

OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE COMMITTEE MEETING  
Thursday, December 9, 2021

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 9:30 a.m. on Thursday, December 9, 2021, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee were:

Jerri F. Dickeski, Chair  
Yvonne T. Allmond, Vice Chair  
R. Bruce Bradley, Rector (*ex-officio*)  
Robert S. Corn  
Peter G. Decker, III  
Lisa B. Smith  
Omotomilola Jegede (*Student Representative*)

Absent from the Committee: Toykea S. Jones (*ex-officio*)

Also present from the Board: Kay A. Kemper (via Zoom)

Also present:  
Brian O. Hemphill, President  
Austin Agho  
Donna Meeks  
Teresa Murrell  
September Sanderlin  
Ashley Schumaker  
Amanda Skaggs  
Don Stansberry  
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 9:32 a.m. and asked for approval of the minutes of the Governance Committee meeting held on November 15, 2021. Upon a motion made by Mr. Corn and seconded by Mr. Bradley, the minutes were approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Dickeski; Nays: None*).

PRESIDENT'S CABINET RECOMMENDATIONS ON BOARD POLICIES  
RECOMMENDED FOR REMOVAL

The Chair reminded the Committee that President Hemphill and the members of his Cabinet had been asked to review Board policies that had previously been identified for removal at the Board level. She referred Committee members to the list that was distributed noting the Cabinet's

recommendations to relegate many to University-level policies, keep some at the Board level, and to rescind entirely one Board policy. Provost Agho noted that most of the academic policies already are published in the *Teaching & Research Faculty Handbook* and are being reviewed for revisions along with those that will remain at the Board level. Vice President Sanderlin noted that many of Human Resources policies are based on State requirements so will likely become University-level policies. She also pointed out that many of these policies are referenced in the *Administrative and Professional Faculty Guidebook* as well as the *Teaching & Research Faculty Handbook*, but are directly linked to the Board policies, so there will be a ripple effect to the revisions that will need to be made to both and any other publications that directly link to the rescinded Board policies.

With no further discussion, upon a motion made by Ms. Allmond and seconded by Mr. Corn, the following resolution was approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Dickseki; Nays: None*).

### **RESOLUTION REGARDING BOARD OF VISITORS POLICIES**

WHEREAS, the Board of Visitors' Governance Committee is undertaking a comprehensive review of current Board policies; and

WHEREAS, as part of this review, University Counsel has recommended that certain Board policies may no longer need to remain at the Board level; and

WHEREAS, at the request of the Governance Committee and under the President's direction, these policies were reviewed by the appropriate Vice President; and

WHEREAS, the Vice Presidents recommended one of the following: Keep as Board-level Policy/No Revisions Needed; Keep as Board-level Policy/Revisions Needed; Transition to University-level Policy; No Revisions Needed; Transition to University-level Policy/Revisions Needed; or Rescind Policy; and

WHEREAS, these recommendations were reviewed and approved by the President's Cabinet and were submitted for consideration by the Governance Committee.

NOW, THEREFORE, BE IT RESOLVED, that upon the recommendation of the Governance Committee, the following Board of Visitors policies be rescinded:

- 1403 – Academic Freedom
- 1404 – Professional Ethics
- 1405 – Faculty Performance Period
- 1406 – Guidelines for Named Chairs
- 1407 – Guidelines for Named Professorships
- 1409 – Joint Appointments
- 1410 – Academic Rank and Criteria for Rank
- 1413 – Evaluation of Tenured Faculty
- 1417 – Evaluation of Lecturers, Senior Lecturers, Master Lecturers and Promotion of Lecturers and Senior Lecturers
- 1421 – Outside Employment
- 1422 – Policy on Tenure-Track Positions Funded by Research Grants

- 1426 – Policy, Procedures and Timeline for Responding to Allegations of Misconduct in Scientific Research and Scholarly Activity
- 1430 – Sick Leave Policy
- 1431 – Military Leave Policy
- 1432 – Leave of Absence Without Compensation
- 1433 – Civil and Administrative Leave Policy
- 1434 – Bone Marrow and Organ Donor Leave Policy
- 1435 – Emergency/Disaster Leave Policy
- 1436 – Recognition Leave Policy
- 1437 – School Assistance and Volunteer Services Leave Policy
- 1440 – Retirement Incentive Program for Faculty
- 1443 – Voluntary Phased Separation Program for Tenured Faculty
- 1471 – Faculty Grievance Committee and Hearing Panels: Composition and Procedures
- 1480 – Guidelines for Appointment and Promotion of Librarians
- 1491 – Annual Leave Policy for Administrative and Professional Faculty and Eligible Instructional and Research Faculty on Twelve-Month Contracts
- 1492 – Compensation and Personnel Administration Plan for Administrative and Professional Faculty
- 1493 – Extra Compensation for Administrators With Faculty Rank
- 1494 – Outside Employment Policy for Administrative and Professional Faculty
- 1633 – Quasi-Endowment and Current Funds Reserve Portfolio Pool A and Pool B
- 1635 – Authority to Expend Quasi-Endowment Income for University Operations
- 1636 – Current Fund Portfolio
- 1639 – Transfer of University Funds
- 1801 – Development Policy
- 1802 – Acceptance of Gifts-in-Kind to the University
- 1850 – Recognition of the Alumni Association

BE IT FURTHER RESOLVED, that the following policies will remain Board-level policies and be included in the current review process:

- 1415 – Advanced Placement, International Baccalaureate and A/AS Credit Level
- 1416 – Sudden Withdrawal and Prolonged Absence Due to Military Mobilization
- 1461 – Declaration of a State of Bona Fide Financial Exigency or Several Financial Difficulty
- 1462 – Policy for the Review of Academic Programs, Departments or Colleges for the Purpose of Possible Curtailment or Discontinuance
- 1463 – Dismissal of Faculty from Employment Due to a Financial Exigency or Discontinuance of a Program of Study or a Department of Instruction
- 1602 – Disposition of Unclaimed or Abandoned Property
- 1630 – Statement of Responsibility Regarding University Investments
- 1631 – Spending Policy for Endowed Funds
- 1632 – Investment Authorization

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## **2022 BOARD OF VISITORS SELF-ASSESSMENT**

The Chair referenced the Spring 2021 self-assessment survey responses and the suggested open-ended questions to be added to the 2022 survey: (1) In what way have you found your role on the Board stimulating or rewarding?; (2) What do you consider your primary non-financial personal contribution to the work of the Board during the past year?; (3) Please provide suggestions or comments about the survey itself; and (4) What would you like to tell us that we have not asked? The Committee agreed to add those questions in the survey.

The survey will go out to the Board in January. Donna is looking into the possibility of using the AGB OnBoard platform for the survey. Mr. Bradley suggested that a plan be in place for the Board to discuss the results of the survey each year. Last year's survey results were discussed at the end of one of the Board meetings but perhaps it could be added to the agenda for the Board's annual retreat. Ms. Dickeski pointed out that as a result of last year's survey, the two-day meeting model was suggested to give Committees more time to meet, provide opportunities to socialize, and to allow time for the Board to discuss strategic issues.

## **NEXT STEPS**

The Chair noted that the regular process for reviewing proposed new and revised Board policies will change in that the Board's committees that deal with the specific subject matter (for example, revisions to academic policies reviewed by the Academic & Research Advancement Committee), will initially review them, but will then recommend them to the Governance Committee for review. The Governance Committee is the body that recommends them to the full Board for approval. Those policies that deal with legal issues will be reviewed by University Counsel for recommendation to the Committee.

There are several Board policies, however, that have been identified by the various SACSCOC subcommittees as needing to be reviewed as soon as possible. These policies will skip review by the subject-matter committees and be presented directly to the Governance Committee for recommendation for Board approval in April. She has asked Donna to coordinate the review of these policies with the President and his Cabinet so that they are ready to review at the February and March meetings of the Governance Committee.

President Hemphill said he will oversee the review of the University's Mission Statement as part of the strategic planning process. The Chair noted that it is anticipated that the new Mission Statement would have minimal impact on the Board's Bylaws or policies. Ms. Skaggs noted that the Mission Statement was recently reaffirmed by the Board, however, the SACSCOC reviewers asked that a more formal review by the Board be conducted and documented.

The Chair thanked everyone for their commitment to this arduous but extremely important task and the support she and the Committee receive from Amanda Skaggs and Donna Meeks.

## **REPORT FROM NAMING SUBCOMMITTEE**

The Chair reminded the Committee that a naming policy previously drafted by Jay Wright and based on policies from other institutions is being reviewed by University Counsel and will be presented to the Governance Subcommittee for review in early 2022 for recommendation to the Governance Committee.

In response to a comment by Ms. Allmond regarding the timeline for the new policy, President Hemphill stated that he has received questions from one faculty member and one student about the status of the process. He advised that he needed more time to get a firmer understanding of the issues in order to ensure that they are addressed in the appropriate manner. Ms. Allmond commented that this is a very sensitive and emotional issue, and the University community needs to know that we have rules in place to address the issue.

With no further business to discuss, the meeting was adjourned at 10:23 a.m.