the Construction Management method of delivery for two construction projects. He recommended the Construction Manager-at-Risk (CMAR) process for the Student Success Center, which is appropriate because of the complex nature of the building that will involve complicated renovations, life safety codes and new construction. In order to both select a contractor with experience in such buildings, and to ensure price control through design, CMAR provides the best method delivery. The Construction Manager, Construction Phase Only (CM-CPO) process for the Dragas Hall Renovation project, which is a complex, occupied, phased renovation, is appropriate in order to select a contractor who is well qualified in such work. The State's pre-qualification process only addresses financial capacity, whereas, the CM-CPO process allows for qualification based on contractor expertise. In this method of delivery, however, the short-listed contractors are provided with 100% construction documents, which allow fixing a GMP with complete control of design. The Committee approved the recommendations and the vote approved them as well by unanimous vote (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

Vice President Fenning presented a proposed resolution relative to the Board's adoption of the information technology strategic plan and related policies, standards, and guidelines. The University was notified yesterday that an earlier resolution (approved by the Board on September 19, 2008) was not specific enough to meet the Level II pre-requisites. The proposed resolution provides this detail and, if approved, would be substituted for the earlier resolution. The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was approved unanimously by all members present and voting (*Ampy, Batten, Brown, Croshaw, Forehand, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*).

**RESOLUTION OF THE  
BOARD OF VISITORS OF  
OLD DOMINION UNIVERSITY**

WHEREAS, the 2005 session of the General Assembly enacted Chapters 933 and 945, Acts of Assembly, known as the Restructured Higher Education Financial and Administrative Operations Act (the "Act"), now codified at Chapter 4.10 of Title 23, Sections 23-38.88, *et seq.*, of the code of Virginia (1950), as amended, and

WHEREAS, the 2008 Session of the General Assembly enacted Chapters 824 and 829, Acts of the Assembly, to amend and reenact Section 23-38.90 of the Code of Virginia relating to operational authority for public institutions of higher education in information technology, procurement, and capital projects excluding leases of real property, and which allows the University to enter into a memorandum of understanding for additional operating authority in two, but no more than two, or these three areas; and

WHEREAS, as a condition of entering into a memorandum of understanding, the Board of Visitors must approve a resolution affirmed by at least two-thirds of the Visitors expressing the sense that the institution is qualified to be, and should be, governed by such memorandum of understanding, and adopt the information technology strategic plan and information technology policies, standards, and guidelines governing project management, infrastructure architecture, ongoing operations and security project auditing; and

WHEREAS, the Board of visitors was briefed by the University's Chief Information Officer on the information technology strategic plan and proposed policies, standards and guidelines governing project management, infrastructure architecture, ongoing operations, and security and project auditing at its September 19, 2008 regular meeting and approved by unanimous vote these policies, standards, and guidelines; and

WHEREAS, the Virginia Information Technology Agency has questioned whether the specific requirements of Level II authority have been met through the board's adoption of the necessary information technology strategic plan and policies, standards and guidelines governing project management, infrastructure architecture, ongoing operations, and security and project auditing.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University affirms its knowledge and approval of the information technology strategic plan and the policies, standards and guidelines governing project management, infrastructure architecture, ongoing operations and security and project auditing at its September 19, 2008 regular meeting.

-----

Dale Feltes briefed the Committee on the progress to date on the President's House project. Design of the project, which will be handled and financed through the Real Estate Foundation, is in the design development stage. Mr. Feltes reported that Tymoff+Moss, the project architect, has engaged Compo Construction Company to price the plans to ensure that the project is within the budget set by the Board of Visitors. The Board's subcommittee, chaired by Barry Kornblau, is overseeing the project and reviewed the latest renderings, floor plan, and site plan, noting that the plan is subject to any changes which may be needed if pricing data indicates that the cost per square foot is greater than the budgeted figure. Mr. Feltes also stated that the procurement process is moving in step with the design. A pre-submittal conference was held in early March and more than 30 contractors attended. The RFQ submittals were due on April 1<sup>st</sup> and it is expected that the RFP would be issued to short-listed offers by late April, with a contractor selected by mid-June and Notice to Proceed issued in early July.

Mr. Feltes reported on the progress of the Women's Intercollegiate Crew Building project. He summarized the project scope as a 13,205 gsf building, housing a boat-storage and maintenance area, along with team locker rooms, workout and meeting space, and coaches' offices. Mr. Feltes shared the architectural renderings and elevations depicting the building. He said that design has advanced to working drawings and he estimated that once agreement is reached with the City on the Lakewood Park, final design work and construction will take approximately one year to fourteen months for completion. University officials met with the City of Norfolk yesterday to push the completion of the lease document.

Vice President Fenning introduced Mr. Todd Johnson, who was recently appointed Assistant Vice President for Auxiliary Services. He reported that the residential housing project has received approval from the City and the University is working on the financing. Construction is expected to start in late April/early May. The first 900 beds (Phase I) will be completed in Summer, 2010.

The Committee received the standing Investment Report from Rick Massey, Associate Vice President for Foundations.

### **PROPOSED REVISIONS TO THE BOARD OF VISITORS BYLAWS**

The Rector presented the proposed revisions to the Bylaws as previously distributed. He noted that the Bylaws Review Committee reviewed and recommended the revisions. Mr. Jacobson voiced his concern about granting voting rights to non-Executive Committee members who attend committee meetings, as this allows the possibility of non-Committee members having a majority vote over Committee members on a particular issue. The Rector commented that non-committee members often attend meetings and their input is welcomed and encouraged, so he feels they ought to have voting privileges as well. Mr. Ampy added that the Bylaws still require that all actions of the Executive Committee be ratified by the full Board. Upon further discussion, a vote was taken and the motion to approve the Bylaws was passed by a vote of twelve in favor (*Ampy, Batten, Brown, Croshaw, Gehman, Hall, Hixon, Jacobson, Kirk, Kornblau, Stallings, Treherne*) and two opposed (*Forehand, Jacobson*).

## **PROPOSED AMENDMENTS TO THE BOARD OF VISITORS' BYLAWS**

RESOLVED, that the Board of Visitors approves the following amendments to the Board of Visitors' Bylaws.

### **BY-LAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS**

#### **PREFACE**

The Board of Visitors adopts the by-laws that follow for the orderly and efficient conduct of its meetings and the business of Old Dominion University. This preface is to provide a brief overview of the source of the Board's authority as a public institution of higher education, and a component of the executive branch of the government of Virginia.

The Virginia statutes specific, or organic to the University, Va. Code §§ 23-49.11 through 23-49.22, might be thought of as the University's charter. These statutes constitute the Board of Visitors as a public corporation named "Old Dominion University," and set the corporation's basic purpose and authority. Other statutes apply to all of the Commonwealth's institutions of higher education to impose other duties and confer additional powers. The University is also subject, along with all agencies of the executive branch of the state government, to such statutes as, for example, the Virginia Freedom of Information Act which governs, *inter alia*, the circumstances under which a public body, such as this Board, may meet in closed session. Ultimately, however, the University's operations are dependent on the terms of the Appropriations Act adopted bi-annually in the even numbered years by the Virginia legislature, the General Assembly, and amended in the odd numbered years. Finally, it is to be noted that the Commonwealth's agencies and institutions are not as a rule subject to the general statutes of Virginia, as well as the ordinances enacted by the local governments, unless the General Assembly expressly provides otherwise.

Members of the Board, the University staff, and the public should be aware at all times that the authority conferred on the Board of Visitors by the General Assembly resides solely in the Board. That is, no visitor or other individual, regardless of title or position, shall speak for, or exercise the Board's authority except to the extent that the Board may so provide by delegation contained in these by-laws, or by other action of the Board.

The Commonwealth demands institutional direction by a Board composed of active, informed, and engaged visitors. As a measure of this need, the General Assembly provided that if any member of the Board should fail to perform the duties of a visitor for a year, without sufficient cause, the Board shall certify the same to the Governor; and the office of that member shall then be vacant.

## **ARTICLE I**

### **Power, Authority, and Duties**

1.01. Role and Responsibilities. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§ 4.04. of these Bylaws) and oversight (§ 6.01. (f) of these Bylaws) of the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's formally adopted policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) University Budget. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall periodically review and approve the University's annual budget and work in conjunction with the President and his/her administration that are accountable for directing a process that seeks input from the Board.

(e) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the education offered by the University including, but not limited to considering, strategic planning, admission standards, graduation requirements, grading policies, use of technology in the classroom, and faculty structure, development, productivity, priorities, and incentives for outstanding teaching.

(f) Research Integrity. The Board is responsible for promoting and preserving excellence in basic and applied research.

(g) Student Quality of Life. The Board is responsible for assuring the high quality of student life necessary to ensure that higher education achievement can take place in an environment conducive to a high level of learning.

(h) Affiliated Foundations. The Board is responsible for assuring that priorities for fund raising, research, athletics, real estate acquisition and disposal, and other affiliated foundation activities are consistent with the University's mission, priorities, and goals. While the Board recognizes the independent governance of these private activities, the Board is

responsible for private resources contributed to the University for public purpose. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual (see Article VIII of these Bylaws) and affiliation agreements.

(i) Audit Planning and Review. The Board is responsible for the selection of accountability measures, review of results, and determination of how effectively its policies have been implemented through the audit process; i.e., whether the University's allocation of resources is consistent with the Board's priorities and with the University's financial position.

(j) Fiscal Efficiency. In its review and approval of the University's annual operating budget and the setting of tuition and fees, the Board is ultimately responsible for assuring fiscal efficiency; i.e., the cost-effective operation of the University.

(k) Institutional Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institution's accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger local, national and international community in partnerships to achieve University goals and objectives.

## **ARTICLE II**

### **Members**

§ 2.01. Resignation. Any member of the Board of Visitors may resign at any time by providing notice to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

§ 2.02. (Reserved)

§ 2.03. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti. They shall be entitled to receive copies of minutes of the regular Board meetings and be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors.

## **ARTICLE III**

### **Meetings**

§ 3.01. Regular Meetings. Regular meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. Regular meetings scheduled annually in excess of the four published regular meetings shall be announced to Board members, University staff, and the public at least 30 calendar days prior to the day the regular meeting is to be convened to assure

maximum participation, the three day statutory notification notwithstanding. The regular meeting during the month of June of each year shall be the annual meeting.

§ 3.02. Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting.

§ 3.03. Emergency Meetings. Emergency meetings are special meetings and may be called by giving reasonable notice to all members and the public whenever in the judgment of the Rector, in consultation with the President, there is an emergency. A quorum of five voting members shall be sufficient to transact any business with respect to said emergency, except declarations of fiscal exigency. Declarations of fiscal exigency only must be made by an affirmative vote of at least 12 voting members.

§ 3.04. Special and Emergency Meeting Notice. For special meetings under normal, non-emergency circumstances, seven days' notice shall be given of the date, time, place, and agenda of all non-electronic communication meetings, by the Secretary/Executive Secretary of the Board. Emergency meeting notice shall provided, as reasonably timely as possible under the circumstances, and be given contemporaneously to the public with notice provided to Board members.

§ 3.05. Quorum. (Effective July 1, 2002) A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (§ 23-49.17. (b), *Code of Virginia*).

§ 3.06. Order of Business. The order of business at meetings is set forth in the Board Policy and Procedures, unless modified at the discretion of the Rector with the modification(s) approved by a majority of the voting Board members present. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 calendar days in advance of the meeting at which the issue is to be addressed or public comment accepted. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified and may be considered if confirmed by a majority of the voting members of the Board.

§ 3.07. Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules of Order Newly Revised*. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of University officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; (2) or the Board is seeking

legal advice about the amounts and methods of compensating the President or other officers involved.

§ 3.08. Voting Procedures. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote, however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (§ 2.2-3708.D., *Code of Virginia*). No proxies, secret, or written ballots are authorized in any Board meeting (§ 2.2-3710., *Code of Virginia*). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes.

## **ARTICLE IV**

### **Committees**

#### § 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of eight members of the Board, three of whom shall be the elected officers of the Board. The remaining members of the Executive Committee shall be the chairs of each standing committee of the Board. Vacancies, other than Board officers who must be elected, may be filled at any time by appointment of the Rector and confirmation by the Board. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall be a member of the executive committee to maintain the executive committee membership at **eight** ~~seven~~ members. A quorum of the Executive Committee shall consist of three Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee and count towards a quorum as directed by the Rector.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The full Board must be notified of all actions taken by the Executive Committee and all actions must be ratified by the Board at its next regular or a special meeting called for that purpose in emergency situations. The committee shall coordinate the policy development and the goals/objectives of all Board committees and shall recommend the means whereby the Board will assess its effectiveness in accordance with § 9.03. of these Bylaws. A complete record of all actions of the Executive Committee shall be maintained by the Secretary and shall be provided to each member of the Board within 15 working days after the Executive Committee meeting at which such actions were taken. All members of the Board shall be invited to attend Executive Committee meetings **and all Board members in attendance at an Executive Committee meeting shall be entitled to vote** ~~in a non-voting capacity~~. Meeting notices shall be provided as set forth in § 3.04. of these Bylaws.

§ 4.02. Standing Committees. In addition to the Executive Committee, the standing committees of the Board shall consist of the Academic and Research Advancement Committee, Institutional Advancement Committee, Administration and Finance Committee, the Student Advancement Committee, and the Audit Committee. The chairs and members of the five standing committees shall be appointed by the Rector, after consultation with the parties involved, and approved by the Board at the meeting at which the appointments are proposed by the Rector, for terms of two years, and shall serve until their successors have been duly appointed. All members subsequently may be reappointed from year to year. Board members shall typically serve on two standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be filled in accordance with § 5.04. of these Bylaws and Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector and confirmation by the Board. A quorum of each of the standing committees shall consist of three voting Visitors who are committee members. The Rector and Vice Rector are deemed committee members for all purposes, including a quorum. The agenda for each regular Board meeting shall include reports by committees, to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic and Research Advancement Committee on review of negative tenure decisions and the approval of the annual internal compliance and operations audit plan by the Administration and Finance Committee) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic and Research Advancement Committee. The Academic and Research Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education and research offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and research initiatives, and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures, including tenured appointments, policies, and procedures; and on student recruitment and admissions criteria and policies. The Academic and Research Advancement Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) Institutional Advancement Committee. The Institutional Advancement Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to the University's government relations, fund raising, community (including military) and public relations, and alumni activities.

(c) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose. The Committee may also receive

reports from the University Auditor on matters of economy, efficiency and effectiveness of operations and internal controls.

(d) Student Advancement Committee. The Student Advancement Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability. The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline, including matters related to the student honor system. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities, and matters related to student government and appropriate student participation in University governance by all types of students. The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.

(e) Audit Committee. The Audit Committee helps the Board fulfill its financial oversight and compliance responsibilities. The Committee is responsible for (1) oversight of financial reporting and financial statement matters and any critical accounting and reporting issues; (2) reviewing annually the audited financial statements with internal auditors, determining that the administration has been open and has acted in good faith in connection with the audit; and (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan. Members of the Audit Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Members of the Audit Committee may serve on the Administration and Finance Committee; however, a majority of the Audit Committee may not serve on the Administration and Finance Committee.

(f) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions as necessary. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval. In accordance with the preceding and after consulting with their respective committees and appropriate University officials, committee chairs shall present goals/objectives for the coming year at the Executive Committee meeting set by the Rector. Goals/objectives shall be initiatives consistent with the mission of each standing committee as set forth in subparagraphs (a) through (d) in this Bylaws section, and previously initiated goals and objectives of the University and the Board's Standing Committees.

§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officers positions. In even numbered years, at the annual June meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be elected by the Board. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Nominations. The Nominating Committee shall post a call for nominations for officers from the Board no later than July 15. Nominations shall be submitted in writing to the committee chair and shall be due no later than 14 days following the date of the

call for nominations. Members of the Board may feel free to nominate themselves for an office to the chair of the Nominating Committee. Nominees for officers must have more than one year remaining on their terms of appointment. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet at least 30 days prior to the September Fall Board meeting to determine the nominations to be presented to the Board. The recommendation of the nominating committee shall be distributed with the announcement of the meeting of the Board of Visitors in the even numbered year in which the election of officers is to be held. At that meeting, the nominating committee shall present one candidate for each office for election in accordance with § 5.01. of these Bylaws. Nominations from the floor may be made from the floor prior to such election.

(c) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall resign from the committee immediately and the Rector shall immediately appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Executive Committee at a special meeting convened for that purpose.

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by § 5.04. Vacancies of these Bylaws.

§ 4.04. Presidential Search Committee. As necessary, but not later than the first regular meeting of the Board after the President expresses to the Board his/her intent to step down or leave the University or departs under other circumstances (e.g., prolonged illness or death), the Board shall elect a Presidential Search Committee of five or more Board members, along with two alternates, and may include no more than four non-Board members as non-voting members to that committee. The Committee, whose mission is to search for and select the best possible choices for a new president, shall meet at the same meeting at which it is created to elect its chair who must be a voting Board member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity with the provisions of the Freedom of Information Act and its exceptions.

(a) University Needs. The Presidential Search Committee shall consult with the Rector, the President, other members of the Board of Visitors, the faculty, the alumni and students, and the community about the needs of the University. The Board may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately commission the conduct of an institutional review by a reputable agency or consultant.

(b) Practices and Procedures. The Committee shall prepare a search budget and a range of compensation for the next president, both of which shall be approved by the Board early in the search process. The Board shall be kept informed of the Committee's progress and expenses incurred and anticipated at regular Board and Executive Committee meetings by the committee chair. The search committee shall consider external and internal

candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

(c) Committee Vacancies. In the event a member of the Presidential Search Committee cannot serve, he/she shall resign from the Committee immediately and the Rector shall promptly appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Board at the next regular Board or Executive Committee meeting or, if necessary, at a special meeting convened for that purpose.

(d) Unexpected Vacancy in the President's Position. In case of an unplanned vacancy in the position of the President, the Board shall expeditiously designate an Acting President to serve until a President shall be appointed by the Board and installed in the office. The Board shall hold an emergency meeting and proceed with the preceding provisions of this section of the Bylaws. The Presidential Selection Committee shall be tasked to select expeditiously the best possible choice for the Acting President following the procedures outlined in this section of the Bylaws. In the interim, the Provost and Vice President for Academic Affairs shall act as the University's Acting President.

§ 4.05. Special Committees. Special or *ad hoc* committees may be created at any time either by action of the Board of Visitors, or by written direction of the Rector with the approval of the Board. Special committees shall consist of no fewer than three members appointed by the Rector who shall appoint the chair, and fill vacancies in consultation with the Chair. The Rector shall also have the power to change the membership of special committees at any time with the concurrence of the chair and the Board, unless it is the chair who is to be removed. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Board at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Board. At the time the special committee is created, its mission shall be specifically established and articulated either by action of the Board or by written direction of the Rector with approval of the Board. The resolution of the Board or the direction of the Rector shall specify the time the special committee is to make its report to the Board.

§ 4.06. Subcommittees. Committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 4.07. Appointment of Non-Board Advisors to Committees. Non-Board members cannot be appointed to Board of Visitors committees without the Board approving each individually named proposed member. The advisors who are approved for membership shall serve under the same conditions as Board members, however, they shall serve in a non-voting, advisory capacity.

§ 4.08. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the

standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.09. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee, may call meetings. Committee meetings shall be noticed in the same manner as Board meetings as set forth in § 4.04 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

§ 4.10. Removal. Standing and special committee chairs only may be removed by the Rector with prior approval of the Board, with at least nine voting members voting in the affirmative for removal. Members or advisors may be removed from Board committees on the recommendation of the committee chair and approved by a majority of committee members, after an affirmative vote by a majority of Board members attending the meeting at which the recommendation is presented.

## **ARTICLE V**

### **Board Officers**

§ 5.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. Officers must have at least one year remaining in their terms. At the first regular meeting after July 1 of even numbered years, the Board shall elect its officers from its own body (§ 23-49.17. (b), *Code of Virginia*). Newly elected officers shall take office immediately following the close of the meeting at which elected and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

§ 5.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least nine voting members of the Board of Visitors.

§ 5.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 5.04. Vacancies. Vacancies in any office shall be reported to the Board as soon as possible after notice is received. The vacancy shall be filled for the unexpired term by the Board of Visitors at the meeting during which the vacancy is first created or discovered by immediately electing a Nominating Committee as outlined in § 4.03. of these Bylaws and electing an officer or officers at the current, or special, or next regular meeting to fill vacancies. The election shall require an affirmative vote of at least nine voting members of the Board. In the temporary absence of all three officers, the Board shall elect one of its voting members to preside.

§ 5.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board. The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members (Board Policies and Procedures Manual).

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members with the approval of the Board, except members to the Nominating and Presidential Search Committees.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

(e) Board of Visitors Operating Budget. The Rector shall provide guidance to the Vice Rector and the Executive Secretary to the Board in the development of a budget for Board operations (§ 10.04. of these Bylaws) annually as required by the budgeting cycle.

§ 5.06. Vice Rector. The Vice Rector shall serve as *ex-officio* member of all standing committees of the Board, except the nominating committee, and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. The Vice Rector shall serve as Board parliamentarian. He/she shall be responsible for presenting Executive Committee reports at regular meetings and tracking and reporting unfinished business. The Vice Rector shall be responsible for formulating the Board of Visitors Operating Budget (see Bylaws § 9.04.) for presentation to the Board for approval at the Spring regular meeting and shall regularly ensure that the status of the Board Budget Account is reported at each regular and Executive Committee meeting.

§ 5.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and

its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incident to the office (see Bylaws § 7.04. and Article VIII) or as may from time to time be assigned by the Board. When directed by the Board, the Secretary shall take the minutes of closed meetings and be responsible for the security of draft minutes and audio recordings of closed meetings. The Secretary shall be responsible for ensuring that all Board of Visitors' reports required by the Commonwealth are submitted in a timely manner by the Rector.

§ 5.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Board for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

## **ARTICLE VI**

### **University Administrative Officers**

§ 6.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board and may be removed only by an affirmative vote of at least nine voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The President shall submit to the Board, in writing, an annual report on the condition of the University.

- (a) Responsibilities of the President include, but are not limited to:
- (1) Providing leadership in the development of the University's mission and programs;
  - (2) Providing leadership for the governance of the University's faculty, all other University employees, and students;
  - (3) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.
  - (4) Managing and personally participating in public and private fund-raising;
  - (5) Managing the University's facilities;
  - (6) Implementing the Policies and Procedures of the Board relating to University operations.

- (7) Making recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;
- (8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;
- (9) Recommending to the Board a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;
- (10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;
- (11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;
- (14) Reviewing, accepting, modifying, or rejecting recommendations of the campus governance bodies, or causing such activities to be done, with respect to any matter concerning academic policy, programs, or procedures. To present to the Board all formal recommendations on such matters, ensuring that significant dissenting positions are reported. In turn, the President formally shall inform the faculty and other governance bodies of the Board's position in those areas where their interests and well-being are affected; and
- (15) Performing such other specific responsibilities as are required by the Policies and Procedures of the Board or by the laws and regulations of the Commonwealth of Virginia.

(b) As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Visitors, except in the

selection and contracting of a new president. The President or designee shall report to the Administration and Finance Committee, any budget changes of \$250,000 or more.

(c) The authority of the President to act on behalf of the University and the Board includes, but is not limited to, the authority:

- (1) To appoint and to reappoint all faculty and fix their salaries, subject to Board ratification;
- (2) To approve promotions in rank of faculty and to designate faculty to the honors of eminent professor or university professor;
- (3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on faculty requests for Board review of negative tenure decisions or to make final decisions on severe faculty sanctions as set forth in the Board Policies and Procedures;
- (4) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees and certificates.
- (5) To approve the use of University facilities;
- (6) To approve the use of the University's name and visual identification;
- (7) To execute contracts, leases and other legal instruments;
- (8) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;
- (9) To accept gifts;
- (10) To write off uncollectible debts and to settle claims;
- (11) To make final decisions on student disciplinary matters;
- (12) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction; and

(13) To exercise such other authority as is provided by the Policies and Procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(d) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(e) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§ 1.01. (a) of these Bylaws). The President, in open or closed session, as appropriate, at the annual meeting of the Board, shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. The Board shall subsequently evaluate the President's performance for the past year. Objectives for each ensuing year shall also be presented at the annual meeting of the Board for approval. At least every three years or at any time deemed desirable by the Board, the President shall be evaluated more formally. Procedures for Presidential Evaluation are contained in the Board Policy and Procedures.

#### § 6.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the Board of Visitors on the recommendation of the President in all cases and additionally by the Provost and Vice President for Academic Affairs for Deans and shall serve at the pleasure of the President.

(b) Powers and Duties. Vice Presidents shall report directly and be responsible to the President. The Vice Presidents shall be responsible for the coordination, supervision and direction of those activities assigned by the President. Deans, as chief administrative officers of their respective colleges, are responsible to the Provost and Vice President for Academic Affairs for the operation and development of their college.

§ 6.03. Other University Officers. The University shall have such administrative officers as are appointed by the President with the approval of the Board. Such other administrative officers shall have duties and responsibilities as assigned to them by the President, and shall serve at the pleasure of the President.

### **ARTICLE VII**

#### **Staff Personnel Supporting the Board**

§ 7.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor is functionally accountable and reports to the Board, but is a University employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the

review of University operations as a service to the Board and the President. The University Auditor shall report to the Board through the Administration and Finance Committee, as directed by the Board, and shall perform such specific duties and responsibilities incident to the office as are assigned by the Board or the President. The Board shall hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position, based on recommendations of the Administration and Finance Committee. The budget for, and authorization of, positions in the Office of the University Auditor shall be reviewed and recommended to the Board for approval via the Administration and Finance Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The University Auditor may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the University Auditor must be submitted to the President, the chair of the Administration and Finance Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector shall appoint a special committee from the Administration and Finance Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. The committee shall consist of no fewer than five members, at least three of whom must be voting members of the Board. Procedures to be followed for an executive search shall be similar to those contained in § 4.04 of these Bylaws. The President may be involved in the process and an external audit of the Office of the University Auditor shall replace the institutional review if deemed necessary. Approval of a candidate requires the vote of at least nine voting members of the Board.

§ 7.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in § 2.2-507., *Code of Virginia*.

§ 7.03. Director of Equal Opportunity/Affirmative Action. The University Director of Equal Opportunity/Affirmative Action supports the Board of Visitors in assisting the University in its commitment to equal opportunity and affirmative action.

§ 7.04. Executive Secretary to the Board. The Executive Secretary to the Board is a university employee who shall be appointed by the President and serves at the pleasure of the Board. The Executive Secretary to the Board manages the Office of the Board of Visitors, provides staff support to the Board and its Secretary, maintains the Board of Visitors Manual and the official records of the Board, has actual custody of the Seal of the University and may affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President with approval of the Board Secretary, ensures that the content of official regulations of the University contained in its publications corresponds with the content of Board established policies and procedures, manages funds allocated to the Office of the Board of Visitors in support of the responsibilities of the Vice Rector as contained in §§ 5.06. and 9.04. of these Bylaws, in conjunction with the Office of Institutional Advancement maintains contact with Visitors Emeriti as set forth in § 2.03. of these Bylaws, issues notices of meetings of the Board, Executive Committee, and other special committees in advance of each meeting, and performs such other duties and responsibilities incident to the Office of the Board of Visitors as may be assigned by the Board and the President or his/her designee relating to the incumbent's other

duties in the University, if any. The President shall annually evaluate this individual in accordance with University policy, and may dismiss the person serving in this position, with the advice and counsel of the Board.

(a) Removal. Any decision by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The Executive Secretary to the Board may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the Executive Secretary to the Board must be submitted to the President and the Rector. Board members shall be notified immediately by the Rector or the President.

(c) Vacancy. When there is a vacancy in this position, the Rector shall request the President to fill the vacancy. The Board will be represented on the selection committee.

## **ARTICLE VIII**

### **Board Policies and Procedures**

§ 8.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. Heretofore, Board Policies and Procedures have been styled "Rules and Regulations." All Rules and Regulations of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 8.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least nine of the voting members of the Board provided that notice of the proposed change has been given at least ~~15~~ 45 calendar days prior to the meeting. Each member of the Board shall be provided a copy in manual form along with subsequent updates of the Board Policies and Procedures which shall be indexed so that Board members can find and use them expeditiously.

§ 8.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date be fixed by the Board.

§ 8.04. Publication of Policies and Procedures. The Board Secretary, assisted by the Executive Secretary to the Board, shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

## **ARTICLE IX**

### **Miscellaneous Provisions**

§ 9.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by a three-fourths majority affirmative votes of all voting members present provided that no section shall be suspended

unless at least nine members vote affirmatively therefore. Articles I and II of these Bylaws and other portions pertaining to the *Code of Virginia*, as referenced in the text, shall not be subject to suspension by the Board under any circumstances.

§. 9.02. Institutional Review. The Board may periodically commission an institutional review. This review may also serve as the evaluation of the president as set forth in §701. (f) of these Bylaws to preclude unnecessary duplication.

§ 9.03. Board Evaluation. The Board should conduct a self evaluation annually at a Board retreat. The Board should occasionally have a formal evaluation of its processes and procedures which could be conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought in an appropriate fashion from the University President, University Staff, Faculty, and Students along with the public at large.

§ 9.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector, in conjunction with the Executive Secretary to the Board, shall be responsible for formulating the Board of Visitors Base Budget for the coming year (see Bylaws § 5.06. and § 7.04.) predicated on guidance developed by the Rector grounded on past spending patterns and anticipated needs. The Board of Visitors Budget shall be developed during the University's budget formulation process and shall be presented by the Vice Rector to the Board at the Spring regular meeting for approval. The Vice Rector, based on reports prepared by the Executive Secretary to the Board, shall regularly report on the status of the Board Budget Account at each regular and Executive Committee meeting.

## **ARTICLE X**

### **Amendments and Procedural Irregularities**

§ 10.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least 12 voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least 45 calendar days prior to the meeting.

§ 10.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President, however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Old Dominion University.

§ 10.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process. The Board or the Executive Committee must approve operating and capital requests by a majority vote. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board or the Executive Committee prior to submission to appropriate state agencies.

§ 10.04. Ratification of *Ultra Vires* Act. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least nine voting members of the Board.

§ 10.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 2nd day of April, 2009. All former Bylaws of the Board of Visitors are hereby repealed.

-----

### **OLD/UNFINISHED BUSINESS**

There was no old or unfinished business to come before the Board.

### **NEW BUSINESS**

The Rector announced that Acting President Broderick will be honored at the Humanitarian Awards Dinner this evening. In response to Mr. Stallings, Vice President Fenning indicated that the addition and renovations to Foreman Field are on schedule for the fall football season.

With no further business to be discussed, the meeting was adjourned at 2:30 p.m.