

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Tuesday, September 14, 2021**

MINUTES

The Board of Visitors of Old Dominion University met in regular session on Tuesday, September 14, 2021, at 2:30 p.m. in the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Board:

R. Bruce Bradley, Interim Rector
Yvonne T. Allmond
Carlton F. Bennett
Robert A. Broermann
Robert S. Corn
Unwana B. Dabney
Peter G. Decker, III
Jerri F. Dickseski
Larry R. Hill
Toykea S. Jones
Kay A. Kemper
P. Murry Pitts
Maurice D. Slaughter
Lisa B. Smith
Armistead D. Williams, Jr.
Omotomilola Jegede (*Student Representative*)

Absent from the Board:

Alton J. Harris
Ross A. Mugler

Also present:

Brian O. Hemphill, President
Austin Agho
Alonzo Brandon
Greg DuBois
Giovanna Genard
Casey Kohler
Donna Meeks
Harry Minium
September Sanderlin
Ashley Schumaker
Wood Selig
Amanda Skaggs
Don Stansberry
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Rector called the meeting to order at 2:30 p.m. Before asking for approval of the minutes, he requested that a letter and gift be sent to Ron Ripley on behalf of the Board in recognition of his role as the Board's representative to the OVN Board. He also mentioned that President Emeritus Broderick asked that the Board consider recognition of Cecelia Tucker when she retires from the University. The minutes also note that the Board must submit to the Governor and General Assembly an interim executive summary of its activities each year. Ms. Meeks said that she prepares that report for the Rector's and President's approval and it is due each year before the convening of the General Assembly.

Upon a motion made by Ms. Allmond and seconded by Ms. Dickeski, the minutes of the Board of Visitors meeting held on June 17, 2021 were unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

RECTOR'S REPORT

Rector Bradley presented a bouquet of flowers and a Resolution of Appreciation to Kay Kemper for her service as Rector of the Board of Visitors. Upon a motion by Mr. Hill and duly seconded, the following resolution was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

OLD DOMINION UNIVERSITY BOARD OF VISITORS RESOLUTION OF APPRECIATION

Kay A. Kemper

WHEREAS, Kay Kemper was elected by the Old Dominion University Board of Visitors to serve as Rector on June 18, 2020; and

WHEREAS, Kay led the Board and worked closely with President John R. Broderick during an unprecedented time in the University's history due to the impact of the COVID-19 Pandemic; and

WHEREAS, soon after becoming Rector, Kay announced the retirement of President Broderick and the establishment of a Presidential Search Committee to present three finalists to the Board for its consideration, resulting in the appointment of ODU's ninth President, Brian O. Hemphill to replace ODU's longest-serving President, John R. Broderick; and

WHEREAS, during her tenure as Rector, the University entered into several public health collaborations with Sentara, Eastern Virginia Medical School, Norfolk State University, and the Children's Hospital of the King's Daughters to address health-equity issues in the region; and

WHEREAS, under Kay's leadership, the Board created a new Governance Committee to provide oversight of functions relating to board governance and conduct of business, including Bylaws and policy review, self-assessment, development of qualifications and competencies for members, and planning the Board's annual retreat; and

WHEREAS, Kay worked tirelessly behind the scenes with her fellow Board members on important issues facing the University, understanding the importance of collaboration and collegiality among individual Board members; and

WHEREAS, the Board of Visitors wishes to recognize Kay for her tremendous leadership during her term as Rector of the Board.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University expresses its gratitude to Kay A. Kemper for her leadership as Rector of Old Dominion University.

BE IT FURTHER RESOLVED, that the Board looks forward to working with Kay during the remainder of her term on the Board of Visitors.

Ms. Kemper expressed her appreciation to the Rector and Board for their support during her term as Rector and said she looks forward to continuing her work with the Board.

The Rector provided an update on the Board's operating budgets. \$2,260 from the Board's E&G budget of \$7,651 has been spent to date, leaving a balance of \$5,391. \$878 from the Board's \$2,350 discretionary budget has been spent to date, leaving a balance of \$1,472.

The Rector announced that Ron Ripley has stepped down as the Board's representative to the OVN Board and Murry Pitts will take his place. A report from Mr. Pitts on the activities of the OVN Board will be included on the Board agenda at future meetings.

The Rector applauded President Hemphill on the success of the Monarch Nation Tour. He attended the Virginia Beach and Norfolk events and said that President Hemphill knocked it out of the ballpark. Dr. Dabney also commented on the phenomenal event in Richmond and added it had the second highest attendance.

The Rector reminded the Board of the retreat the following day, noting that the dress is casual. He asked that they read the book that will be discussed if they haven't already done so.

PRESIDENT'S REPORT

In his report to the Board, President Hemphill noted that it is both an honor and privilege to serve as the ninth president of Old Dominion University and have the opportunity to provide an in-depth update on our collective work and shared success since the beginning of both the fiscal year and academic year.

Monarch Nation Tour – From August 9-14, 2021, a dedicated group of Monarchs traveled the Commonwealth of Virginia with seven stops in six days. In total, over 1,000 alumni and friends attended events in Roanoke, Charlottesville, Vienna, Alexandria, Richmond, Virginia Beach, and Norfolk. At each stop, we celebrated the engagement and contribution of very special individuals with the award of the Monarch Spirit Award as follows:

- Donna Fisher '74 and Daniel Fisher '72;
- James Cheng '82
- Joe Carter, Jr. '86
- Timothy O'Donohue '76;
- Charles Catlett III '70;
- Kim Curtis ;82; and
- Barry Bishop '74.

This was a special series of events in which we witnessed first-hand the excitement and passion Monarch alumni have for their beloved *alma mater*. We also learned that in certain geographic areas there is a strong desire to have a more formal network established for future engagement and continuous support.

Six-Year Plan Presentation – On August 23, 2021, the University's Six-Year Plan was presented to state officials in both the executive and legislative branches. As part of the presentation, detailed information was shared regarding our top priority requests, which include the following:

- Student Financial Assistance;
- Virginia Institute for Spaceflight & Autonomy;
- Maritime Center for Mission Engineering Solutions and Workforce Training;
- Supercomputing Business Innovation Center;
- Biology Building; and
- Data Sciences and Engineering Building.

A summary of additional areas of need were also provided, such as:

- Student Success and Job Readiness;
- Faculty Salaries;
- Virginia Institute for the Study of Race and Ethnicity;
- Center for Interprofessional Healthcare, Practice, Education, and Research; and
- Offshore Wind Center of Excellence.

The presentation received positive feedback from those in attendance for the University's recent progress and future direction. The framework of the Six-Year Plan will be the basis of meetings with legislative officials and advocacy through the 2022 session.

Joint School of Public Health – On August 26, 2021, Old Dominion University was honored to welcome our colleagues from Eastern Virginia Medical School and Norfolk State University, as well as Sentara Healthcare. On this historic day, representatives from the three institutions signed a Memorandum of Understanding for the joint School of Public Health, which was made possible due to the investment and vision of the Commonwealth of Virginia with additional support from Sentara. The event, which included a program and signing, received extensive coverage in the Hampton Roads media market. This initiative will be a gamechanger for our community and a

significant area of focus for our institution. Next steps include a national search for the inaugural dean of the School of Public health as our institution needs a champion for this on-going effort.

College Meetings – As faculty returned to campus following the summer break, the academic deans hosted college meetings to introduce new faculty and provide informational updates. The meetings also provided an opportunity for faculty to network as many were seeing each other in-person for the first time since the pandemic began in the Spring of 2020. As part of each meeting, I presented our shared vision, strategic areas of focus, and the overall process and next steps on strategic planning, as well as answered questions. Each meeting presented a great opportunity to receive real-time feedback and direct engagement with our world-class faculty. I must express my appreciation to the academic deans for including me, as well as Provost and Vice President for Academic Affairs Austin Agho, Ph.D., in these welcome activities.

Open Forums with Students, Faculty, and Staff – With the start of the academic year, I hosted a total of seven open forums over a period of three consecutive days. The forums provided an interactive platform to engage with students, faculty, and staff regarding their Monarch experiences and future plans. The feedback received during the forums served as a wonderful opportunity to obtain the perspectives of individual Monarchs and campus groups as we enter a new academic year and prepare for the strategic planning process.

Tours of Campus Buildings and Visits to Higher Education Centers – Over a series of weeks, I toured nearly all campus buildings with Assistant Vice President for Facilities Management and Construction Mike Brady. I was able to see first-hand our newer buildings with state-of-the-art features, as well as our older buildings with deferred maintenance needs.

Following visits to the Tri-Cities Center on August 25, 2021; the Virginia Beach Center on September 2, 2021; and Peninsula Center on September 8, 2021, I have a clear picture of our off-campus sites and recent changes with regard to both enrollment and mission. The Tri-Cities Center is teaming up with the Hampton Roads Biomedical Research Consortium, often referred to as the HRBRC, which is a partnership between Old Dominion University, Eastern Virginia Medical Schools, and Sentara Healthcare. The Virginia Beach Center is a testament to the College of Health Sciences, specifically the School of Nursing. The work occurring there is both incredible and inspiring. The Peninsula Center is an example of how we are meeting students where they are with available educational opportunities and hands-on services. I want to acknowledge Provost Agho for joining me on these tours and pledging his unwavering support for the continued development and expanded impact of these centers now and well into the future.

Community and Donor Engagement – Since arriving in the local area and on campus in early August, I have met many individuals in both group and one-on-one settings. I have been impressed by the willingness of many individuals to take time out of their lives and schedules to share their ODU stories. As the initial series of engagements continues, I look forward to providing a more formal summary during the Board's December meeting.

Marketing, Branding, and Communication Task Force – A 15-member task force charged with reviewing the University's budget, personnel, and programs around marketing, branding, and communication began its work on August 27, 2021. Over a period of 90 days, the group, co-chaired by Vice Provost for Academic Affairs Brian Payne, Ph.D. and Chief of Staff and Vice President for Strategic Operations Ashley Schumaker, will meet weekly and engage in breakout groups in

order to conduct an in-depth analysis of past experiences and current initiatives, as well as peer data and best practices. Their research and recommendations will form the basis of a comprehensive report due in late November. I look forward to receiving the group's report and sharing it with the Board as part of the December meeting.

ODU Online Task Force – Old Dominion University has long been a leader in the Commonwealth of Virginia with regard to online education. We emerged as a pioneer decades ago and have continued to excel in this area. With the changing landscape and increased competition, we must review our approaches and practices. As such, a task force is being convened to undertake this important work. The group, which will meet for the first time on September 27, 2021, will be co-chaired by Associate Professor of Teaching and Learning Helen Crompton, Ph.D., and Vice President for Research Morris Foster, Ph.D. The group will finalize and present its findings, also in the form of a report, in January 2022.

Strategic Planning Process – In October, our institution will launch a year-long strategic planning process. The process will begin with a series of focus groups followed by a robust engagement and reporting structure with a steering committee and subcommittees. During the remainder of the 2021-2022 academic year and the Fall 2022 semester as needed, a plan will be developed and finalized for presentation to the Board of Visitors in late 2022 for implementation beginning in January 2023. This is an exciting time to be part of the Monarch Nation, and I am confident a bold plan will emerge for our future work and continued success.

COVID-19 Planning and Response Efforts – Before concluding my report, I need to acknowledge the dedicated efforts of all Monarchs in providing an engaging and safe environment for all. From move-in to Convocation and the first day of classes, health and safety have been a top priority and a daily focus!

As of September 1, 2021, the vaccine was a requirement for all students, faculty, and staff with an exemption process available for medical and religious reasons. I am pleased to report the following vaccination rates, as of late last week, for campus groups and individual types.

- All Students: 88%
 - *On-Campus Students (those living on campus in residence halls): 94%*
 - *Off-Campus Students (those not living on campus): 85%*

- All Employees: 82%
 - *Teaching and Research Faculty: 95%*
 - *Administrative and Professional Faculty: 91%*
 - *Classified Staff: 82%*
 - *Hourly or Temporary Staff: 57%*

For those who have been approved for an exemption, weekly testing will be required. For those who have not been vaccinated and have no exemption on file and/or approved, progressive disciplinary measures will be utilized.

Our campus has been diligent in its planning and response efforts related to the COVID-19 global health pandemic and the many challenges it presented and continues to present.

Forthcoming Departure and National Search in Administration and Finance – I would be remiss if I did not acknowledge the skillful leadership and many contributions of Vice President for Administration and Finance Greg DuBois. Greg has worn many hats at ODU since his arrival four years ago. And, for throughout his tenure, he has been a driving force in ensuring that Monarchs reign responsibly in response to the pandemic. He has also provided leadership to all initiatives under the Division of Administration and Finance, as well as a variety of campus-wide efforts. He will certainly be missed!

In order to secure a permanent replacement in this critical position, a national search has been launched. Through the work of a search committee, chaired by Provost Agho, and with assistance from WittKieffer, the recruitment process is officially underway. It is anticipated that applicant materials will be reviewed in early to mid-October followed by semi-finalists interviews. The schedule includes hosting finalists on campus from November 29, 2021 through December 1, 2021 with the goal of having the selected individual on-board in early 2022.

At the conclusion of the President's report, Rector Bradley requested that Murry Pitts represent the Board on the ODU Online Task Force.

REPORTS OF STANDING COMMITTEES

ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE

Ms. Jones, chair of the Academic and Research Advancement Committee, reported that the Committee convened in closed session to discuss an update on a personnel issue, a recommendation for the appointment of a faculty member with tenure and designation as the Robert M. Stanton chair of Real Estate and Economic Development, and a recommendation for an honorary degree. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE AND DESIGNATION AS THE ROBERT M. STANTON CHAIR OF REAL ESTATE AND ECONOMIC DEVELOPMENT

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Simon Stevenson as Professor of Finance with the award of tenure and designation as the Robert M. Stanton Chair of Real Estate and Economic Development in the Department of Finance in the Strome College of Business, effective September 25, 2021.

Salary: \$200,000 for 10 months (includes \$64,749 for designation as Robert M. Stanton Endowed Chair of Real Estate and Economic Development)

Rank: Professor of Finance and Robert M. Stanton Endowed Chair of Real Estate and Economic Development

The following contains my recommendation for the initial appointment with tenure of Dr. Simon Stevenson as Professor, with the designation of Robert M. Stanton Chair of Real Estate and Economic Development, in the Department of Finance. Dr. Stevenson received a B.Sc. in Urban Estate Management from the Liverpool John Moores University in England, an M.Sc. in Investment Analysis from University of Stirling in Scotland, and a Ph.D. in Finance from University College Dublin in Ireland. Prior to ODU, he was a Research Fellow, Lecturer and Senior Lecturer at University College Dublin (1994-2005), Associate Professor and Professor of Finance at the City University of London (2005-2010), Professor of Real Estate Finance and Investment at University of Reading in England (2010-2016), and Jacobi Family Professor of Real Estate at the University of Washington since 2016, where he also served as Chair for the Runstad Department of Real Estate during 2016-2019.

The ODU *Teaching and Research Faculty Handbook* states, “The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission.” [p. 54]. The *Teaching and Research Faculty Handbook* policy on Initial Appointment of Teaching and Research Faculty states a request for initial appointment with tenure at the rank of professor must be “initiated by the chair and reviewed by all tenure review bodies.” The policy also says, “Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position.” [p. 27].

Recommendations in support of tenure at the rank of professor for Dr. Stevenson were received from the departmental, college, and university promotion and tenure committees, as well as from the department chair and the college dean.

The Promotion and Tenure Committee for the Department of Finance (6-0), the Promotion and Tenure Committee for the Strome College of Business (4-1, with no minority opinion offered) and the University Promotion and Tenure Committee (5-0) unanimously recommend this appointment. The chair and dean recommend appointment with tenure. The Named Chair Selection Committee judged his credentials worthy of being appointed as the Robert M. Stanton Chair of Real Estate and Economic Development.

Based on my independent evaluation of the materials submitted and committee recommendations, it is my judgment that Dr. Simon Stevenson meets the standards for tenure at the rank of Professor and appointment as the Robert M. Stanton Chair of Real Estate and Economic Development in the Department of Finance at Old Dominion University.

HONORARY DEGREE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the award of a Doctor of Humane Letters (honoris causa) to the individual discussed during the closed session of the Academic and Research Advancement Committee meeting.

Committee members approved the consent agenda items including the appointment of 31 faculty, 35 administrative faculty, four emeritus/emerita faculty, and the Batten Endowed Chair of Counseling. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved unanimously by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

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>
Mr. Philip Austin Lecturer, Department of Sociology and Criminal Justice	\$52,000	7/25/21	10 mos

Mr. Austin received an M.A. and B.A. in Criminology from Indiana University of Pennsylvania and is expected to receive a Ph.D. in Criminology and Criminal Justice from Old Dominion University. Previously he was an Adjunct Faculty member in the Department of Sociology and Criminal Justice at Old Dominion University.

Dr. James Bellamy Clinical Associate Professor, School of Community and Environmental Health	\$99,500	7/25/21	10 mos
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Dr. Bellamy received a Ph.D. in Health Systems and Services Research, a Master of Public Health and a B.S. in Nuclear Medicine Technology from the University of Arkansas for Medical Sciences. Previously he was an Associate Professor in the School of Community and Environmental Health at Old Dominion University. (Designated as Program Director for the Bachelor of Science in Health Sciences)

Dr. Crystal Betts-Green Department of STEM Education and Professional Studies	\$50,000	7/25/21	10 mos
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Dr. Betts-Green received a Doctorate and a Master of Science in Library and Information Studies and a B.A. in Women's Studies, B.A. in Religion and B.A. in English from Florida State University. Previously she was an Adjunct Professor, Visiting Assistant Professor and Instructor at Florida State University.

Dr. Denise Chernitzer Lecturer, School of Nursing	\$65,000	8/25/21	10 mos
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Dr. Chernitzer received a Doctor of Nursing Practice, a Master of Science in Nursing, Pediatric Nurse Practitioner and a Bachelor of Science in Nursing from Old Dominion University. Previously she was a Lecturer in the School of Nursing at Old Dominion University and a Family Nurse Practitioner at Oyster Point Family Practice.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Rachel Childs Clinical Assistant Professor, School of Medical Diagnostic and Translational Sciences	\$66,000	7/25/21	10 mos

Ms. Childs received an M.S. and B.S. in Clinical Laboratory Science from Virginia Commonwealth University. Previously she was an Adjunct Instructor in the School of Medical Diagnostic and Translational Sciences at Old Dominion University and a Clinical Lab Scientist at Children's Hospital of the King's Daughter.

Dr. Mary E. Dalmida Clinical Assistant Professor, School of Rehabilitation Sciences	\$66,667	8/25/21	10 mos
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Dr. Dalmida received a Doctor of Physical Therapy from Old Dominion University and a B.S. in Exercise Sport and Health Education from Radford University. Previously she was a Physical Therapist, Advanced Clinical Specialist at Sentara Princess Anne Physical Therapy and an Adjunct Associate Professor in the School of Rehabilitation Sciences at Old Dominion University.

Ms. Steffani Dambruch Lecturer, Department of English	\$52,354	8/25/21	10 mos
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Ms. Dambruch received an M.A. in English, Literature and a B.A. in English, Literature and Creative Writing from Old Dominion University. Previously she was an Adjunct Instructor in the Department of English at Old Dominion University.

Dr. Anthony Dean Professor, Department of Engineering Technology	\$130,000	7/25/21	10 mos
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Dr. Dean received a Ph.D. in Engineering Management and Systems Engineering and a B.S. in Nuclear Engineering Technology from Old Dominion University and an M.B.A. from the College of William and Mary. Previously he was Assistant Dean for Research and Graduate Studies and Associate Professor in the Batten College of Engineering and Technology at Old Dominion University. (\$14,000 stipend for serving as Assistant Dean of Administration, Batten College of Engineering and Technology)

Dr. Amro El-Adle Assistant Professor, Department of Information Technology and Decision Sciences (Tenure Track)	\$125,000	7/25/21	10 mos
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Dr. El-Adle received a Ph.D. in Management Science from the University of Massachusetts and a B.A. in Economics and Mathematics from Amherst College. Previously he was an Instructor in the Isenberg School of Management at the University of Massachusetts.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Heidi Fischer Lecturer, Department of Educational Foundations and Leadership	\$63,000	7/25/21	12 mos

Dr. Fischer received a Ph.D. in Higher Education from Old Dominion University, an M.A. in International Affairs from American University and a B.A. in French and B.S. in International Business from High Point University. Previously she was a Graduate Research Assistant in the Darden College of Education and Professional Studies at Old Dominion University.

Dr. Kaye Geaney Clinical Assistant Professor, School of Nursing	\$100,000	8/25/21	12 mos
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Dr. Geaney received a Doctor of Nursing Practice, a Master of Science, Nursing Clinical Nurse Specialist/Nurse Educator, and an M.S.Ed. from Old Dominion University and a B.S. in Nursing from California State University. Previously she was an Adjunct Professor in the School of Nursing at Old Dominion University. (Designated as Director of the Primary Care Clinic, School of Nursing)

Dr. Noah Glaser Assistant Professor, Department of STEM Education and Professional Studies (Tenure Track)	\$65,000	7/25/21	10 mos
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Dr. Glaser received a Ph.D. and an M.A. in Educational Studies, an M.Ed. in Curriculum and Instruction, and a B.S. in Information Technology from the University of Cincinnati. Previously he was a Postdoctoral Research Fellow in the Department of Educational Psychology at the University of Connecticut.

Dr. Matt Grau Assistant Professor, Department of Physics (Tenure Track)	\$84,000	12/25/21	10 mos
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Dr. Grau received a Ph.D. and an M.S. in Physics from the University of Colorado and a B.S. in Physics from California Institute of Technology. Previously he was a Senior Scientist and Lecturer at ETH Zürich, Department of Physics, Switzerland.

Dr. Heather Hamilton Clinical Assistant Professor, School of Rehabilitation Sciences	\$60,000	8/10/21	10 mos
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Dr. Hamilton received a Doctor of Physical Therapy from Old Dominion University, a B.S. in Biology from the College of William and Mary and is pursuing a Ph.D. in Kinesiology and Rehabilitation from Old Dominion University. Previously she was a Graduate Teaching Assistant in the School of Rehabilitation Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Jonathan Kay Visiting Assistant Professor, Department of Ocean and Earth Sciences	\$82,000	8/10/21	10 mos

Dr. Kay received a Ph.D. in Earth and Environmental Science from the University of Illinois Chicago, an M.S. in Geology from the University of Idaho and a B.A. in Physics from Wheaton College. Previously he was a Visiting Assistant Professor in the Department of Geology at the College of William and Mary.

Ms. Holli Kubly Head, Systems Development Department, University Libraries	\$85,000	9/25/21	12 mos
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Ms. Kubly received a Master's in Library and Information Science from the University of Missouri and a Bachelor of Science in Art, Graphic Design from Illinois State University. Previously she was Web Accessibility and Emerging Technologies Librarian at Syracuse University Libraries.

Ms. Kheddra Lewis Department of Communication Disorders and Special Education Lecturer	\$70,000	8/10/21	12 mos
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Ms. Lewis received an M.S.Ed. in Speech Language Pathology from Old Dominion University and a B.S. in Health Education from Virginia Commonwealth University. Previously she was a Lecturer and Clinical Educator in Communication Sciences and Disorders at Old Dominion University. (Designated as Clinical Educator, ODU Speech and Hearing Clinic)

Dr. Qisi Liu Visiting Assistant Professor, Department of Electrical and Computer Engineering	\$75,000	9/10/21	10 mos
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Dr. Liu received a Ph.D. and an M.S. in Computer Engineering from the University of Massachusetts Dartmouth and a B.E. in Mechanical Engineering from Donghua University, China. Previously she was a Research and Teaching Assistant in the Department of Electrical and Computer Engineering at the University of Massachusetts Dartmouth.

Ms. Yifang Ma Lecturer, Department of Information Technology and Decision Sciences	\$63,000	7/25/21	10 mos
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Ms. Ma received an M.Sc. in Urban Science and Informatics from New York University, an M.E. in Transportation Planning and Management from Tongji University, a B.E. in Transportation Engineering from Beijing Jiaotong University and is a Ph.D. student in Business Administration at Old Dominion University. Previously she was a Graduate Assistant in the Department of Information Technology and Decision Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Md Rasel Al Mamun Lecturer, Department of Information Technology and Decision Sciences	\$63,000	7/25/21	10 mos

Dr. Mamun received a Ph.D. in Business Computer Information Systems from the University of North Texas and an M.S. and B.Sc. in Physics from the University of Dhaka, Bangladesh. Previously he was a Post-Doctoral Fellow in Data Analytics in the Department of Information Technology and Decision Sciences at the University of North Texas.

Dr. Moises Mina Lecturer, Department of Sociology and Criminal Justice	\$54,000	7/25/21	10 mos
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Dr. Mina received a Ph.D. in Criminology and an M.A. in Applied Sociology from Old Dominion University and a B.A. in Sociology from Saint Leo University. Previously he was an Adjunct Faculty member in the Department of Sociology and Criminal Justice at Old Dominion University.

Dr. MyNgoc Nguyen Lecturer, School of Community and Environmental Health	\$70,000	7/25/21	10 mos
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Dr. Nguyen received a Ph.D. in Health Services Research, an M.S. in Community Health and a B.S. in Environmental Health and Chemistry from Old Dominion University. Previously she was a Lecturer and Academic Advisor in the School of Community and Environmental Health at Old Dominion University. (\$10,000 stipend for serving as Assistant Accreditation Coordinator.)

Dr. Emily Ondracek-Peterson Associate Professor, Ludwig F. Diehn School of Music	\$110,000	8/10/21	12 mos
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Dr. Ondracek-Peterson received a Doctor of Education, College Teaching, Music and Music Education and a Master of Education, Music and Music Education from Teachers College, Columbia University, an M.B.A. from the University of Colorado Denver and a Master of Music and Bachelor of Music in Violin Performance from the Juilliard School. Previously she was Director of both String Studies and Chamber Music at the Metropolitan State University of Denver. (Designated as Executive Director, Ludwig F. Diehn School of Music)

Dr. Leslie Prom Clinical Assistant Professor, School of Rehabilitation Sciences	\$73,500	8/10/21	10 mos
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Dr. Prom received a Doctor of Physical Therapy from Virginia Commonwealth University. Previously she was an Outpatient Physical Therapist at ODU Monarch Physical Therapy and Adjunct Faculty member in the School of Rehabilitation Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Heather Richter Research Associate Professor, Hampton Roads Biomedical Research Consortium	\$145,000	8/25/21	12 mos

Dr. Richter received a Ph.D. in Occupational and Environmental Health, an M.S. in Environmental Management and an M.S. in Industrial Hygiene from the University of Oklahoma Health Sciences Center and a B.S. in Botany from the University of Oklahoma. Previously she was a Research Associate Professor, Hampton Roads Biomedical Research Consortium at the Virginia Modeling and Simulation Center.

Mr. Adam Ruh Lecturer, Department of English	\$55,434	9/10/21	10 mos
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Mr. Ruh received a Master of Arts in English Literatures from the University of New Mexico, a Bachelor of Arts in English Literatures and History from Eastern New Mexico University and is in a Ph.D. program at the University of New Mexico. Previously he was a Lecturer in English at Virginia Wesleyan College.

Dr. Hedieh Sirjani Lecturer, School of Community and Environmental Health	\$63,000	7/25/21	10 mos
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Dr. Sirjani received a Ph.D. in Health Services from Old Dominion University and an M.D. from Mashhad University of Medical Science, Iran. Previously she was an Adjunct Instructor in the School of Community and Environmental Health at Old Dominion University.

Dr. Alyssa Weiss Clinical Assistant Professor, School of Nursing	\$90,000	7/25/21	10 mos
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Dr. Weiss received a Ph.D. in Nursing from the University of Arizona and an M.S. and B.S. in Nursing from the University of Connecticut. Previously she was a Neonatal Nurse Practitioner at Connecticut Children's Medical Center and a Graduate Assistant in the DNP Program at the University of Arizona. (Designated as Program Director, Neonatal Nurse Practitioner Program)

Dr. Dennis Weygand Senior Lecturer, Department of Physics	\$50,000	7/25/21	
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Dr. Weygand received a Ph.D. in Physics from Syracuse University and a B.S. in Physics and Mathematics from Hofstra University. Previously he was an Adjunct Professor of Physics at Old Dominion University and Christopher Newport University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Angela Wilson Clinical Assistant Professor, School of Medical Diagnostic and Translational Sciences	\$68,000	7/25/21	10 mos

Ms. Wilson received an M.S. in Biomedical Ethics from Union Graduate College and a B.A. in Biology from Russell Sage College. Previously she was an Adjunct Instructor in the School of Medical Diagnostic and Translational Sciences at Old Dominion University.

Dr. Pengwei Zhang Assistant Professor, Department of Biological Sciences	\$84,000	7/25/21	10 mos
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Dr. Zhang received a Ph.D. in Biology from Rensselaer Polytechnic Institute and a Master of Medicine in Pathogenic Microorganism and a Bachelor of Science in Biochemistry from Wuhan University. Previously he was Associate Research Scientist in the Department of Genetics at Yale School of Medicine.

ADMINISTRATIVE FACULTY APPOINTMENTS

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

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Priyanka Aggarwal Senior Project Scientist and Instructor	\$75,000	6/10/2021	12 mos

Dr. Aggarwal received a B.S. in Electrical and Communication Engineering from Kurukshetra University and an M.S. in Electrical and Computer Engineering and a Ph.D. in Geomatics Engineering from the University of Calgary. Previously, she worked as a Research Scientist for the University's VMASC department.

Ms. Abena Agyapomaa Coordinator, Member Services, Department of Recreation and Wellness, and Assistant Instructor	\$38,500	7/25/2021	12 mos
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Ms. Agyapomaa received a B.S. in Park, Recreation, and Tourism Studies from Old Dominion University. Previously, she worked as an Intern for the University's Recreation and Wellness Department.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Melinda Ayala-Diaz Marketing Coordinator, College of Education and Professional Studies, and Instructor	\$65,000	8/25/2021	12 mos

Ms. Ayala-Diaz received a B.A. in Communication and an M.A. in Organizational Communication in Transnational Settings from Texas A&M International University. Previously, she worked as the Communication Coordinator in the Office of the Dean and Provost at Texas A&M International University.

Dr. Krystal Allen Director of Residence Education and Assistant Professor	\$84,000	9/10/2021	12 mos
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Dr. Allen received a B.A. in Communication from East Carolina University, an M.S.Ed. from Old Dominion University, and a Ph.D. in Higher Education Administration from Bowling Green State University. Previously, she worked as the Associate Director of Student Conduct and Community Standards at Temple University and Assistant Director for Residence Education at North Carolina Central University.

Ms. Alyshia Allison Director of Marketing, ODU Athletics, and Instructor	\$45,000	8/10/2021	12 mos
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Ms. Allison received a B.S. in Sport Management from Campbell University and an M.S. in Sport Management from Old Dominion University. Previously, she worked as the Assistant Athletic Marketing Coordinator for ODU Athletics.

Ms. Jennifer Ashley Instructional Technology Specialist, ODUOnline, and Instructor	\$56,100	7/25/2021	12 mos
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Ms. Ashley received a B.S.B.A. and an M.S. in Interdisciplinary Studies from Regent University. Previously, she worked as a Content Developer for the Virginia Department of Education.

Ms. Alia Banks Admissions Counselor and Instructor	\$39,381	8/10/2021	12 mos
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Ms. Banks received a B.A. in Psychology from East Carolina University and an M.S.Ed. from Old Dominion University. Previously, she worked as the Graduate Assistant for Programming for the University's Leadership and Student Involvement Department.

Ms. Danielle Bell Assistant Women's Basketball Coach and Instructor	\$100,000	7/10/2021	12 mos
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Ms. Bell received a B.S.B.A. from the University of Richmond and an M.S. in Kinesiology from the University of Georgia. Previously, she worked as the Assistant Women's Basketball Coach for Gardner-Webb University. Ms. Bell has also coached at Norfolk State University and the University of Richmond.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Raven Beverley Admissions Counselor and Assistant Instructor	\$39,381	8/25/2021	12 mos

Ms. Beverley received a B.S. in Integrated Studies from Middle Tennessee State University. Previously, she worked as an Admissions Counselor for Hampton University.

Mr. Dexter Blank Assistant Athletic Development Officer and Instructor	\$55,000	6/10/2021	12 mos
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Mr. Blank received a B.S. in Business Administration from Elon University and an M.S. in Sports Administration from Ohio University. Previously, he worked as a Development Executive for Ohio University's Sooner Club.

Ms. Monica Borzillo Second Assistant Women's Lacrosse Coach and Assistant Instructor	\$30,900	7/10/2021	12 mos
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Ms. Borzillo received a B.S. in Early Childhood Education from the University of Cincinnati. Previously, she worked as a Day Camp Counselor for the Upper Main Line YMCA in Berwyn, PA.

Dr. Kimberly Cain Assistant Director, Institutional Equity and Diversity, and Assistant Professor	\$85,000	7/15/2021	12 mos
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Dr. Cain received a B.S. in Political Science from Old Dominion University and a J.D. from the College of William and Mary. Previously, she was Interim Assistant Director of Institutional Equity and Diversity at Old Dominion University and also served as the Special Advisor to the Chief Diversity Officer for the Governor's Office of Diversity, Equity, and Inclusion.

Ms. Carolyn Crutchfield Senior Associate Athletic Director for Sports Administration and External Affairs/Senior Women's Administrator and Instructor	\$105,000	7/25/2021	12 mos
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Ms. Crutchfield received a B.A. in Psychology from the University of Notre Dame and an M.S. in Sports Management from the University of Tennessee at Knoxville. Previously, she was the Senior Women's Administrator and Title IX Liaison for ODU Athletics and also served as the Assistant Director of Athletics, Marketing, and Community Relations at Princeton University.

Ms. Laura Donato Advisor/Success Coach, Center for Major Exploration, and Instructor	\$44,000	7/15/2021	12 mos
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Ms. Donato received a B.S. in Exercise and Sports Science from Coastal Carolina University and an M.S.Ed. from Old Dominion University. Previously, she worked as the Assistant Director of Fraternity and Sorority Life at Georgia Southern University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Christopher Gutierrez Coordinator, Fitness and Wellness, Department of Recreation and Wellness, and Instructor	\$40,000	8/10/2021	12 mos

Mr. Gutierrez received a B.S. in Exercise Science and an M.S. in Sport Management both from the State University of New York at Cortland. Previously, he worked as the Fitness Graduate Assistant for the Recreation Sports Department at the State University of New York at Cortland.

Ms. Felicia Haynes Residence Hall Director and Instructor	\$35,568	6/25/2021	12 mos
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Ms. Haynes received a B.S. in Accounting from Virginia Tech and an M.S. in Higher Education and Student Development from George Mason University. Previously, she was a Graduate Assistant for GMU's Center for Culture, Equity, and Empowerment.

Ms. Courtney Hill Assessment Coordinator and Instructor	\$53,550	6/10/2021	12 mos
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Ms. Hill received a B.S. in Speech Pathology and Audiology from Old Dominion University and an M.A. in College Student Development from Hampton University. Previously, she worked as the Coordinator for Science STEM Completion Initiatives for the University's Center for Advising Administration and Academic Partnerships. (new position)

Mr. Prateek Keerthi Senior Project Scientist, Virginia Modeling, Analysis & Simulation Center, and Instructor	\$73,500	8/25/2021	12 mos
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Mr. Keerthi received a B.S. in Technology from Gandhi Institute of Technology and Management University and an M.S. in Computer Science from Old Dominion University. Previously, he was a Project Scientist for the University's VMASC department.

Ms. Amber Kennedy Director of News and Media Relations, Strategic Communication and Marketing, and Assistant Instructor	\$70,000	6/25/2021	12 mos
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Ms. Kennedy received a B.A. in English from Christopher Newport University. Previously, she was a Public Relations Counselor for the Meridian Group in Virginia Beach, VA. Ms. Kennedy also has media experience at other agencies, including the Peninsula Fine Arts Center, the Williamsburg-Yorktown Daily, and the Daily News-Record.

Ms. Staci Kohen Academic Advisor, College of Arts and Letters, and Instructor	\$46,000	8/25/2021	12 mos
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Ms. Kohen received a B.S. in Family Science from Towson University and an M.S. in College Student Personnel from Western Illinois University. Previously, she was an Academic Success Advisor for the University's Strome College of Business.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Thomas Koller Corporate Relations Officer, Office of Development, and Instructor	\$85,000	6/25/2021	12 mos

Mr. Koller received a B.A. in Journalism from the State University of New York at Buffalo and an M.Ed. from the University of Buffalo. Previously, he worked for Buffalo State College as the Senior Associate Athletic Director. Mr. Koller also worked at the University at Buffalo as the Assistant Athletics Director for Corporate Relations.

Ms. Meagan McMullen Advisor/Success Coach, Center for Major Exploration, and Instructor	\$44,000	7/15/2021	12 mos
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Ms. McMullen received a B.A. in Psychology from Winthrop University and an M.A. in Counseling from the University of North Carolina at Charlotte. Previously, she was an Academic Advisor for the University of Wisconsin at Eau Claire.

Dr. Ron Moses Executive Senior Associate Athletic Director for Internal Operations, Student-Athlete Welfare, and Diversity and Inclusion and Assistant Professor	\$105,000	7/25/2021	12 mos
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Dr. Moses received a B.S.Ed. from the University of Georgia, an M.S. in Recreation and Sport Administration from Western Kentucky University, and a Ph.D. in Counseling and Student Development from Kansas State University. Previously he was the Associate Athletic Director for Student Services for ODU Athletics. Prior to joining the University, Dr. Moses worked in various athletic academic roles, including as the Director of Football Academics at the University of Missouri and Assistant Director of Football Academics for Georgia State University.

Ms. Emilie Petit Assistant Swimming Coach and Instructor	\$28,000	8/10/2021	12 mos
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Ms. Petit received a B.S. and an M.S. both in Sport Management from Old Dominion University. Previously, she was a Graduate Assistant Swimming Coach for ODU Athletics.

Mr. Brian Reifsnyder First Assistant Women's Rowing Coach and Assistant Instructor	\$53,000	8/25/2021	12 mos
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Mr. Reifsnyder received a B.S. in Sport and Recreation Management from Temple University. Previously, he was a Recruiting Coordinator for La Salle University.

Ms. Alexandria Ricciuti Coordinator, Operations and Aquatics, Department of Recreation and Wellness, and Instructor	\$40,000	6/10/2021	12 mos
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Ms. Ricciuti received a B.S. in Sport Management from Ashland University and an M.S. in Sport and Recreation Administration from George Mason University. Previously, she was a Graduate Assistant of Aquatics at George Mason University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Eleanor Ritzman Residence Hall Director and Instructor	\$35,568	6/25/2021	12 mos

Ms. Ritzman received a B.S. in Mass Communications from Virginia Commonwealth University and an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she was an Assistant Hall Director for the University's Housing and Residence Life Department.

Ms. Ashley Schumaker Chief of Staff and Vice President for Strategic Operations, and Instructor	\$240,875	7/01/2021	12 mos
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Ms. Schumaker received a B.S. in Political Science from Marshall University and an M.A. in Corporate and Organizational Communication from West Virginia University. Previously, she was the Chief of Staff and Vice President for Strategic Operations at Radford University. Ms. Schumaker also worked as the Chief of Staff and Vice President for University Relations at Radford University, Chief of Staff and Special Assistant to the President at West Virginia State University, and Senior Director of Board and Public Relations at the West Virginia Higher Education Policy Commission. (new position)

Ms. Rachel Serafin Athletic Academic Advisor and Instructor	\$42,000	8/10/2021	12 mos
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Ms. Serafin received a B.S. in Exercise Science and an M.A. in Higher Education Administration both from the University of Louisville. Previously, she was an Assistant Athletic Academic Advisor for ODU Athletics.

Dr. Mary Smith Associate Director of Employer Programs and Development, Career Development Services, and Assistant Professor	\$65,000	9/10/2021	12 mos
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Dr. Smith received a B.A. in Mathematical Sciences from Clemson University, an M.S. in Higher Education from Florida State University, and a Ph.D. in Educational Research and Policy Analysis from North Carolina State University. Previously, she was the Director of Outreach for the East Carolina University Alumni Association.

Ms. Lauren Thompson Student Support Specialist, Office of Educational Accessibility, and Instructor	\$45,000	7/10/2021	12 mos
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Ms. Thompson received a B.A. in Psychology from Randolph-Macon College and an M.S.Ed. from Old Dominion University. Previously, she was the Coordinator of Testing and Assessment for the University's Office of Educational Accessibility.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Kelsey Whitlow Advisor/Success Coach, Center for Major Exploration, and Instructor	\$44,000	6/10/2021	12 mos

Ms. Whitlow received a B.S. in Human Services and an M.S.Ed. both from Old Dominion University. Previously, she was a Graduate Assistant for the University’s Center for Major Exploration.

Mr. Shammond Williams Assistant Women’s Basketball Coach and Assistant Instructor	\$100,000	7/06/2021	12 mos
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Mr. Williams received a B.S. in Management and Industrial Relations from the University of North Carolina at Chapel Hill. Previously, he was an Assistant Men’s Basketball Coach for Western Kentucky University.

Ms. Christine Woods Academic Advisor, College of Sciences, and Instructor	\$43,432	9/10/2021	12 mos
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Ms. Woods received a B.S. in Communication Science and Disorders and an M.Ed. in College Student Personnel Administration both from James Madison University. Previously, she was an Academic Advisor for Hampton University’s Student Success Center.

Mr. Matthew Wurzburger Assistant Athletic Media Relations Director and Instructor	\$35,568	7/16/2021	12 mos
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Mr. Wurzburger received a B.A. in Media Studies from the University of Virginia and an M.S. in Sport Management from Old Dominion University. Previously, he was the Assistant Director of Athletic Communications for ODU Athletics.

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the title of emeritus/emerita for the following faculty members and faculty administrators. A summary of their accomplishments is included.

<u>Name and Rank</u>	<u>Effective Date</u>
David Chapman Master Lecturer Emeritus of Public Service	June 1, 2021
Kay Palmer Associate Professor Emerita of Nursing	September 1, 2021

<u>Name and Rank</u>	<u>Effective Date</u>
Anusorn Singhapakdi Professor Emeritus of Marketing	September 1, 2021
J. Wallace Van Orden Eminent Scholar Emeritus and Professor Emeritus of Physics	September 1, 2021

DAVID CHAPMAN

David Chapman received a BS and an MS in Management Information Systems from the University of Virginia and a PhD in Public Administration from Old Dominion University. He served as a Visiting Assistant Professor in the School of Public Service from 2009-2013. From 2013-2021, he served as a Lecturer and Master Lecturer and led the Master of Public Administration (MPA) program. Chapman's efforts have resulted in a very strong program that has been held up as an ODU exemplar.

Chapman dedicated himself to teaching and administration. He taught Administrative Theory and Research Methods in the MPA program. He fostered the expansion of the MPA program through the development of traditional, on-line and live-streaming courses. He leaves a legacy of teaching, advising and mentoring students. In recognition of his efforts, Chapman received the Outstanding Faculty Advising Award in the Strome College of Business in 2019.

Chapman has influenced the lives and careers of countless students in both the Master of Public Administration program and in a number of students the doctoral program in Public Administration and Policy. In so doing, he has contributed to strengthening the efficiency and effectiveness of local governments in Virginia and beyond, as well as expanded the pool of academics in the field of Public Administration.

KAY PALMER

Kay Palmer is a Certified Rehabilitation Registered Nurse and Associate Professor in the School of Nursing. She received a Bachelor of Science in Nursing from DePaul University and a Master of Science in Nursing from Loyola University; she joined Old Dominion University in 1979. Palmer has worked most of her clinical career in an acute rehabilitation inpatient facility and has been an academician for over 40 years. Her educational and clinical interests have included rehabilitation nursing with a focus on caring for patients experiencing neurological strokes and amputations, the use of technology in the educational process and delivering culturally competent nursing care. She has presented nationally and internationally in her areas of expertise as well as published in these areas during her professional career. Additionally, she has been the recipient of several grants and awards including those recognizing faculty innovators as well as those issued by the Health Research and Services Administration.

Palmer played an integral role in the development of distance learning in the School of Nursing in the mid- to late 1980s. She assisted in establishing the infrastructure, identifying the types of learners who might benefit from this novel teaching modality, participating in student advising,

and developing advanced curricula understanding the nuances related to learning from a distance. Palmer worked tirelessly to mentor her colleagues in the use of technology in education, secure funding to start the distance program in 2002 and establish pipelines for community college-trained nurses to advance their education on-line to the baccalaureate level and beyond.

When the School of Nursing building was remodeled in 2006, Palmer led the establishment of clinical simulation learning environments, which provided hands-on training experiences that only few schools offered at the time. Her vision over a decade and a half ago has grown into the development of the School of Nursing's expansive simulation center that houses a fully functional operating room, human patient simulators, and advanced task trainers.

ANUSORN SINGHAPAKDI

Anusorn Singhapakdi received a BS in Civil & Environmental Engineering, a BS in City Planning, and an MBA with an emphasis in Marketing from the University of Wisconsin. He received his PhD in Marketing with minor fields in Consumer Behavior and Econometrics from the University of Mississippi. He joined Old Dominion University as an Assistant Professor of Marketing in 1989 and achieved the rank of Professor in 2002.

Singhapakdi has served as the major professor for 10 doctoral students and has also served as a member of numerous marketing dissertation committees at Old Dominion University. His administrative experience includes Marketing Area Coordinator (2000-2008) and Chair of the Department of Marketing (2008-2014).

Singhapakdi's research interests are in marketing ethics and quality of work life. He has over 70 articles published in academic journals and numerous articles and abstracts published in academic proceedings. He has served on the Editorial Boards of numerous academic journals and has also served as a section editor for *Applied Research in Quality of Life* and as a guest editor for the *Journal of Business Ethics*. Singhapakdi has been an active member of various professional associations, including the American Marketing Association, Academy of Marketing Science, International Society for Quality-of-Life Studies, and Macromarketing Society. He has chaired the American Marketing Association's *Ethics Committee*. Singhapakdi has won several research awards and recognitions from academic conferences and journals. He was recently identified by Stanford University among the top 2% of global scholars for their publications.

J. WALLACE VAN ORDEN

J. Wallace Van Orden received a BS in Physics from Utah State University and an MS and PhD in Physics from Stanford University for work in theoretical nuclear physics. He then became a Postdoctoral Research Associate at the University of Maryland, College Park from 1978 to 1981 before being appointed as an Assistant Professor of Physics from 1981-1988. During the 1987-1988 school year, he was a Visiting Scientist at the Continuous Electron Beam Accelerator Facility (CEBAF) in Newport News, Virginia, and has continued there as Staff Scientist since 1988.

Van Orden was appointed Associate Professor at Old Dominion University in 1990 as the first joint appointment between ODU and CEBAF (now Thomas Jefferson National Accelerator

Facility) and was promoted to Professor in 1998. Van Orden was appointed as an Eminent Scholar at ODU in 2003 and in the same year became a Fellow of the American Physical Society. His work in theoretical intermediate-energy nuclear physics has resulted in 57 articles published in major refereed journals and more than 45 invited presentations at professional meetings. These works have been cited more than 3000 times according to Google Scholar. At ODU, Van Orden taught a number of different courses at both the undergraduate and graduate levels.

**APPOINTMENT OF BATTEN ENDOWED CHAIR OF COUNSELING IN THE
DARDEN COLLEGE OF EDUCATION AND PROFESSIONAL STUDIES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Edward S. Neukrug as the Batten Endowed Chair of Counseling for 2021-2022 through 2025-2026. A summary of his career is included below for information purposes.

“The purpose of the award of a named professorship is to recognize and provide support to an Old Dominion University faculty member who has exhibited sustained excellence in teaching and/or research as well as a continuing, exemplary commitment to the University. Appointments to named professor positions are for a five-year period, and they are renewable based on an in-depth performance review. Each named professor shall receive a document from the Dean, with input from the department/school chair or center director where appropriate, outlining research, teaching, and service expectations over the next five years. The recipient will serve as a model of professional accomplishment and commitment to the mission of the University. The recipient must hold a full-time faculty or senior research appointment at Old Dominion University.”

**Edward S. Neukrug
Professor of Counseling and Human Services**

This letter contains my recommendation for Dr. Edward Neukrug, Professor and Chair of the Department Counseling & Human Services, to be designated as the Batten Chair of Counseling in the Darden College of Education & Professional Studies.

The *Teaching and Administrative Faculty Handbook* states, “The purpose of the award of a named chair is to recognize and give support to a full professor who has demonstrated sustained excellence in research and teaching and will significantly contribute to the University. The holder of a named chair is a person of national stature.” Dr. Neukrug is well qualified for this recognition based on his distinguished record of sustained research in counseling and psychotherapy that is recognized internationally and demonstrated leadership in the College.

The ODU policy on Named Chairs in the *Teaching and Research Faculty Handbook* states, “Normally, named chairs do not hold an administrative post such as department chair, Dean or Provost.” Although Dr. Neukrug currently holds an administrative post, he is fully engaged in the teaching, advising/mentoring, research, and professional service obligations expected of a Professor. In doing so, his achievements exceed what is “normally” expected from a faculty member serving in an administrative post. This is the final year in his term as Chair of the Department of Counseling & Human Services.

Dr. Neukrug is an exemplary scholar who has authored 10 books, 2-volume encyclopedia, and experiential manual for teaching (31 editions of all his books), nearly 100 journal articles, book chapters, and encyclopedia entries. His scholarship has explored counseling theory, professional identity and ethics, attendance in counseling and psychotherapy, and use of various assessment instruments in the counseling profession. Dr. Neukrug ensures his research is timely, relevant, and accessible in today's world of evolving outlets. He has developed an open access site, Great Therapists of the Twentieth Century, where faculty and other users can "meet" virtually a caricature of 17 famous therapists such as Freud and Skinner. He also developed an open access survey for students and others to assess their theoretical orientation toward counseling and psychotherapy.

Dr. Neukrug has consistently received stellar ratings on student opinion surveys. In addition to being recognized as a University Professor, he has received several college and university teaching awards and was nominated twice by the college for the SCHEV Outstanding Faculty Award. He is a tireless proponent of diversity, chairing the college's faculty diversity committee for eight years, advocating cross-cultural counseling, and he has been a diversity trainer and chaired diversity committees for accreditation reports and strategic planning initiatives. He has received the John R. Broderick Diversity Champion Award at ODU for his efforts in promoting diversity.

Inside his profession, Dr. Neukrug he is a respected scholar and leader. Over the years, he served as editor or co-editor of the *Journal of Human Services*, the leading journal of his field. He was also the architect of the original ethics code for the National Organization of Human Services (NOHS), and he has been awarded the NOHS President's Award on two occasions. In recognition of his leadership as a state president of counseling association, service on professional editorial boards, and scholarship, advocacy and commitment to the counseling profession, he was appointed a Fellow of the American Counseling Association.

His stated intention as the holder of the Batten Chair of Counseling is to use his entrepreneurial background and professional creativity to develop The Institute for the Advancement of Counseling Theory and Practice (ITCTP), where faculty and doctoral students in the Counseling Program would conduct counseling and wellness sessions for students dealing with situational and non-threatening life problems. Over the longer term, he envisions offering low-cost or free counseling services to the community.

Dr. Neukrug holds a B.A. in Psychology from SUNY at Binghamton, an M.S. in Counseling from Miami University (Ohio), and an Ed.D. in Counselor Education from University of Cincinnati.

As a holder of the Batten Endowed Chair of Counseling, Dr. Neukrug will receive a stipend of \$20,000 per year and \$20,000 discretionary for GA, travel, and equipment/supplies in Academic Years 2021-2022 through 2025-2026.

Given Dr. Neukrug's sustained scholarship and his exemplary teaching record and service to the college, university, and his profession, I strongly recommend that he receive the Batten Endowed Chair of Counseling in the Darden College of Education & Professional Studies.

Provost Agho provided information on the promotion and tenure review processes, including the makeup of review committees at the department, college, and University level and how members of these committees are selected.

ADMINISTRATION AND FINANCE COMMITTEE

Mr. Hill, chair of the Administration and Finance Committee, reported that the Committee approved the proposal to rename Elkhorn Avenue Broderick Way in recognition of President Emeritus John Broderick and First Lady Emerita Kate Broderick. The renaming was brought forth as a recommendation of the Administration & Finance Committee and was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

Ms. Mary Deneen, Assistant Vice President for Finance and University Controller, briefed the Committee on the University's Annual Debt Management report. The debt service associated with the FY21 project debt represents a Debt Burden Ratio of 4.9% and for FY22 a ratio of 3.48%. These ratios remain in compliance with the Board's Debt Management Policy.

The Vice President's Report highlighted the Fall Semester opening. Mr. Todd Johnson, Assistant Vice President for Auxiliary Business Services, presented first week of classes comparison to FY2019 and FY2020. Mr. Michael Brady, Assistant Vice President for Facilities Management and Construction, presented on facility support efforts. Mr. Rusty Waterfield, Associate Vice President for Information Technology Services and CIO, presented on notable summer ITS projects focused on automation, user experience and student success.

Vice President September Sanderlin and Ms. JaRenae Whitehead, Assistant Vice President for Human Resources, presented an update on University Succession Planning that focused on the Department of Human Resources and the Office of Institutional Equity and Diversity.

Chief Rhonda Harris, Assistant Vice President for Public Safety, presented the current crime statistics and briefed the Committee on The Start by Believing Campaign designed to improve campus-wide response to and support of students who have been sexually assaulted, enhance training for police officers, better meet Clery Act compliance related to supporting victims of sexual assault, and improve reporting of crimes of sexual violence to the Police Department.

Mr. David Robichaud, Director of Design and Construction, provided an update on the status of capital outlay projects, and Ms. Maggie Libby, Associate Vice President for Advancement-Foundations, presented an update on the Educational Foundation investments.

AUDIT AND COMPLIANCE COMMITTEE

Ms. Dickeski, chair of the Audit and Compliance Committee, reported that Ms. Amanda Skaggs, Chief Audit Executive, reviewed the Committee's charter and the briefings received over the prior fiscal year. Upon completion of her report, the Committee affirmed that it had met the responsibilities under its charter. She also briefed the Committee on the University Department's Quality Assurance Improvement Program that is an internal assessment to validate the department's conformance to the Institute of Internal Auditors' professional standards. This also included confirming the University Audit Department's independence and proposing revisions to Board of Visitors 1610, Charter of the University Audit Department. The following resolution was brought forth as a recommendation of the Audit & Compliance Committee and was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1610, CHARTER OF THE UNIVERSITY AUDIT DEPARTMENT

RESOLVED, that upon the recommendation of the Audit & Compliance Committee Committee, the Board of Visitors approves the proposed revisions to Board of Visitors Policy 1610, Charter of the University Audit Department.

NUMBER: 1610

TITLE: Charter of the University Audit Department

APPROVED: November 14, 1981; Revised May 15, 1982; Revised April 5, 1990; Revised September 13, 2002; Revised June 17, 2010; Revised June 12, 2014; Revised September 24, 2015; Revised September 21, 2017; Revised September 20, 2018; Revised September 19, 2019

Purpose and Mission

The purpose of Old Dominion University's internal audit activity is to provide independent, objective assurance and consulting services designed to add value and improve the University's operations. The mission of internal audit is to enhance and protect organizational value by providing risk-based and objective assurance, advice and insight. The internal audit activity helps the University accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.

This charter as adopted herein will serve as a guide for the activities of the University Audit Department at Old Dominion University. This charter does not include, nor is it intended to include, all of the department's duties or responsibilities as they may exist from time to time.

Objectives and Scope of Internal Audit Activities

The scope of internal audit activities encompasses, but is not limited to, objective examination of evidence for the purpose of providing independent assessments to the Audit and Compliance

Committee and management on the adequacy and effectiveness of governance, risk management and control processes for Old Dominion University.

1. Evaluating financial and operating procedures for adequacy of internal controls and providing advice and guidance on control aspects of new policies, systems, processes and procedures;
2. Ascertaining the extent of adherence, by the University and its employees, to established policies, plans, and procedures, and compliance with state and federal laws and regulations;
3. Determining whether resources and assets are acquired economically, and protected adequately;
4. Determining the propriety and accuracy of financial transactions and data;
5. Working with management to identify opportunities for process improvements, cost savings and revenue enhancements;
6. Evaluating the accuracy, security, effectiveness and efficiency of the University's information technology and processing systems;
7. Evaluating the effectiveness and efficiency of operations and programs along with determining whether the results of operations or programs are consistent with established goals and objectives;
8. Assisting in the education and training of employees in University policies and procedures, as well as the need for and characteristics of strong internal controls;
9. Assisting management in the deterrence of fraud and investigating any instances of such activity discovered at the University; and
10. Coordinating audit efforts with the Auditor of Public Accounts and other external auditors.

Standards for the Professional Practice of Internal Auditing

The Institute of Internal Auditors, Inc., an international organization dedicated solely to the advancement of the internal auditing profession, has adopted "The International Professional Practices Framework (IPPF)." The four mandatory elements of the IPPF are the core principles for the professional practice of internal auditing, definition of internal audit, Code of Ethics, and the International Standards for the professional practice of internal auditing (Standards).

The University Audit Department will govern itself by adherence to the mandatory elements of the Institute of Internal Auditors' International Professional Practices Framework. The Chief Audit Executive will periodically report to senior management and the Audit and Compliance Committee regarding the internal audit activity's conformance to the Code of Ethics and the *Standards*.

Reporting and Responsibilities

The University Audit Department is functionally accountable and reports to the Board of Visitors through the Audit and Compliance Committee. The Chief Audit Executive will meet with the Audit and Compliance Committee at each of the scheduled quarterly Board meetings.

The Department reports administratively to the President's Office and works with the President or through a designated representative for the purpose of the day-to-day operations.

The Chief Audit Executive shall have direct access to the President and to the Audit and Compliance Committee of the Board of Visitors in any instance where the Chief Audit Executive believes that such access is needed to fulfill the stated objectives of the department.

The Chief Audit Executive shall periodically report to senior management and the Audit and Compliance Committee of the Board of Visitors regarding:

1. The department's purpose, authority and responsibility.
2. Risk-based audit plan and performance relative to the plan along with any adjustments needed to the plan.
3. Conformance with the IIA's Code of Ethics and *Standards*, and action plans to address any significant conformity issues.
4. Significant risk exposures and control issues to include fraud, governance issues and other matters requiring the attention of, or requested by, the Audit and Compliance Committee.
5. Results of audit engagements and other activities.
6. The propriety of any limitations on the scope of internal audits that may be imposed by University management.
7. Resource requirements.
8. Any response to risk by management that may be unacceptable to the University.

As used herein, the term "external" shall refer to representatives of or the activities of the Auditor of Public Accounts for the Commonwealth of Virginia, individual certified public accountants (the "CPA") and auditors from organizations, governmental or commercial, outside the University.

Code of Virginia §2.2-307 et seq., established the Office of the State Inspector General (OSIG) effective July 1, 2012, and charged the office with providing services in three core areas: (1) investigating complaints alleging fraud, waste, abuse, or corruption; (2) conducting performance reviews of executive branch agencies; and (3) coordinating and requiring standards for internal audit programs existing as of July 1, 2012, and developing and maintaining other internal audit programs. As the OSIG is required to coordinate and require standards for those internal audit programs, ODU's University Audit Department will adhere to any OSIG directives.

Authority

The Chief Audit Executive will have unrestricted access to, and communicate and interact directly with, the Audit and Compliance Committee, including private meetings without management present.

The Audit and Compliance Committee authorizes the internal audit activity to:

Have full, free, and unrestricted access to all university activities, property, personnel, and records which are relevant to fulfillment of the department's mission to the University.

- It is understood that certain items of the university are confidential in nature and special arrangements will be made when examining and reporting upon such items.
- Allocate resources, set frequencies, select subjects, determine scope of work, apply techniques required to accomplish audit objectives, and issue reports.
- Obtain assistance from the necessary personnel of Old Dominion University, as well as other specialized services from within or outside of the University, in order to complete the engagement.

Independence and Objectivity

The University Audit Department shall be free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. The University Audit Department shall be free from control or undue influence in the determination of facts revealed by the examination or in the development of recommendations or opinions as a result of the examination.

If the Chief Audit Executive determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to the appropriate parties. The Chief Audit Executive will disclose to the Audit and Compliance Committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others. Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair their judgment.

System Planning and Development

The University Audit Department may participate, in an advisory capacity, in the planning, development, implementation, and modification of major computer-based and manual systems to ensure that:

1. Adequate controls are incorporated in the system;
2. A thorough testing of the system is performed at appropriate stages;
3. System documentation is complete and accurate; and
4. The intended purpose and objective of the system implementation or modification has been met.

The internal auditor participating in such a review should ensure that the extent of participation does not affect independence, thus suggested audit trails or other controls will be transmitted through formal correspondence.

Responsibility for the Detection of Errors or Irregularities

The staff of the University Audit Department have a professional responsibility to conduct reviews with an attitude of professional skepticism, recognizing that the application of internal auditing procedures may produce evidential matter indicating the possibility of errors or irregularities.

If the internal audit staff believe that an error or irregularity may exist in an area under review or in any other area of the university, the Chief Audit Executive shall be notified at once. The Chief Audit Executive should consider the implications of such an error or irregularity and its disposition with the President and/or the President's designated representative. If the Chief Audit Executive believes that both of the individuals are directly involved, then the disclosure of potential errors or irregularities should be made directly to the chairman of the Audit and Compliance Committee of the Board of Visitors.

The University Audit Department cannot be solely responsible for the detection and prevention of all errors and irregularities which may occur within the university. This is a responsibility shared by all members of the university management team.

Coordination of External Auditors

The Chief Audit Executive is responsible for coordinating the audit efforts of the University Audit Department with those of the Auditor of Public Accounts for the Commonwealth of Virginia and other external auditors that have business with the University. This coordination of audit efforts should be in the planning and definition of the scope of proposed audits so the work of auditing groups is complementary and will provide a comprehensive, cost-effective audit.

Audit Plan

Each year, a proposed detailed audit plan for the next fiscal year will be submitted to the Audit and Compliance Committee. Upon approval of the plan by the Committee and the full Board of Visitors, audits will be initiated pursuant to the plan.

A block of time will be set aside for unexpected audits, special request audits and consulting, and cases received from the Commonwealth's fraud, waste and abuse hotline. In excess of this, any

additions to the plan will require written documentation as to the need for such additions with final approval for the request being made by the President and Committee.

A copy of all approved revisions to the audit plan will be submitted to the President and the Audit and Compliance Committee.

Audit Reports

At the conclusion of each audit, the department or activity audited will be provided an opportunity to respond in writing to the findings, conclusions, and recommendations of the University Audit Department. In addition, an exit conference will be held with the individual in charge of the department or activity under review. All findings, conclusions and recommendations will be discussed and any differences of opinion settled or so noted. A formal audit report will be prepared after the exit conference is held and draft report reviewed. This report will contain a summary of the function of the department or area, the objective of performing the audit, the audit methods used, detailed explanations of any issues noted and recommendations for improvements thereon. A section of the audit report will include the department's response to the recommendations made by the University Audit Department.

Audit reports will be discussed with the vice president responsible for the area under review prior to the issuance to the President. All final audit reports will be issued to the President, with copies to the Vice President of the area audited and the department head. Executive summaries of all final audit reports will be presented to the members of the Audit and Compliance Committee. Final Audit Reports are also shared with the Office of the State Inspector General as required. Further distribution will be at the discretion of the Chief Audit Executive.

The University Audit Department will conduct a follow-up review on issues noted within the final audit reports to determine whether recommendations have been considered and acted upon. A status of open audit issues will be provided to the Committee periodically.

Detection, Investigation and Reporting of Fraud

The University Audit Department shall be notified in all cases where the discovery of circumstances suggests a reasonable possibility that assets have, or are thought to have, been lost through defalcation or other security breaches in the financial, operating or information systems. Upon such notifications, the Chief Audit Executive should ensure that the proper authorities within the department and the University have been notified of the potential loss. The Chief Audit Executive should work to ensure that the University promptly notifies other state departments as required under ~~Section~~ §30-138 of the Code of Virginia.

The University Audit Department will perform sufficient tests to identify the weaknesses in financial and operating procedures, both automated and manual, which permitted the loss and evaluate the impact the weaknesses have with respect to other activities of the institution. In addition, the University Audit Department will recommend improvements to correct the weaknesses and incorporate appropriate tests in future audits to disclose the existence of similar weaknesses in other areas of the institution.

Consulting Activities

As part of its mission, the University Audit Department will engage in evolving forms of value-added services which are consistent with the broad definition of internal auditing. As such, the Department from time to time may be asked to perform a variety of non-standard audit services, such as advisory activities and consulting engagements, both of which may involve formal or informal advice, analysis or assessment. These services will be provided at the discretion of the Chief Audit Executive where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.

Decisions to adapt or implement recommendations as a result of consulting activities should be made by management. It must be understood that consulting services cannot be rendered in a manner that masks information that, in the judgment of the Chief Audit Executive, should be provided to the Board of Visitors and senior management. In the conduct of consulting activities, the Department will be guided by the IIA Code of Ethics and the Standards for the Professional Practice of Internal Auditing.

Personnel

The ultimate quality of the University Audit Department's performance is directly related to the quality of the people employed. The internal audit function should be directed by and staffed with qualified and competent individuals.

Minimum qualifications for each position within the audit function have been established; however, additional experience, training, specialized skills, as well as intelligence, adaptability, promotability, an inquiring mind, analytical ability, good business judgment, and an ability to communicate with individuals should be considered in the employment process.

The Chief Audit Executive should report annually to the Audit and Compliance Committee and the President and/or a designated representative as to the effectiveness of the present staff in fulfilling the stated objective of the University Audit Department.

Continuing Professional Development

The university recognizes the need for internal auditors to enhance their knowledge and skills and other competencies through continuing professional development.

To fulfill this need, it is required that each representative of the department obtain at least forty (40) hours of continuing professional education credits annually, subject to funding availability.

Quality Assurance and Improvement Program

Old Dominion University recognizes the benefits to be derived from a quality assurance review of the internal audit function. The internal audit activity will maintain a quality assurance and improvement programs that covers all aspects of the internal audit activity. The program will include an evaluation of the department's conformance with the Standards and an evaluation of whether the internal auditors apply The IIA's Code of Ethics. The program will also assess the efficiency and effectiveness of the department and identify opportunities for improvement.

The Chief Audit Executive will communicate to senior management and the Audit and Compliance Committee on the department's quality assurance and improvement program, including results of internal assessments (both ongoing and periodic) and external assessments at least once every five years by a qualified, independent assessor, or assessment team from outside the University.

Ms. Skaggs presented the findings of the completed audit report for the College of Business and the status of open audit issues. The Committee met in closed session to discuss a personnel matter.

GOVERNANCE COMMITTEE

Ms. Dickeski, chair of the Governance Committee, reported that the Committee has continued to meet on a monthly basis since the Board met in June to discuss proposed revisions to the Board's Bylaws and policies. The Committee approved proposed revisions to the Board's Bylaws that address AGB best practices and will enable the Board to operate more efficiently. The following resolution was brought forth as a recommendation of the Governance Committee and was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

PROPOSED REVISIONS TO THE BOARD OF VISITORS BYLAWS

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the following proposed revisions to the Board of Visitors Bylaws.

BYLAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS

PREFACE

The Board of Visitors adopts the bylaws 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 §§23.1-2000 through 23.1-2004](#), 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 Commonwealth 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 bylaws, 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~~As the body responsible for the University, the Board of Visitors' focus shall be on student success, academic freedom, serving the public purposes of higher education, preserving and protecting institutional autonomy to the extent permissible under the Code of Virginia. The Board's trust includes the following responsibilities:

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (Article V of these Bylaws) and oversight (§7.01(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. The University's Mission shall be reviewed every five years in conjunction with the development of the Strategic Plan, or more frequently if a significant activity or event necessitates further consideration.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process that results in the Board approving a Strategic Plan at least every five years. The President is responsible for leading the 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 and Financial Statements. 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 work in conjunction with the President and his/her administration to receive budget related information in a meeting prior to approving the University's annual budget. The Board is responsible for oversight in submitting the annual financial statements to the Auditor of Public Accounts ([Va. Code §23.1-1303 B.10](#)), and reporting to SCHEV (the "Council") the required financial information contained in [Va. Code §23.1-1303 B.11](#) by December 1 of each year.

(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. In accordance with [Va. Code §23.1-1303 B.9](#) this also includes adopting regulations related to research involving human subjects along with submission of an annual report to the Governor, General Assembly, and University President if conducted.

(g) Student Success. The Board has a vested interest in student success and considers an array of factors related to student access. 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, including the release of student records ([Va. Code §23.1-1303 B.5](#)) and posting a list of required textbooks ([Va. Code §23.1-1308 B](#)).

(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 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 and Integrity. 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 and integrity; including preserving and protecting University assets.

(k) University 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 institutions 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.

(l) Admissions. The Board is responsible for establishing regulations or institution policies for the acceptance and assistance of students ([Va. Code §23.1-1303 B.2](#)) and agreements with each associate-degree-granting public institution of higher education (Va. Code §§[23.1-907](#) and [23.1-306](#)).

(m) Financial Aid. The Board is responsible for assisting the Council in enforcing provisions related to eligibility for financial aid ([Va. Code §23.1-1303 B.3](#)).

(n) Additional Responsibilities. The Code of Virginia also requires the Board to submit to the General Assembly and the Governor an annual executive summary of its activities ([Va. Code §23.1-1303 B.12](#)), provide to the Council annual data related to expenditures ([Va. Code §23.1-209](#)), and make available to any interested party upon request the most recent report of the Uniform Crime Reporting Section of the Department of State Police pertaining to institutions of higher education ([Va. Code §23.1-1303 B.13](#)).

ARTICLE II

Members

§ 2.01 Composition – The Board of Visitors is composed of 17 members appointed by the Governor, of whom at least 14 shall be residents of the Commonwealth and at least three shall be alumni of the University. The members are appointed to a four-year term and are eligible for appointment to a second four-year term. ([Va. Code §23.1-2001 A](#)). A Board member may be appointed by the Governor after having served two four-year terms if at least four years has passed since the end of the previous consecutive four-year term ([Va. Code §23.1-1300 B](#)).

§ 2.02. 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.

§ 2.03. Removal. Pursuant to [Va. Code §23.1-1300.E](#), if any member of the Board of Visitors fails to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs sponsored by the State Council of Higher Education for Virginia, pursuant to [Va. Code §23.1-1304](#), in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes of its next meeting and notify the Governor, and the office of such member shall be vacated. In addition, pursuant to [Va. Code §2.2-108](#), notwithstanding any provision of law to the contrary, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the board of any public institution of higher education or other educational institution of Virginia, and fill the vacancy resulting from the removal. Each appointment to fill a vacancy shall be subject to confirmation by the General Assembly.

§ 2.04. 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. This is an honorary designation and does not include any voting or other rights of Board membership.

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 regular meeting during the month of June of each year shall be the annual meeting. Public notice for all open and closed meetings shall be provided in accordance with Va. Code §2.2-3707 C, which requires notice at least three working days in advance of the date scheduled for the meeting, except in cases of emergency.

§ 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 exists 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, three 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 be 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. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (Va. Code §23.1-2002).

§ 3.06. Order and Conduct of Business. The order and conduct of business at meetings, including voting procedures and the taking of meeting minutes, is set forth in ~~the~~ Board Policy 1107, Board of Visitors Meeting Scheduling 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. University Counsel shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules of Order Newly Revised*. The University Counsel shall attend 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 in accordance with Va. Code § 23.1-1303.~~

~~§ 3.08. Voting Procedures. Except when a roll call vote is specifically requested by any member of the Board, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing or abstaining from the matter. However, all votes taken during electronic communication meetings shall be by roll call and so recorded in the meeting minutes (Va. Code §2.2-3708.2.D.7). No proxies, secret, or written ballots are authorized in any Board meeting (Va. Code §2.2-3710). 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. Any action taken in a closed meeting must be approved in an open meeting before it can have any force or effect.~~

~~§ 3.09. Minutes. Minutes shall be kept of all meetings of the Board and its committees in accordance with Va. Code §2.2-3707.H. Draft minutes of meetings shall be posted as soon as possible but no later than 10 working days after the conclusion of the meeting. The Executive Secretary to the Board of Visitors shall notify the Board when draft minutes have been posted. Final approved meeting minutes shall be posted within three working days of approval of the minutes.~~

§ 3.0710. Conflict of Interests. Board members are subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as required (Va. Code §2.2-3114. B). University Counsel will review filings in accordance with these provisions. Board members must disclose any conflicts to University Counsel and recuse themselves from any meeting discussions on related topics and abstain from voting. An example includes, but is not limited to, a board member having an interest in any entity with which the University transacts business or is proposing to conduct business.

ARTICLE IV Committees

§ 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of ~~ten members of the Board, three of whom shall be~~ the elected officers of the Board and ~~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 ten members.~~

(b) A quorum of the Executive Committee shall consist of the majority of Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee for a specific meeting and count towards a quorum as directed by 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 ten members.

(c) Duties and Authority. The Executive Committee shall meet upon the call of the Rector in consultation with ~~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 §9.05 of these Bylaws. A complete record of all actions~~ All members of the Board who are not members 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 in a non-voting capacity ~~and all Board members in attendance at an Executive Committee shall be entitled to vote.~~ Meeting notices shall be provided as set forth in §§ 3.01 and 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, Administration and Finance Committee, Athletics Committee, Audit and Compliance Committee, Governance Committee, Student Enhancement and Engagement Committee, and University Advancement Committee. The chairs and members of the ~~seven~~ standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. The Rector should consider rotating board members through various committees and leadership positions to plan for board officer succession. All members may be reappointed from year to year. Board members shall typically serve on two or more standing committees, ~~except that those who are appointed to serve on the Athletics and Audit and Compliance Committees may serve on three standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be~~

~~filled in accordance with §4.03.d. 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 Audit and Compliance 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, sanctions and procedures. The Committee shall receive briefings on accreditation reports, as appropriate. 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 and appeals of severe sanctions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision in granting tenure or an appeal thereof is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) 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.

(c) Athletics Committee. The Athletics Committee supports the Board's responsibilities for oversight of its Intercollegiate Athletics programs. The Committee shall review athletic policy and programs and make appropriate recommendations to the Board.

(d) Audit and Compliance Committee. The Audit and Compliance 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 external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; and (4) oversight of the University compliance function. Members of the Audit and Compliance Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. The Committee may also receive reports from the Chief Audit Executive on matters of economy, efficiency and

effectiveness of operations and internal controls and from the Vice President for Administration and Finance on matters of compliance.

(e) Governance Committee. The Governance Committee provides oversight of functions relating to board governance and conduct of business. The Committee serves as the Board's nominating committee and recommends the process for Board elections for Board approval, develops and implements the Board's annual planning retreat, the Board self-assessment process, regularly reviews and the formal review of the Board's Bylaws ~~for recommended amendments to the Board of Visitors and oversees a formal review process for Board and~~ policies and procedures. The Committee also develops a set of qualifications and competencies for members on the Board of Visitors (Board Policy 1103), as needed, and assists with recommended Board nominations to the Governor.

(f) Student Enhancement and Engagement Committee. The Student Enhancement and Engagement Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, enrollment, government relations, and communication and marketing. 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 (including intramural athletics), and matters related to student government and appropriate student participation in University governance by all types of students and on student recruitment and admissions criteria and policies. The Committee annually recommends to the Board the appointment of the student representatives to the Board, the State Council of Higher Education's Student Advisory Committee, and the Student Engagement & Enrollment Services Leadership Council (Board Policy 1104) ~~Additionally, the Committee will periodically receive updates from Strategic Communication and Marketing and Government Relations.~~

(g) University Advancement Committee. The University 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 fund raising, community relations, and alumni activities. The Committee recommends to the board the naming of anything associated with the University, including, but not limited to, academic colleges, buildings, building spaces or areas in recognition of benefactors in affiliation with University Advancement (Board Policy 1810).

(h) Additional Responsibilities. Each standing committee shall develop and implement a Charter that details its roles and responsibilities and includes a requirement for self-evaluation. Committee charters should be reviewed and updated as needed in light of changing external conditions, legal developments, and board practices. Charters shall be presented to and approved by the Board. 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.

~~§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officer positions. In even numbered years, at the April 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 May 1. Nominations shall be submitted in writing to the committee chair and shall be due no later than 15 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 prior to the June 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 §6.01 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 §6.04 of these Bylaws.~~

§ 4.034. 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.

§ 4.05. 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.

§ 4.06. 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.

§ 4.07. 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.

§ 4.08. 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 Article III of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

~~§ 4.09. 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 Presidential Search

§ 5.01. 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 Governance Committee ~~Rector~~ shall appoint a Presidential Search Committee and its chair. The Committee shall consist of five or more Board members, one of whom serves as chair, along with two alternates and may include no more than five 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 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 Committee, as authorized by the Board when it is appointed, may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately commission 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. ~~If the committee member who resigns is a Board member, and~~ the Rector shall promptly appoint an ~~previously elected~~ alternate as a replacement. ~~If the committee member who resigns is a non-Board member, the Rector may appoint a non-board member replacement at his/her discretion.~~ Should circumstances require additional alternates, they shall be ~~appointed by the Rector, elected by the Board at the next regular Board or Executive Committee meeting or, if necessary, at a special meeting convened for that purpose.~~

§ 5.02 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 terms of University Policy 1010, "Absence of the President," shall determine who shall exercise executive authority for the University.

ARTICLE VI Board Officers

§ 6.01. 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. In accordance with Va. Code § 23.1-1300 J, the Rector or Vice Rector shall be a Virginia resident. Officers must have ~~more than at least~~ one year remaining in their terms ~~of appointment or be eligible for reappointment~~. At the annual meeting in June of even numbered years, the Board shall elect its officers from its own body (Va. Code §23.1-2002.C). Newly elected officers shall take office on July 1 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.

§ 6.02. 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.

§ 6.03. 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.

§ 6.04. 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 authorizing the Governance~~electing a Nominating~~ Committee as outlined in §4.03 of these Bylaws to establish the process for ~~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.

§ 6.05. 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.

(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; 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.

§ 6.06. 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.

§ 6.07. 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 §8.03 and Article IX~~) 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.

§ 6.08. 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 ~~Rector~~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 VII

University Administrative Officers

§ 7.01. 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 Board annually assesses the President's performance and establishes and reviews the President's compensation ([Va. Code § 23.1-1303.B.8](#)). 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). In accordance with [Va. Code §23.1-1303.B.8](#), the Board shall meet with the President at least once annually in closed session pursuant to [§2.2-3711.A.1](#) and deliver an evaluation of the President's performance. Any change to the President's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of the majority of the Board's members. Prior to such evaluation, the President 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. Objectives for each ensuing year shall also be presented at the annual meeting of the Board for approval.

§ 7.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the President and affirmed 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 be responsible to the President and report to the President or the President's designee. The Vice Presidents shall be responsible for the coordination, supervision and direction of those activities assigned by the President or the President's designee. The Provost and Vice President for Academic Affairs is responsible for maintaining and applying for academic accreditation and credentials on behalf of the institution. 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 respective colleges.

§ 7.03. 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 VIII Staff Personnel Supporting the Board

§ 8.01. Chief Audit Executive. The Chief Audit Executive (CAE) is appointed by the Board of Visitors and is the internal auditor for the University. The CAE 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 CAE shall report to the Board through the Audit and Compliance 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 delegate to the President or his designee the responsibility to hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position, based on recommendations of the Audit and Compliance Committee. The authorization of positions in the University Audit Department shall be reviewed and recommended to the Board for approval via the Audit and Compliance Committee.

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

(b) Resignation. A resignation by the CAE must be submitted to the President, the chair of the Audit and Compliance 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 authorize the appointment of a special committee from the Audit and Compliance Governance Committee, with the chair's concurrence, to recommend a process to seek and recommend a person to conduct an executive search to fill the vacancy. The search committee shall include two consist of no fewer than five members, at least three of whom must be voting members of the Board, with at least one member from the Board's Audit & Compliance Committee. Procedures to be followed for an executive search shall be similar to those contained in Article V of these Bylaws. The President may be involved in the process and an external audit of the University Audit Department may be replaced by the institutional review if deemed necessary. Final approval of the position remains with the Board and Approval of a candidate requires the vote of at least nine voting members of the Board.

§ 8.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in [Va. Code §2.2-507](#).

§ 8.03. 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 are

~~published on the Board's website;~~ manages funds allocated to the Office of the Board of Visitors; and ~~shall submit~~ the Board's budgetary needs as part of the University's annual budgeting process; ~~In conjunction with the Office of University Advancement maintains contact with Visitors Emeriti as set forth in §2.04 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 IX Board Policies and Procedures

§ 9.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. The Board Policies and Procedures are part of the Board Manual that includes the Board's Bylaws and statutory obligations of Board members.~~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.~~

§ 9.02. 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 calendar days prior to the meeting. Board Policies and Procedures shall be posted to the Board of Visitors website and indexed so that Board members can find and use them expeditiously.

§ 9.03. 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 is established~~fixed~~ by the Board.

~~§ 9.04. 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.~~

§ 9.04. Regular Review. Board Policies and Procedures shall be reviewed on at least a five-year cycle, as established by the Board's Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator responsible for reviewing specific policies. The results of such review shall be shared with the full Board, and the date the policy was reviewed shall be noted on each policy, even if no revisions are recommended. University Counsel shall review all proposed new policies or revisions to existing policies and report to the Governance Committee prior to Board approval.

§ 9.05. Maintenance of Policies and Procedures. The Executive Secretary to the Board shall maintain all Policies and Procedures and ensure that all current policies and procedures are posted on the Board of Visitors' website.

ARTICLE X Miscellaneous Provisions

§ 10.01. 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 ~~two-third~~~~three-fourths~~ majority affirmative vote 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.

§ 10.02. 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 §7.01(f) of these Bylaws to preclude unnecessary duplication.

§ 10.03. Board Evaluation. The Board should conduct a self-evaluation annually at a Board retreat. The Board should have a formal evaluation of its processes and procedures every three years, which could be conducted by an external evaluator at the discretion of the Governance Committee. This formal review should assess the performance of the Board, its committees, and its members to confirm that the Board is conducting its business with appropriate transparency and is adhering to the highest ethical standards in compliance with applicable open meeting and public records laws.

§ 10.04. 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 §§6.06 and 8.03) 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.

ARTICLE XI
Amendments and Procedural Irregularities

§ 11.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least ~~12~~two-thirds of the voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least ~~30~~45 calendar days prior to the meeting.

§ 11.02. 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.

§ 11.03. 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.

§ 11.04. 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.

§ 11.05. Adoption, Effective Date and Repeal. These Bylaws are hereby adopted and shall be effective as of the 17 day of June 2021. All former Bylaws of the Board of Visitors are hereby repealed.

The Committee also considered proposed revisions to Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures, which was updated to include the statutory requirements for conducting Board meetings and incorporates the requirements for Board participation in meetings electrically under specific circumstances. With the approval of this policy, Board Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of an Emergency or Personal Matter or Certain Disabilities, is no longer needed and is recommended for rescission.

The following resolutions were brought forth as recommendations of the Governance Committee and were unanimously approved by all members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1107, BOARD OF VISITORS MEETING SCHEDULING AND PROCEDURES

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the proposed revisions to Board of Visitors Policy 1107, Board of Visitors Meeting Scheduling and Procedures.

NUMBER: 1107

TITLE: Board of Visitors Meeting Scheduling and Procedures

APPROVED: April 11, 2003; Revised June 12, 2014

All meetings of the Board of Visitors shall be conducted in accordance with the Code of Virginia, the Board's Bylaws, Board Policies and Procedures, and Robert's Rules of Order Newly Revised, in order of descending precedence. University Counsel shall serve as Board parliamentarian for purposes of interpreting Robert's Rules of Order Newly Revised. The University Counsel shall attend 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 in accordance with Va. Code §23.1-1303.B.1.iii.

~~It is the Policy of the Board of Visitors that~~ The following procedures for regular meetings of the Board of Visitors shall generally be scheduling and procedures shall be followed consistent with Article III of the Board of Visitors Bylaws.

Meeting Scheduling

Regular and Executive Committee meetings shall be scheduled one year in advance with care being taken to avoid significant events which may preclude the attendance of a large number of Board members (i.e.; national holidays, school openings and closings). The four regular meetings of the Board are scheduled quarterly, usually during the months of September, December, April and June of the academic year. Executive Committee meetings are scheduled during the months in which the full Board does not meet and may be canceled by the Rector if there is no need to meet.

Meeting Notices

In accordance with Va. Code § 2.2-3707, notice of regular meetings of the Board shall be posted at least three working days prior to the meeting. Such notice shall be posted on the University's website and the State's Commonwealth Calendar, and distributed electronically to all members of the Board, the President, President's Cabinet, faculty and student representatives, staff who support the Board and its committees, media, and all others who specifically request such notice in writing to the Executive Secretary to the Board of Visitors. Meeting agendas and all supporting documents except those that are legally exempted are also made available to the public on the

University's website. Notice of such meetings shall include the date, time and location of the meeting.

Notice of special, emergency or continued meetings, reasonable under the circumstances, shall be posted and distributed as described above at the same time such notice is provided to the members of the Board. Special meetings may be called by the Rector or the Vice Rector in his/her absence or disability, or by any three members. In addition to the date, time and location of the meeting, the purpose of the meeting must also be stated in the notice.

Meeting Agendas~~Agenda Process~~

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 days in advance of the meeting at which the issue is to be addressed or public comment accepted. The purpose of the agenda process is to ensure that: only relevant issues requiring Board action are identified; that items brought before the Board have been fully analyzed and briefed; and that issues requiring Board action contain alternative recommended courses of action, if possible, to be considered for approval.

1. As part of this process, the Rector shall consult with his/her active committee chairs, Board representatives, and staff, and consider written requests of interested parties. The President shall consult with his/her principal staff, other appropriate parties, and consider written requests. Based on these consultations, the Rector and President shall then set the agenda.
2. Chairs of standing committees shall set their respective committee agendas with the ~~Vice President~~ responsible University administrator.
3. 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.
4. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified.
5. The Rector shall confer with all active committee chairs at least 15 calendar days before an Executive Committee meeting to determine if there are agenda items to be considered at that meeting before canceling such meeting.

Order of Business

The order of business shall be as follows, unless modified by the Rector with the approval of the Board:

Convene Meeting
Approval of Minutes of Previous Meeting
Special Presentations (if any)
Public Comment (if allowed)
Rector's Report
President's Report
Reports of Standing Committees
Reports of Special Committees
Reports of Invited Representatives, if any
Motion for Closed Session, if any
Reconvene in Open Session
Call for Unfinished Business
Call for New Business
Adjournment

Public Comment

Public comment shall be taken upon request of interested parties to an agenda issue. The request must be made justified in writing via the Executive Secretary to the Board ~~President~~ to the Rector and President in accordance with the timeline provided in the meeting notices ~~submitted at least 15 calendar days before the meeting at which the issue is to be addressed or public comment accepted.~~ The points at which public comment will be accepted shall be specified in the published meeting agenda.

Closed Meetings

While convened in closed meetings, board members must be confident that they may engage in full and open discussion of legitimate closed meeting topics without fear or concern that comments or statements made therein will be revealed or disclosed outside the presence of the convened body. All board members and invited guests present during closed meetings should be mindful that the confidentiality of discussions is dependent on informed recognition of the confidential and potentially sensitive nature of such dialogue. Disclosure of information or documents including “working papers,” revealed or discussed in closed meetings represents a breach of the confidentiality on which board members are legitimately entitled to rely. Additionally, unauthorized disclosures of closed meeting information could have the effect of inhibiting subsequent closed meetings.

The following requirements apply to closed meetings:

1. The board must take a recorded vote in an open meeting approving a motion that identifies the subject matter and purpose of the closed meeting and cites the applicable exemption from open meeting requirements as authorized in Virginia Code §2.2-3711.A. The matters contained in such motion shall be set forth in detail in the minutes of the open meeting. A general reference to the authorized exemptions or the subject matter of the closed meeting is not sufficient to satisfy the requirement for holding a closed meeting.

This provision does not apply to closed meetings of the Board held solely for the purpose of interviewing candidates for the position of president. Prior to any such closed meeting, the Board shall announce in an open meeting that such closed meeting will be held at a disclosed or undisclosed location within 15 days thereafter.

2. The Board must restrict its discussion during the closed meeting only to those matters specifically exempted and as identified in the motion.
3. At the conclusion of the closed meeting, the board must immediately reconvene in an open meeting and take a vote certifying that to the best of their knowledge, only public business matters lawfully exempted and as were identified in the motion were heard, discussed or considered. If a board member believes that there was a departure from these requirements, prior to the vote he or she must state what he or she believes the substance of the departure was, which still be recorded in the meeting minutes.
4. The Board may permit nonmembers to attend a closed meeting if such person is deemed necessary or their presence will reasonably aid the Board in its consideration of a topic to be discussed. The nonmembers permitted to remain in the closed meeting will be noted in the meeting minutes.
5. University Counsel shall attend all closed meetings except those where the President is being evaluated or presenting portions of his/her annual report dealing with evaluation of university officers. In these cases, a representative from the Attorney General's office will be asked to participate.
6. No resolution or motion adopted, passed or agreed to in a closed meeting will become effective unless the Board reconvenes in an open meeting to take a vote of the membership on such resolution.

Voting

1. The authority of the Board rests in its majority, therefore, Board voting on issues or candidates for a position shall require a majority of votes cast, versus a plurality, to pass a motion or elect an officer or representative, except where otherwise specified.
2. In cases where there are more than two choices, the following shall apply. If on the first ballot, no choice receives a majority, the one receiving the smallest number of votes shall not be considered on the next ballot, provided that at least two choices remain on the ballot. This shall continue until a choice has received a majority of the required vote. Should two or more choices receive the same number of low votes and the total of these two choices when combined with any one other member's vote not constitute a majority, then the choices receiving the same number of low votes shall be eliminated. Should the total of the same number of low votes received by two or more choices when combined with any one other member's vote constitute a majority, then no member shall be eliminated and the balloting shall continue. Should more than one ballot be required, the proponent of each choice shall be allowed one minute to address the membership before the next ballot.

3. Except when a roll-call vote is specifically requested by any member of the Board or as otherwise required by law, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing or abstaining from the matter. However, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (Va. Code §2.2-3708.D). No proxies, secret, or written ballots are authorized in any Board meeting (Va. Code §2.2-3710). 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. Any action taken in a closed meeting must be approved in an open meeting before it can have any force or effect.

~~Title 2.2, Chapter 37 of the Code of Virginia) precludes voting by secret ballot. However, voting procedures, using paper ballots for considering more than two alternatives, can include written responses provided such written responses are legibly signed by the voting member of the Board and duly recorded in the Board minutes so that they may not be considered secret ballots.~~

4. In accordance with Robert's Rules of Order Newly Revised, the Rector shall not vote on any issue except in the case of a tie. Committee chairs, however, are allowed to vote on all issues.

Meeting Minutes

Minutes should record action taken, policies adopted, resolutions passed, and discussions by the Board. Minutes shall be taken at all open regular, special, working session, retreat, and committee meetings as prescribed by the Freedom of Information Act (Title 2.2, Chapter 37 of the *Code of Virginia*). Minutes shall include the date, time, and location of the meeting, the members of the public body recorded as present or absent, a summary on the discussion of the matters proposed, deliberated or decided, and a record of any votes taken.

These minutes, including draft minutes, and all other records of open meetings, including audio or audio/visual records are public records and subject to the provisions of the Freedom of Information Act. Audio recordings shall be retained for three years and shall be available to the public. Minutes or audio recordings of closed meetings may be taken at the discretion of the Board by an approved motion to do so. Minutes of closed meetings, including drafts and audio or audio/visual records, are not public records and are protected by the Freedom of Information Act. Minutes requirements for ~~Additionally, the board shall make audit recordings of all~~ electronic communication meetings are described in the next section.

Draft minutes are considered public documents under the Freedom of Information Act. Since they are papers designed to produce a finished document and may be incomplete or incorrect, they shall be clearly marked as drafts, handled with care, and destroyed when the minutes are approved. Draft minutes shall be posted as soon as possible but no later than 10 working days after the conclusion of the meeting. The Executive Secretary to the Board shall notify the Board when draft minutes have been posted~~re-circulated to all board members within 15 working days of the meeting. Exceptions to the foregoing rule due to lengthy or complex meeting smay be considered on a case by case basis by the Rector.~~ If there are substantive errors, the draft minutes may be corrected by

members by making a motion to correct the minutes on the agenda for the next regular meeting of the Board. Typographical errors can be forwarded to the Secretary for correction. Final approved minutes shall be posted within three working days of approval by the Board.

Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities

Unless a state of emergency has been declared by the Governor, a quorum of board members must be physically assembled to conduct a meeting of the board or its committees. Individual board members may participate electronically only under specific conditions as provided in accordance with Va. Code § 2.2-3708.2.

1. A member of the Board of Visitors may participate in a meeting through electronic means of communication from a remote location that is not open to the public only as follows:

A. On or before the day of a meeting, a member notifies the Rector that he or she is unable to attend the meeting due to an emergency or personal matter and identifies with specificity the nature of the emergency or personal matter, and the Rector approves the request to participate in the meeting from a remote location.

i. The specific nature of the emergency or personal matter and the remote location from which the member participated is to be recorded in the meeting minutes. If a member's participation from a remote location is disapproved by the Rector because such participation would violate the conditions noted in item 2 below, disapproval shall be recorded in the minutes with specificity.

ii. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the public body, whichever is fewer.

B. A member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance.

The Board of Visitors is to record this fact and the remote location from which the member participated in its minutes.

2. Participation by a member of the Board of Visitors under Item 1 above shall be authorized only under the following conditions:

A. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location.

B. The meeting notice identifies the primary or central meeting location and any remote location open to the public, the electronic communication means by which the member participates in the meeting and includes a telephone number that may be used to notify the primary or central meeting location of any interruption in the telephonic or video broadcast of the meeting.

- C. Any interruption in the telephonic or video broadcast of the meeting will result in the suspension of action at the meeting until repairs are made and public access is restored.
- D. Public access to the remote locations from which additional members of the public body participate through electronic communication means is encouraged but not required. However, if three or more members are gathered at the same location, then such remote location must be open to the public.
- E. If access to remote locations is allowed, all persons attending the meeting at any of the remote locations shall be given the same opportunity to address the public body as persons attending at the primary or central location and a copy of the proposed agenda and supporting materials provided to the board shall be available at the remote location.
- F. A public comment form prepared by the Virginia Freedom of Information Advisory Council will be made available to the public.
- G. Meeting minutes must note which Board members were in attendance in person and which members participated electronically.
- H. Votes taken during the meeting must be recorded by name in roll-call fashion.

In the event the Governor has declared a state of emergency, the Board may meet by electronic communication means without a quorum of the public body or any member of the governing board physically assembled at one location, provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location; (ii) the purpose of meeting is to discuss or transact the business statutorily required or necessary to continue operations of the institution and the discharge of its lawful purposes, duties, and responsibilities; (iii) a public body makes available a recording or transcript of the meeting on its website; and (iv) the board distributes minutes of meetings by the same method used to provide notice of the meeting.

Requirements for electronic meetings under an emergency declaration include the following:

1. Public notice must be given using the best available method given the nature of the emergency and must be given at the same time notice is provided to the members of the Board.
2. Arrangements for public access to the meeting through electronic means including, to the extent practicable, videoconferencing technology must be made. If the means of communication allows, opportunity for comment must also be provided to the public.
3. The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held must be stated in the meeting minutes.

**APPROVAL TO RESCIND BOARD OF VISITORS POLICY 1105, PARTICIPATION
IN BOARD OF VISITORS MEETINGS BY ELECTRONIC MEANS OF
COMMUNICATION IN THE EVENT OF AN EMERGENCY
OR PERSONAL MATTER OR CERTAIN DISABILITIES**

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the rescission of Board of Visitors Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of an Emergency or Personal Matter or Certain Disabilities.

NUMBER: 1105

TITLE: Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities

APPROVED: April 25, 2019

A. A member of the Board of Visitors may participate in a meeting through electronic means of communication from a remote location that is not open to the public only as follows and subject to the requirements of subsection B.

1. On or before the day of a meeting, a member notifies the Rector that he or she is unable to attend the meeting due to an emergency or personal matter, and identifies with specificity the nature of the emergency or personal matter, and the Rector approves the request to participate in the meeting from a remote location.
 - a. The Board of Visitors is to record in its minutes the specific nature of the emergency or personal matter and the remote location from which the member participated. If a member's participation from a remote location is disapproved by the Rector because such participation would violate subsection B of this policy, disapproval shall be recorded in the minutes with specificity.
 - b. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the public body, whichever is fewer.
2. A member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance.

The Board of Visitors is to record this fact and the remote location from which the member participated in its minutes.

B. Participation by a member of the Board of Visitors under subsection A shall be authorized only under the following conditions:

1. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location; and

2. The Board of Visitors has made arrangements for the voice of the remote participant to be heard by all persons at the primary or central meeting location.
- C. This policy shall be applied strictly and uniformly, without exception, to the entire membership and without regard to the identity of the member requesting remote participation or the matters that will be considered or voted on at the meeting.

The Committee also considered proposed revisions to Board Policy 1104, Representation to the Board of Visitors. The policy has been updated to reflect the roles of the alternate student representatives and the addition of faculty representatives to the Board's Athletic and Audit & Compliance Committees. The following resolution was brought forth as a recommendation of the Governance Committee and was unanimously approved by all members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

**PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1104,
REPRESENTATION TO THE BOARD OF VISITORS**

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the proposed revisions to Board of Visitors Policy 1104, Representation to the Board of Visitors.

NUMBER: 1104

TITLE: Representation to the Board of Visitors

APPROVED: June 14, 2002; Revised June 14, 2005

1. Student Representation

Pursuant to § 23-1-1300H23-9.2:5, Code of Virginia, "Members of Governing Boards; Removal; Terms; Nonvoting, Advisory Representatives; Residency Student Representatives to the Board of Visitors," the Board establishes the following principles and regulations relating to the appointment and service of a Student Representative to the Board:

A. Status

The student shall be a non-voting, advisory representative to the Board and shall be excluded from any discussion of issues such as any recommendation or appeal concerning a specific faculty, staff, or administrative member's appointment, salary, promotion, grievance, disciplinary or tenure status, held in a closed meeting or may be excluded from discussion of other closed meeting matters at the discretion of the Rector or Committee Chair. The incumbent shall be a Non-Board Advisor to Board of Visitors Committees (~~§4.065-07~~ of the Board of Visitors Bylaws).

B. Term of Service

The term of service of the Student Board Representative and alternate representatives shall be one year, beginning on the May commencement date of each year. The Student Board Representative may be reappointed for no more than one additional consecutive term in accordance with the procedures contained in subparagraphs (c) through (e) of this section.

C. Eligibility

To be eligible to serve, a student must have successfully completed at least 15 semester hours of course work at Old Dominion and possess and maintain a cumulative grade point average of at least 3.0. He/she must be registered for at least six hours per semester during the regular academic year in which he/she serves.

D. Appointment

The Board shall appoint the Student Representative from among at least three candidates provided by a selection committee consisting of the Vice President for Student Engagement and Enrollment Services, a student appointed by the Student Government Association-Senate, and the Executive Director of Student Engagement and Traditions~~Activities and Leadership~~. At least one of the nominees normally should be an undergraduate student and one a graduate student. The Vice President for Student Engagement & Enrollment Services~~selection committee~~ shall forward its nominees to the Student Enhancement & Engagement Committee~~Board~~ with the April meeting agenda with approval of~~via~~ the President.

E. Application for Appointment and Selection

On 1 March of each year, the President or his/her designee will call for applications from students who wish to be considered for the student representative position. Applicants must submit a letter of application indicating why they wish to serve and the nature of their qualifications, a résumé, and three letters of recommendation. The selection committee shall interview the most outstanding candidates and recommend, via the President, at least three nominees to the Student Enhancement & Engagement~~Advancement~~ Committee of the Board for its action at its regular Spring meeting. The Student Enhancement & Engagement~~Advancement~~ Committee shall interview the finalists and make a recommendation to the entire Board for its action.

F. Alternate Representatives

Recognizing possible changes that occasionally might occur in student status or eligibility, the Board shall appoint a first and second alternate Student Board Representative, in ranked order, in addition to the primary appointee.

G. Removal

The Board may remove any Student Board Representative that it has appointed at any time by an affirmative vote of at least nine of its voting members. The remainder of the

term shall be filled by one of the two alternate Student Board Representatives as recommended by the Student ~~Enhancement & Engagement~~Advancement Committee and approved by the Board.

H. Responsibilities

The Student Board Representative shall participate in all Board activities, including standing and special committees to which he/she may have been appointed consistent with subparagraph a., above. The two alternate representatives shall serve as the State Council of Higher Education for Virginia (SCHEV) student representative and the representative to the Student Enhancement & Engagement Student Leadership Council as designated by the Board~~members of the University Honorary Degree Committee~~ and are encouraged to attend those Board Standing Committee meetings as Non-Board Advisors (§~~4.025.07~~. of the Board of Visitors Bylaws) that are not attended by the Student Board Representative.

2. Faculty Representation

By resolution of the Board of Visitors on June 17, 2003, one faculty member shall serve as a non-voting representative to each of the following ~~four~~ standing committees of the Board of Visitors: ~~(1) Academic and Research Advancement Committee, (2) Administration and Finance Committee, (3) Athletics Committee, (4) Audit & Compliance Committee, Institutional Advancement Committee, and~~ Student Enhancement & Engagement~~Advancement~~ Committee, and University Advancement Committee. The faculty representatives will serve two-year terms and will participate in all public sessions of the Committees. The selection process shall be as follows:

- A. On June 1 of each year, the Faculty Senate Executive Committee will provide the President or his/her designee a list of names of two possible candidates for each committee. The list will be drawn up taking into account the need for Board representation of colleges, disciplines, race, gender, and expertise. The list will include a brief biographical sketch of each candidate.
- B. At the June meeting of the Board of Visitors, the ~~Provost~~President will present the list of possible candidates to the Academic and Research Advancement Committee with the approval of the President. The Committee~~which~~ will meet~~;~~ in closed session, to select one candidate per committee to recommend to the Board. This recommendation will then be considered at the full Board meeting.

The Committee also discussed the need for the Board to conduct a formal review of the University's Mission Statement in order to satisfy requirements for the SACSCOC reaccreditation. Although the Board reaffirmed the Mission Statement at its meeting last December, the SACSCOC reviewers noted that more evidence is needed to show that the Board takes an active role in updating it on a regular basis. The Committee recommends that the Board request that the President lead a review of the Mission Statement and submit proposed revisions to the Board for consideration at its meeting in April 2022. This recommendation is made with the understanding that additional changes to the University's

Mission Statement will be necessary as a result of the completion of the Strategic Plan. This recommendation was brought by Ms. Dickseski in the form of a motion and was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

The Committee also discussed a proposed process for continuing the review of Board policies. University Counsel had previously recommended that several policies may no longer be necessary at the Board level, so the review process will seek a determination with the assistance of University Counsel and the appropriate vice president. The remaining policies have been categorized by vice presidential area and prioritized based on the number of years since they were last approved. The Committee recommends that the Board request that the President assign the review of these policies to the appropriate vice president, with the assistance of the Executive Secretary to the Board and University Counsel, to ensure that a timeline is established for Board review and approval over the upcoming year. A five-year review date will be noted for each approved policy to ensure a regular review process. This recommendation was brought by Ms. Dickseski in the form of a motion and was unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

The Governance Committee will focus its review on those Board policies that do not fall under a specific vice presidential area, some of which pertain specifically to the Board and others that are legal requirements for which the Committee will seek the assistance of University Counsel.

The Committee continues to receive regular updates from the Naming Subcommittee. Its focus has been on reviewing proposed revisions to the Board's naming policy.

MARKETING SUBCOMMITTEE

Ms. Jones, chair of the Marketing Subcommittee, reported that Ms. Ashley Schumaker, Chief of Staff and Vice President for Strategic Operations, and Dr. Brian Payne, Vice Provost for Academic Affairs, provided an overview of the Branding, Marketing, and Communication Task Force appointed by President Hemphill. The task force is evaluating the University's marketing and branding efforts across all functions and benchmarking against peer institutions. The task force's recommendations are due on November 25 and will be presented to the Board as part of the December meeting. During the meeting, the subcommittee engaged in a rich discussion regarding strengths, weakness, and opportunities.

The committee met in closed session to discuss a personnel matter.

STUDENT ENHANCEMENT AND ENGAGEMENT COMMITTEE

Mr. Corn, chair of the Student Enhancement and Engagement Committee, reported that Vice President Stansberry reported on fall opening events, which included move-in of over

4,000 on-campus students; a live, new student convocation on August 27; and more than 40 events and programs across campus for students. Dr. Stansberry reviewed student success/student-ready initiatives that have been implemented and focus on how ODU as an institution is ready for its students by creating opportunities for student success academically, socially and financially. These initiatives included the training and onboarding of nine additional part-time coaches to support the first-year cohort during the pandemic; success coaches offered flexible meeting times virtually during the day and evening. 83% of the students who participated in coaching both semesters were in good academic standing. Student wellness initiatives included Hypnotic Intoxication, Great American Smoke-out, Octsoberfest – all dealing with alcohol and tobacco use; group exercise classes and personal training through the Fitness & Wellness program.

SGA President and Vice President, Myles Nixon and Deondre Wise, introduced the slogan for this year's session of the SGA, "Reclaim the Monarch Experience," explaining SGA's responsibility to spearhead new and improved traditions to create a new culture around what it means to be a Monarch. Four initiatives were reviewed for the year's session: a mental health initiative; a student outreach initiative; an inclusion initiative; and a marketing initiative.

Lola Jegede, student representative to the Board, reported on the Monarch Pantry and Big Blue Closet, initiatives that are resources for students in need of food, supplies and professional attire. She reported on Happy Hour with a Twist, the student event held on August 31, that offered free food, fun, music, and games, while learning about the importance of making healthy choices. Applications are open for the Peer Major Mentorship Program (peer-to-peer mentoring, upperclassmen as peer mentors to freshmen and sophomores in their majors), which will run from September through December. To expand the social media presence for the position of student representative to the Board, the Facebook page has been updated and an Instagram page has been launched. Ms. Jegede is promoting campus resources such as the REIGN responsibly campaign, which will include vaccinations.

UNIVERSITY ADVANCEMENT COMMITTEE

Dr. Dabney, chair of the University Advancement Committee, reported that Vice President Alonzo Brandon presented dashboard items measuring productivity in the area of University Advancement including total giving and Fundraising Initiative breakdowns by focus area and donors. The Fundraising Initiative has raised over \$233M since July 2016. He also gave a quarterly review of virtual events for both Alumni Relations and Community Engagement.

Mr. Dan Genard, Associate Vice President for Advancement, reviewed the college advisory board selection process and memberships. There are currently six college advisory boards and one for Cybersecurity.

Mr. Brandon gave a recap of the Monarch Nation Tour that took place in early August, including lessons learned and next steps. This tour visited seven cities across Virginia in six days. Mr. Brandon concluded the meeting by reviewing results from an alumni football survey that was conducted in June.

ELECTION OF BOARD OFFICERS

Ms. Smith, chair of the Nominating Committee, presented the following slate of officers to serve for the remainder of the current academic year ending on June 30, 2022:

Rector: R. Bruce Bradley
Vice Rector: Toykea S. Jones
Secretary: Yvonne T. Allmond

Each officer was elected by separate motion. For the office of Rector, no additional nominations were made from the floor, whereupon, the Board approved by unanimous vote the election of R. Bruce Bradley as Rector (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

For the office of Vice Rector, no additional nominations were made from the floor, whereupon, the Board approved by unanimous vote the election of Toykea S. Jones as Vice Rector (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

For the office of Secretary, no additional nominations were made from the floor, whereupon, the Board approved by unanimous vote the election of Yvonne T. Allmond as Vice Rector (*Ayes: Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

MOTION FOR CLOSED SESSION

The Rector recognized Ms. Jones, who read the following motion: “Mr. Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Sections 2.2-3711A.1, 3, 7 and 8, for the purpose of discussing personnel matters; discussion or consideration of the acquisition of real property for a public purpose, or the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body; consultation with legal counsel on actual or probable litigation; and consultation with legal counsel on a specific matter. The motion was duly seconded and approved by all members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

In addition to the Board members in attendance, President Brian Hemphill, Vice President Ashley Schumaker and University Counsel Allen Wilson were present during the closed session.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of Closed Session, the Rector reconvened the meeting and the following Freedom of Information Act Certification was read: “Any person who believes that the Board discussed items which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion

of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote (*Ayes: Allmond, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

MOTION REGARDING PRESIDENT'S CONTRACT

Upon a motion by Ms. Kemper and seconded by Ms. Dickseski, the Board approved by unanimous vote the contract as discussed in closed session, including the change of "shall" to "may" in the first sentence of Section 3(b) of the contract (*Ayes: Allmond, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

OLD/UNFINISHED BUSINESS

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

NEW BUSINESS

There was no new business to come before the Board.

With no further business to discuss, the meeting was adjourned at 5:04 p.m.