

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Monday, March 28, 2022**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 1:00 p.m. on Thursday, March 28, 2022, 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*)
Omotomilola Jegede (*Student Representative*)

Absent from the Committee: Robert S. Corn
Peter G. Decker, III
Toykea S. Jones (*ex-officio*)

Committee member Lisa Smith observed the meeting via Zoom.

Also present: Brian O. Hemphill, President
Bruce Aird
Austin Agho
Annie Gibson
Casey Kohler
Donna Meeks
Chad Reed
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 1:22 p.m. and asked for approval of the minutes of the Governance Committee meeting held on December 9, 2021. Upon a motion made by Mr. Bradley and seconded by Ms. Allmond, the minutes were approved (*Ayes: Allmond, Bradley, Dickeski; Nays: None*).

BOARD OFFICER ELECTIONS

The Chair reminded Committee members that, in accordance with the Bylaws, the Governance Committee serves as the Board's nominating committee and recommends the process for Board officer elections for Board approval. Board members must have more than one year remaining in their terms or be eligible for reappointment in order to be considered for an officer position. The Rector or Vice Rector must be Virginia residents and officers may not hold the same office for more than one complete term (partial terms of one year or less are not included). Elections will be held at the June Board meeting and those elected will take office on July 1.

Board members who are eligible to be considered for office are Bruce Bradley, Rob Broermann, Bob Corn, Unwanna Dabney (if reappointed), Pete Decker, Jerri Dickseski, Larry Hill, Toykea Jones (non-Virginia resident), Murry Pitts (if reappointed), and Maurice Slaughter.

Mr. Bradley suggested that the Committee consider recommending someone for Vice Rector who has enough time left in his or her term to be eligible for consideration as Rector during the following election cycle. Ms. Dickseski agree and commented that it would provide a shadowing opportunity for the Vice Rector to prepare to become Rector.

The process to be followed is to solicit nominations from the Board, meet to propose a slate of officers that is sent out in advance of the June meeting, and then at the June meeting open the floor to additional nominations and vote on each officer position. The process needs Board approval before nominations are solicited.

PROPOSED BYLAWS REVISIONS

At the Chair's request, Ms. Meeks explained that the SACSCOC reviewers have requested that due process provisions be included in the Board's Bylaws under Section 2.03, "Removal." The legislation requires Board members to notify the Governor if a Board member fails to attend meetings of the Board for one year and/or SCHEV's orientation/training within the first two years of service without sufficient cause. Mr. Wilson added that the statute was crafted in a way that gives plenty of opportunity for a Board member to be heard, but is silent on notice.

In response to a question as to whether this action by the Board was discretionary, Mr. Wilson said it is mandatory as required by statute. The Board's secretary would notify the Rector and University Counsel if attendance is becoming an issue, and it is likely that the Rector at that time would have already had a conversation with the Board member before taking formal action to remove the member. While it is the Governor's final decision to remove a member, the Governor is required to conform his decision to what the Board voted.

Committee members agreed that ten days' notice would be sufficient, whereupon a motion was made by Ms. Allmond to approve the proposed language. The motion was seconded by Mr. Bradley and approved by the Committee (*Ayes: Allmond, Bradley, Dickseski; Nays: None*).

§ 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. If such situation arises, the Rector shall notify the Board member no less than ten days in advance that the Board will be discussing the Board member's non-attendance at Board meetings for one year without sufficient cause and/or the Board member's failure to participate in educational programs sponsored by SCHEV in the first two years of membership at an upcoming meeting without sufficient cause. The date, time and location of the meeting will be included in the notice as well as the Board member's right to attend to explain why there is sufficient cause for failing to attend. 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.

Ms. Meeks noted that this will need to be taken to the full Board at the June meeting since there is not enough time to give the required 30-day notice for the April Board meeting.

CONFLICT OF INTEREST CERTIFICATION FORM

Ms. Meeks explained that the Conflict of Interest Certification form has been requested by the SACSCOC reviewers as additional documentation for reaccreditation. Mr. Wilson explained that SACSCOC does not recognize that Virginia's Conflicts of Interests Act as transactional in that conflicts are identified as they arise out of the annual Financial Disclosure Statements that are submitted each year in January. So they were looking for something more from the Board as a way of acknowledging that members understand that the Act exists and they will make disclosures as required by law. With no objection from Committee members, the form will be taken to the full Board as a recommendation of the Committee in April.

PROPOSED POLICY REVISIONS

At the request of the Chair, Ms. Meeks stated the 19 policies on the agenda for Committee approval were proposed by the appropriate vice president(s), and reviewed by President Hemphill and University Counsel. Ms. Dickeski asked Mr. Wilson if the policies needed to be discussed and voted on separately. He suggested that since the proposed revisions were sent out in advance, the chair could ask if there is a need to discuss any particular policy prior to a vote.

In response to a question from Ms. Allmond about the Freedom of Expression policy and its reference to occupation of university facilities when the policy was last approved in 1973, Mr. Wilson stated that the revised policy references the University's Demonstrations Policy that describes in more detail the actual practice and use of the campus for free speech purposes. If the Board wishes to update and modernize the language of this policy, he suggested that it be done at another time, since approval now would satisfy the requirement for reaccreditation. Ms.

Dickseski added that Board policies will now be reviewed on regular, five-year interval, so there will be an opportunity to make additional changes if the Board desires. Ms. Meeks noted that links to referenced University and/or other Board policies are being added as the policies are revised.

Following discussion, upon a motion by Mr. Bradley and second by Ms. Allmond, the proposed revisions to policy 1101, Freedom of Expression, were approved (*Ayes: Allmond, Bradley, Dickseski; Nays: None*)

No discussion was requested on the proposed revisions to the remaining 18 policies, whereupon a motion was made by Mr. Bradley to approve the proposed revisions of the policies listed below. The motion was seconded by Ms. Allmond and approved (*Ayes: Allmond, Bradley, Dickseski; Nays: None*)

- 1011 – Freedom of Expression
- 1014 – Threat Assessment
- 1210 – Authority to Act on Behalf of the University
- 1240 – Resolution Concerning Employment
- 1401 – Initial Appointment of Teaching and Research Faculty
- 1414 – Policies and Procedures on Post-Tenure Review
- 1416 – Sudden Withdrawal and Prolonged Absence Due to Military Mobilization
- 1424 – Policy on Intellectual Property
- 1450 – Faculty Sanctions
- 1462 – Policy for the Review of Academic Programs, Departments or Colleges for the Purpose of Possible Curtailment or Discontinuance
- 1470 – Faculty Grievance Policy
- 1490 – Administrative and Professional Faculty
- 1502 – Student Rights and Freedoms
- 1602 – Disposition of Unclaimed or Abandoned Property
- 1630 – Statement of Responsibility Regarding University Investments
- 1631 – Spending Policy for Endowed Funds
- 1632 – Investment Authorization
- 1640 – Debt Management Policy
- 1650 – Guidelines for Old Dominion University Related Corporations

NEXT STEPS

At the request of the Chair, Ms. Meeks stated that there are some remaining Board policies required by SACSCOC for the Committee to review at upcoming meetings. These include some academic policies that the Faculty Senate requested further time to review and some financial policies for our new Vice President for Administration and Finance to review. Some of these will be ready for the Committee's next meeting in April or its meeting scheduled in May (the specific date will change due to the Chair's conflict on May 16) for approval by the Board in June. Board Policy 1530, Code of Student Conduct, will be presented to the Student Enhancement & Engagement

Committee for feedback at its meeting in April, and then to the Governance Committee in May. This will complete the review of those policies identified for SACSCOC reaccreditation. There remain about a dozen Board policies that were not identified by SACSCOC but are older than five years that will need to be reviewed by the Committee at subsequent meetings. The list of those policies will be provided at the Committee's meeting in April and proposed revisions shared as they become available.

The Chair expressed her appreciation to the Committee members in attendance as well as the staff who updated the 19 policies approved today.

Ms. Dickeski distributed the Board of Visitors Self-Assessment Survey results. She said that 13 out of 17 Board members completed the survey. The plan would be to spend time at the Board's retreat in August to discuss the results in more detail. She and the Rector will discuss whether to have this discussion facilitated by a third party. The Rector added that the results are positive and suggested that the Board come up with action items to address the feedback received, similar to the switch to two-day Board meetings to focus on strategic issues as a result of the prior year's feedback.

With no further business to discuss, the meeting adjourned at 1:52 p.m.