

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, April 21, 2022**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 11:30 a.m. on Thursday, April 21, 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*)
Toykea S. Jones (*ex-officio*)
Robert S. Corn
Peter G. Decker, III
Lisa B. Smith
Omotomilola Jegede (*Student Representative*)

Also present:

Brian O. Hemphill, President
Austin Agho
Donna Meeks
Tom Odom
Chad Reed
Ashley Schumaker
Amanda Skaggs
Don Stansberry
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 11:00 a.m. and asked for approval of the minutes of the Governance Committee meeting held on March 28, 2022. Upon a motion made by Mr. Decker and seconded by Ms. Allmond, the minutes were approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

BOARD OFFICER ELECTIONS

The Chair reviewed the process for soliciting nominations for Board officer elections that had been discussed by the Committee at its last meeting. She noted that the Bylaws requires Board approval of the proposed process as a recommendation of the Committee. Upon a motion made by Ms. Smith and seconded by Ms. Allmond, the proposed process was approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

- Following April 22 Board meeting, Governance Committee Chair will send email to Board members soliciting nominations for Board officers and not those who are eligible for consideration
- Nominations due to the Chair by May 6
- Governance Committee meets on May 11 to discuss nominations and agree on a proposed slate of officers to present to the Board on June 3
- Proposed slate of officers will be shared with the Board when the June 2-3 meeting materials are published in OnBoard
- Following presentation of the proposed slate of officers on June 3, nominations for each office will be taken from the floor and each office voted on separately

BOARD OF VISITORS CODE OF ETHICS

The Chair called on Donna Meeks who stated that the SACSCOC reviewers had requested that the Board review and approve the Board's Code of Ethics. The Code of Ethics was originally approved by the Board as required by statute in 2013. A motion was made by Mr. Decker to approve the Code of Ethics with no changes. The motion was seconded by Mr. Bradley and was approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

Code of Ethics

Integrity is one of the core values of Old Dominion University. Thus, we are committed to lawful and ethical behavior in all of the University's activities. At ODU, we insist that all members of the university community – board members, employees, students, and volunteers – comply with all laws, regulations, policies, and ethical norms applicable to them. More generally, we are to be honest, fair, and trustworthy ourselves and to take care that other members of the university community are as well.

The Board of Visitors of Old Dominion University acknowledges the Code of Ethics established for its employees, students, volunteers and vendors ([University Policy 1002 – Code of Ethics](#)), and adopts its own Code of Ethics for members of the Board.

We, as members of the Old Dominion University Board of Visitors, will:

- Obey the laws, regulations, and policies applicable to our positions and university-related activities;
- Utilize our best efforts to protect and preserve university resources and ensure their proper use;
- Avoid both conflicts of interests and the appearance of such conflicts;
- Promptly complete Conflict of Interest Training and Certification as required for board membership;
- Safeguard confidential information;
- Make procurement decisions impartially and objectively;

- Ensure, through open communication with the University's internal and state auditors, that effective internal controls are in place to safeguard the transactional integrity of our activities;
- Treat other members of the University community with dignity and respect;
- Ensure, through the establishment of appropriate policies and procedures, that enforceable measures are in place to protect members of the University community from illegal discrimination or harassment; and
- Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

This Code of Ethics was adopted by the Board of Visitors of Old Dominion University on April 22, 2022.

REINSTATEMENT OF BOARD OF VISITORS POLICY 1810

Al Wilson, University Counsel, explained that this Board policy had been approved by the Board for removal in December to be replaced by an administrative-level policy. However, in reviewing the replacement policy it was discovered that a new statute went into effect in 2020 that requires a board-level policy. The policy is being recommended for reinstatement with some minor revisions. Upon a motion made by Ms. Smith and seconded by Ms. Allmond, the following policy was approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Jones, Smith; Nays: None*).

NUMBER: 1801

TITLE: Development Policy

APPROVED: August 14, 1981; Revised June 19, 1986; Revised June 12, 2014; Revised April 22, 2021; Revised April 22, 2022

I. General Policies

- A. Solicitation for gifts for the university or any of its colleges, schools, departments, centers, institutes, or programs must have the prior written approval of the president or a designated representative and comply with the following Code of Virginia statute: §23.1-1304.1, Governing board; additional duties; policy; acceptance of terms and conditions associated with donations, gifts, and other private philanthropic support.
- B. Private gifts or grants which entail a commitment on the part of the university may not be accepted without the written approval of the president or a designated representative.
- ~~C. All gifts shall be received, recorded, and acknowledged by the Office of University Advancement of the University.~~
- C. Private gifts or grants are received and acknowledged on behalf of the university by the Old Dominion University Educational Foundation, Old Dominion Athletic Foundation, Old Dominion University Real Estate Foundation, Old Dominion University

Community Development Corporation, and the Old Dominion University Museum Foundation. The university (as opposed to the foundations) receives gifts when specifically requested by a donor and when it is in the best interest of the university to do so.

- D. The president of the university shall establish policies to provide for the orderly and prudent transfer of funds from the foundations to the university.
- E. The president of the university may establish additional policies governing the solicitation or acceptance of gifts in the name of the university.
- F. The President or his designee shall inform and seek the approval of the Board of Visitors ~~of shall be informed of and approve~~ gifts that direct academic decision-making or gifts of \$1,000,000 or more that impose a new obligation on the university, excluding gifts for scholarships or other financial aid.

II. Commemorative Gift Opportunities

A. Named Facilities

A building, a room, a space, or an area on campus may be named to recognize a substantial gift. This is provided for in the Board of Visitors' policy on the Naming of University Buildings, Building Spaces, or Areas.

B. Named Programs

A college, school, department, center, or institute may be named by the Board of Visitors to recognize a substantial endowment gift.

C. Eminent Scholars

The Commonwealth of Virginia established the eminent scholars program in 1964 to encourage endowment gifts to attract and retain outstanding faculty. The program provides state funds to match the income from endowments established for this purpose. Virginia was the first state to establish such a program. Old Dominion University has participated in this program from its inception and encourages such endowment gifts.

D. Named Chair

A chair may be named in recognition of an endowment gift sufficient to provide for a significant salary supplement. Ideally, such an endowment would provide for administrative, travel, and research support in addition to compensation.

E. Named Professorship

A professorship may be named in recognition of an endowment gift for a salary supplement sufficient to attract and retain a distinguished scholar.

F. Named Visiting Scholar or Artist

A visiting scholar or artist may be named in recognition of an endowment gift sufficient to provide for the cost of such a program.

G. Named Lectureship

A lectureship or lecture series may be named in recognition of an endowment gift sufficient to provide for the honorarium and expenses related to the lecture.

H. Named Fellowship

A fellowship may be named to recognize an endowment gift to provide for tuition and fees assistance and a research stipend for a graduate student.

I. Named Scholarship

A scholarship may be named to recognize an endowment gift to provide for tuition and fees assistance for an undergraduate student. An athletic grant-in-aid may be named to recognize an endowment gift to provide for tuition, fees, room and board, and books assistance for a student-athlete.

J. Other Named Funds

The president of the university may establish other named funds such as library or book funds, loan funds, or prize funds when a gift or gifts are sufficient to meet an objective of the university.

PROPOSED POLICY REVISIONS

Before presenting six policies for approval, the Chair noted that, to date, the Committee had reviewed and recommended 33 policies for Board approval, including 24 of the 29 recommended for review for the SACSCOC reaccreditation. She expressed her appreciation to the committee members, President Hemphill and staff who contributed to this accomplishment. Of the five remaining policies, two are anticipated to be ready for review at the Governance Committee's meeting in May for approval by the Board in June, two are deferred pending the results of the strategic planning process, and one is pending the work of the Committee's Naming Subcommittee.

The following policies, with proposed revisions as applicable, were presented to the Committee and, with no objection, were voted on as a group. Upon a motion made by Mr. Decker and seconded by Ms. Smith, the policies were approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Jones, Smith; Nays: None*).

NUMBER: 1621
TITLE: Asset and Surplus Property Disposition
APPROVED: September 9, 2005; Revised September 13, 2012

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act.~~

Pursuant to §23-38.88.1-1002, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits, subdivision ~~AB~~1 states that “a public institutions of higher education ~~may shall be eligible to~~ dispose of their surplus materials at the location where the surplus materials are held and to retain any proceeds from such disposal as provided in subdivision B14 of §2.2-1124, provided that the responsible University area Board of Visitors adopts policies and procedures for handling surplus property. These policies and procedures must incorporate Code requirements regarding donations, and the reporting of proceeds from the sale of recycling of surplus materials, and a copy of such policies and procedures must be made available to the Department of General Services upon request.

II. Board of Visitors Policy

It is the policy of the Board of Visitors to optimize the University’s return-on-investment in assets, while maximizing the useful life of same. The *Asset and Surplus Property Disposition Policy* establishes guidelines and procedures for the centralized control for the disposition of excess, obsolete, salvageable, or damaged University assets, to include (i) capitalized inventory, (iii) equipment trust fund (ETF) inventory, (iii) non-capitalized inventory with salvage value, (iv) non-capitalized inventory without salvage value, and (v) donated equipment or inventory.

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and; implementation of and compliance with this policy. ~~The Vice President for Administration and Finance may delegate this authority by letter.~~

The Department of Procurement Services shall maintain all records to identify asset sales and disposals with annual reports developed to summarize revenue generated by the surplus program.

IV. Definitions

A. ~~Asset~~ Any tangible personal property owned by the University, either with or without value, ~~excluding real property.~~

- ~~B. Budget Unit—A University agency, college, department, office or school to which a budget unit number has been assigned by the University=s Budget Office.~~
- ~~C. Capitalized Assets—All assets carried on the University=s inventory, which is managed and reported the Department of Procurement Services with a dollar value greater than \$5,000.00.~~
- ~~D. Disposal/Disposition—The sale, replacement, trade-in, transfer, loan, scrap, discard or any other means of disposing of assets.~~
- ~~E. Equipment Trust Fund (ETF)—Assets purchased with annual Commonwealth provided ETF monies, having a minimum purchase value of \$500.00, and owned by the University for the time as specified by the Commonwealth.~~
- ~~F. Non-Capitalized Assets with Salvage Value—Assets which no longer serve a functional purpose for the *Organization*, but which may be of use to another budget unit, or may be auctioned, sold, transferred, or otherwise exchanged for value.~~
- ~~G. Non-Capitalized Assets without Salvage Value—Assets which no longer serve a functional purpose for the *Organization*, **and** have no market or resale value, or have no value for any other organization.~~
- ~~H. Organization—University budget units responsible for inventory, care, control, custody and maintenance of *capitalized or non-capitalized assets*.~~
- ~~I. Surplus Assets—Any excess, obsolete, salvageable or non-salvageable capitalized or non-capitalized assets which are sold, replaced through the budget process, transferred or loaned to another organization, scrapped, discarded or otherwise removed from service by any other means of disposal. ETF assets age cannot be placed in surplus and must be retained by the organization for the time as specified by the Commonwealth.~~

~~V. Specific Requirements~~

~~A. Organization Responsibilities:~~

~~The organization and their budget unit directors shall be responsible for the inventory, care, control, custody and maintenance of University assets purchased for and/or assigned to their respective budget units, and, except as otherwise set forth herein, written authorization from the Department of Procurement Services shall be obtained prior to the disposition of University assets and inventory, as described herein.~~

~~B. Disposal Methods:~~

~~The Department of Procurement Services may use any of the following methods to dispose of *surplus assets*:~~

- ~~1. Auction—Primarily used for the disposal of large pieces of equipment, vehicles, and rolling stock, and will include both on-site and electronic auctioning;~~

~~2.—Competitive Bids—Both sealed and unsealed, to be determined based on the surplus asset value;~~

~~3.—Donations—The University may donate surplus assets for:~~

~~a.—Emergencies declared in accordance with *Code of Virginia*, §44-146.18.2 or §44-146.28; or~~

~~b.—As set forth in the budget bill as defined by *Code of Virginia*, §2.2-1509, provided the conditions therein are met.~~

~~4.—Loan—Temporary use of the surplus asset is granted to a Budget Unit other than the Organization, or, with prior written approval from the Executive Director of Construction and Procurement Services, to another public entity or not-for-profit organization;~~

~~5.—Negotiated Sale—Primarily for circumstances when, despite efforts at public auctions, competitive bids or set price sales, asset has not been sold.~~

~~6.—Set Price Sales—Surplus Assets are offered to the public at predetermined "set prices";~~

~~7.—Transfer—Used to transfer to another *public agency* for a negotiated price or, with written justification, at no cost.~~

~~C.—Surplus Asset Disposition Forms:~~

~~The Organization shall record the disposition of all surplus assets on the *Property Control Equipment Turn-In Form*. A copy of this form may be obtained from the Department of Procurement Services' website.~~

~~D.—Determination of Surplus Asset Value:~~

~~The determination of the salvage value of all surplus assets and inventory shall be the sole responsibility of the Department of Procurement Services.~~

~~E.—Recycling of Surplus Assets or Materials:~~

~~The University strongly encourages, when appropriate, the recycling of surplus assets and materials. The Department of Procurement Services will coordinate these type efforts with the University's Office of Environmental Health & Safety, and other state and federal agencies as required.~~

~~F.—Proceeds from Surplus Asset Disposition or Recycling of Surplus Materials:~~

~~All proceeds from the disposition or recycling of surplus assets and inventory, with the exception of associated costs for surplus disposal preparation and transfer, will be collected and recorded by the Department of Procurement Services, and deposited into the appropriate University accounts.~~

NUMBER: 1622

TITLE: Authority to Contract with Local Building Official for Design Review and Inspections of Capital Projects

APPROVED: September 22, 2006

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act.~~

~~Pursuant to §23.1-1002 38.88, *Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits*, subdivision AB2 states that a public institutions of higher education may shall, be eligible "to have the option, as provided in "pursuant to the conditions of Subsection C of §2.2-1132, and pursuant to the conditions and provision under such subsection to, contract with a building official of the locality in which the construction is taking place and for such official to perform any inspection and certifications required for the purpose of complying to comply with the Uniform Statewide Building Code (§36-97 et seq.), pursuant to subsection C of §36-98.1."~~

II. Board of Visitors Policy

It is the policy of the Board of Visitors of Old Dominion University to utilize the City of Norfolk, Department of Planning, or that of any municipality within which the University currently has or may require facilities, as its building official to perform all design review and inspections of capital projects in order to ensure compliance with the Uniform Statewide Building Code when where permitted and deemed appropriate. The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall determine the appropriateness for use of the City of Norfolk, Department of Planning, for any authorized project that achieves the University's best interests.

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with of this policy. ~~The Vice President for Administration and Finance may delegate this authority by letter.~~

~~IV. Procedures~~

~~The University shall:~~

~~A. Comply with the requirements of the Virginia Public Procurement Act ('2.2-4300 et seq.);~~

~~B. Meet the goals as established in *Eligibility of Restructured Financial and Administrative Operational Authority* ('23-38.99, Subdivision B);~~

~~C. With the exception of the use of the City of Norfolk, Department of Planning, as the University's Building Official, the University shall comply with the design review process as described in the Commonwealth of Virginia "Construction and Professional Services Manual;"~~

~~D. Utilize General Terms and Conditions for those forms of procurement as approved by the Department of General Services and the Office of the Attorney General;~~

~~E. Follow all guidelines established by the Secretary of Administration; and~~

~~F. Follow all administrative procedures established by the Department of General Services.~~

NUMBER: 1623

TITLE: Administration of Capital Outlay Non-General Fund Construction Projects Under Level II Delegated Authority

APPROVED: September 9, 2005; Revised June 14, 2012

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act.~~

Pursuant to §23.1-100238.88, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits, subdivision ~~AB~~3 states that a “public institutions of higher education that ~~has~~ have in effect a signed memorandum of understanding with the Secretary of Administration regarding participation in the non-general fund decentralization program as set forth in the appropriation act, as provided in Subsection C of §2.2-1132 ~~to~~ enter into contracts for specific construction projects without the preliminary review and approval of the Division of Engineering and Buildings of the Department of General Services, provided such institutions are in compliance with the requirements of the Virginia Public Procurement Act (§2.2-4300 et seq) and utilize the general terms and conditions for those forms of procurement approved by the Division of Engineering and Buildings and the Office of the Attorney General.”

The ~~2016~~ 2008 General Assembly session recodified the higher education Title of the Code, which, and the Governor approved, Chapters 824 and 829 of the Acts of Assembly of Virginia. These are two identical Acts that amended and re-enacted §23.1-100338.90 of the Code of Virginia providing that:

~~“Effective July 1, 2008, any Each~~ public institution of higher education that meets the state goals set forth in subsection A of §23.1-1002 may enter into a memorandum of understanding with the appropriate Cabinet Secretary ~~or Secretaries~~, as designated by the Governor, for restructured additional operational authority in any operational area adopted by the General

Assembly in accordance with law, provided that the authority granted in the memorandum of understanding is consistent with the institution's ability to manage its operations in the particular ~~area or areas.~~"

~~To promulgate expanded operational authority in the area of procurement, Old Dominion University entered into a memorandum of understanding (MOU) with the Secretary of Administration in July, 2009, which was renewed in April, 2012, for a term of five years, with automatic renewals of five year terms thereafter. Among other powers, this MOU grants the University additional operational authority in the area of procurement as authorized by Chapters 824 and 829. The legislation required that the University adopt the "Rules Governing Procurement of Goods, Services, Insurance and Construction by a Public Institution of Higher Education of the Commonwealth of Virginia" (the "Rules") contained in Attachment I of §3.0 in lieu of the Virginia Public Procurement Act (VPPA).~~

~~Pursuant to §23-38.90, specifically under §3.0 IV.5.E., Implementation, the University is exempt from use and oversight of many Commonwealth policies and agencies, including specific sections of the Virginia Public Procurement Act (VPPA), Department of Blind and Vision Impaired (VIB), and the Division of Purchases and Supplies of the Virginia Department of General Services (DPS/DGS). Additionally, and more specifically related to this policy, pursuant to the same section of §3.0 IV.5.E., Implementation, the University is also exempt from the oversight of the Division of Engineering and Buildings of the Virginia Department of General Services, as follows:~~

~~*any other state statutes, rules, regulations, or requirements relating to the procurement of goods, services, insurance and construction, including but not limited to Article 3 (§2.2-1109, et seq.) of Chapter 11 of Title 2.2, regarding the duties, responsibilities, and authority of the Division of Purchases and Supply of the Virginia Department of General Services, and Article 4 (§2.2-1129 et seq.) of Chapter 11 of Title 2.2, regarding the review and the oversight by the Division of Engineering and Buildings of the Virginia Department of General Services of contracts for the construction of the Institution's capital projects and construction-related professional services."*~~

II. Board of Visitors Policy

Having signed Memoranda of Understanding (MOU) with the Secretary of Administration concerning the administration of capital outlay construction contracts under the Non-general Fund Decentralization Program, and an additional MOU for Level II delegated authority, it is the policy of the Board of Visitors that the University administers such contracts in accordance with those MOUs and any properly approved amendments thereto. It is also the Board's policy that the administration of non-general fund capital outlay projects adheres to the requirements of the "~~Rules Virginia Public Procurement Act~~", ~~the Purchasing Manual for Institutions of Higher Education and their Vendors (the Higher Ed Manual)~~ and incorporates the procurement forms and terms and conditions approved by the Division of Engineering and Buildings and the ~~Commonwealth's Office of~~ the Attorney General.

~~The Vice President for Administration and Finance shall have the authority to approve the use of alternative delivery methods for non-general fund projects.~~

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with of this policy. The Vice President for Administration and Finance may delegate this authority by letter.

IV. Definitions

- A. ~~Alternate Project Delivery Methods — Design Build and Construction Management services as defined herein and in §4 of the “Rules”.~~
- B. ~~BCOM — The Commonwealth’s Bureau of Capital Outlay Management, an entity of the DGS reporting to DEB.~~
- C. ~~Construction — Building, altering, repairing, improving or demolishing any structure, building or highway, and any draining, dredging, excavation, grading or similar work upon real property.~~
- D. ~~Construction Management — Services provided under a contract with the Owner, which generally include coordinating and administering construction contracts for the benefit of the Owner, but may also include, if provided in the contract, furnishing construction services to the Owner.~~
- E. ~~CPSM — The Commonwealth’s Construction and Personal Services Manual issued by BCOM~~
- F. ~~DEB — The Commonwealth’s Division of Engineering and Buildings which reports to DGS.~~
- G. ~~DGS — The Commonwealth’s Department of General Services which reports to the Secretary of Administration.~~
- H. ~~Design Build — Services under a contract with the Owner in which the party contracting with the public body agrees to both design and build the structure, roadway or other item specified in the contract.~~
- I. ~~Professional Services — As used in these procedures, the services of licensed architects, engineers and other professionals as defined in the “Rules”.~~

NUMBER: 1624

TITLE: Exercise of Autonomy for Certain Real Property Transactions

APPROVED: September 9, 2005; Revised April 8, 2010; Revised June 12, 2014

I. Background

The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allowed public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act. The Act was updated under Chapter 10 of Virginia Code §23.1.

Section 4-5.08c of Chapter 912 of the 1996 Acts of the General Assembly delegated to the University the authorities otherwise granted to the Governor and the Department of General Services under Virginia Code §2.1-504.2 (now §2.2-1149) allowing the University to approve operating leases under policies, procedures and guidelines developed by the University and approved by the Secretaries of Finance and Administration. The authority has been carried-over in each subsequent year, and the §4-5.08c.1 of the 2003 Act expands the delegation to include income leases.

Pursuant to §23.1-100223-38.88, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits, subdivisions AB4 through AB7 grants public institutions of higher education the authority to:

1. Acquire easements as provided in subdivision 4 of § 2.2-1149;
2. Enter into an operating/income lease or capital lease pursuant to the conditions and provisions provided in subdivision 5 of § 2.2-1149;
3. Convey an easement pertaining to any property such institution owns or controls as provided in subsection C of § 2.2-1150; and
4. Sell surplus real property valued at less than \$5 million, which is possessed and controlled by the institution as provided in with subdivision C 2 of § 2.2-1153.

In addition, the University, from time to time, is delegated authority by Executive Order to approve certain acquisitions of fee interest in real property required to support certain delegated capital construction projects.

II. University's Organizational Structure

The structure for administering and performing each delegated function is as follows:

- A. President or designee:
1. With prior approval of the Board of Visitors, execute real property sales purchase contracts, real property sales deeds, and sale of real property transactions.
 2. Execute real property purchase contracts, real property purchase deeds, and purchase of real property transactions.
 3. With prior approval of the Board of Visitors, execute capital lease transactions conducted with the Old Dominion University Real Estate Foundation.
 4. Execute non-capital lease and easement transactions conducted with the Old Dominion University Real Estate Foundation.
 5. With prior approval of the Board of Visitors, execute non-capital leases greater than \$150,000 per year.
- B. Vice President for Administration and Finance or designee:
1. Execute non-capital leases of less than \$150,000 per year and easements except those lease and easement transactions conducted with the Old Dominion University Real Estate Foundation.
 2. Approve all capital leases except those lease and easement transactions conducted with the Old Dominion University Real Estate Foundation.
 3. Approve real property sales and purchase contracts, real property deeds, and sale and purchase of real property transactions.
- C. ~~Director of~~ Assistant Vice President Facilities Management and Construction:
1. Expenses Leases - Approve all non-capital leases, lease justifications and waivers of solicitation and document the reasons, and ensure compliance with approved guidelines and applicable law.
 2. Income Leases - Approve all leases and waivers (and document the reasons a particular waiver is required), and ensure compliance with approved guidelines and applicable law.
 3. Income Leases (Communication Towers) - Approve all leases and waivers (and document the reasons a particular waiver is required), and ensure compliance with approved guidelines and applicable law.
 4. Capital Leases - Provide all leases and waivers for approval to the Vice President for Administration and Finance of designee, and ensure compliance with approved guidelines and applicable law.

5. Acquisition of Fee Interest - Recommend approval of purchase contracts; approve appraisals, environmental surveys and title reports and title insurance documents; and ensure compliance with approved guidelines and applicable law.
 6. Sale of Property (\$5M or less) - Provide purchase contracts for approval to the Vice President for Administration and Finance of designee; approve appraisals, environmental surveys and title reports and title insurance documents; and ensure compliance with approved guidelines and applicable law
 7. Acquisition of Easement Interest - Recommend approval of deeds of easement; approve appraisals, environmental surveys and title reports and title insurance documents; and ensure compliance with approved guidelines and applicable law.
 8. Granting of Easement Interest - Recommend approval of deeds of easement; approve appraisals, environmental surveys and title reports and title insurance documents; and ensure compliance with approved guidelines and applicable law.
 9. Perform market surveys and prepare lease recommendations, conduct or provide guidelines in the conduct of solicitation and negotiations as set forth in the University's approved guidelines.
- D. Assistant Attorney General and University Counsel: Approve leases, sales contracts, deeds, and easements as to form.

III. Policies and Procedures

- A. Expense Leases - The guidelines for leasing real property for the University outlined in Chapter 1 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- B. Income Leases - The guidelines for leasing real property from the University outlined in Chapter 2 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005 are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- C. Income Leases - Communications Towers - The guidelines for leasing real property from the University for the purpose of erecting communications towers or attaching communications equipment to existing buildings in Chapter 3 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors.

Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.

- D. Capital Leases - The guidelines for capital leasing real property for the University outlined in Chapter 4 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- E. Acquisition of Fee Interests - The guidelines for acquiring fee interest in real property outlined in Chapter 5 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- F. Sale of Property (\$5M or less) - The guidelines for selling real property valued at \$5 million or less outlined in Chapter 6 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- G. Easements for the Benefit of the University - The guidelines for acquiring easements for the benefit of the University outlined in Chapter 7 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- H. Easements for the Benefit of Others - The guidelines for granting easements for the benefit of others outlined in Chapter 8 of *Restructuring Plan Level I, Real Estate Manual* dated July 19, 2005, are hereby adopted. The Guidelines shall not be altered or amended without approval of the Board of Visitors. Notwithstanding the guidelines as hereby adopted, it is the responsibility of the University to ensure that all applicable existing and future laws are followed.
- I. Records and Reviews - All records and documentation will be maintained and filed in an accessible manner and made available for review at any time. Copies of all executed leases and other real estate instruments will be forwarded to the Bureau of Real Property Management within ninety (90) days following execution.

NUMBER: 1625

TITLE: Certification of Small, Women, and Minority-Owned Business Enterprises

APPROVED: September 9, 2005

I. Background

Pursuant to ~~§23.1-1002-38.88, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits~~, subdivision ~~AB8~~ states ~~that~~ “for purposes of compliance with ~~§2.2-4310,~~” a public institution of higher education ~~that meets the conditions prescribed in subsection B of 23-38.88~~ may “procure goods, services, and construction from vendors ~~identified by such public institutions of higher education that the institution has certified as a small, women-owned, or and~~ minority-owned business enterprises ~~that the institution has certified as such based on criteria approved by the Department~~enterprise pursuant to the conditions and provisions in ~~§2.2-1609.~~” An institution exercising the authority granted by this section shall establish and follow internal procedures and processes designed to verify whether or not a vendor qualifies to be certified as a small, women-owned, ~~and-or~~ minority-owned business enterprise under the Department approved criteria and the certification requirements.

II. Board of Visitors Policy

It is the policy of the Board of Visitors to support the Commonwealth’s Small, Women-owned, and Minority-owned business (SWaM) program. Old Dominion University has chosen not to develop its own SWaM certification program but to utilize the ~~Virginia Department of Minority Business Enterprise (DMBE)-Small Business and Supplier Diversity (SBSD)~~certification program for identifying and reporting procurement activity with small, women-owned, and minority-owned (SWaM) business enterprises. The University shall report certified SWaM utilization as required by the Commonwealth of Virginia.

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with this policy. ~~The Vice President for Administration and Finance may delegate this authority by letter.~~

IV. ~~Procedures~~

~~Old Dominion University staff shall direct all SWAM vendors to the DMBE website to apply for certification. All SWAM reports will be developed utilizing the DMBE SWAM database, and submitted per the schedule and format provided by DMBE.~~

NUMBER: 1627

TITLE: Procurement Reporting Exemption

APPROVED: September 9, 2005; Revised June 17, 2010; Revised July 1, 2019

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operation authority as described in subdivisions A1 through A13 of Section 23-38.66 of the Act.~~

Pursuant to ~~§23.1-1002-38.88~~, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Authority, subdivision ~~AB~~11 states that ~~for~~ a public institution of higher education ~~to~~ may “be exempt from reporting its purchases to the Secretary of Education, provided that all purchases, including sole source purchases, are placed through the Commonwealth’s electronic procurement system using proper system code for methods of procurement.” ~~the Board of Visitors shall establish policies and procedures that provide for compliance with the Commonwealth's Purchase Program Standards for Electronic Payment.~~

II. Board of Visitors Policy

It is the policy of the Board of Visitors for Old Dominion University to utilize eVA as its primary procurement tool, supplemented by the small purchase charge card, including receipt of requisitions, source for quotes via Quick Quote, Invitation for Bids and Request for Proposals when available, and shall award all formal contracts in eVA in compliance with the Commonwealth of Virginia objectives.

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with this policy. ~~The Vice President for Administration and Finance may delegate this authority by letter.~~

~~IV. Procedures~~

~~A. Business Rules~~

- ~~1. All non-exempt procurement transactions \$5,000 or greater shall be entered into eVA, unless otherwise approved by Procurement Services.~~
- ~~2. Transactions under \$5,000 may be processed via petty cash (up to \$200), small purchase charge card (SPCC), Purchase Authorization Form (PA01), or eVA.~~

- ~~3. SPCC authorization in excess of \$5,000 may be granted by Procurement Services for special needs as petitioned by University departments after approval from the Department of Accounts (DOA).~~
- ~~4. eVA users are authorized to utilize SPCC up to \$5,000 per procurement.~~
- ~~5. QuickQuote shall be utilized for all non-exempt, non-contract procurements in excess of \$5,000 and shall be encouraged below \$5,000, unless otherwise approved by Procurement Services, to increase competition and potential SWAM spend.~~
- ~~6. Procurement Services shall have authority to award contracts to SWAM vendors up to \$10,000 if prices/fees are fair and reasonable.~~
- ~~7. eVA eProcurement tools shall be utilized for all non-exempt, non-contract procurements in excess of \$100,000.~~
- ~~8. Procurement Services shall use new eProcurement tools as they are made available and shall cooperate with the Department of General Services (DGS) in development, enhancement and/or pilot programs to support improvement in eVA.~~
- ~~9. Quarterly spend reports shall be generated by the Director of Procurements Services and submitted to the Department of Small Business and Supplier Diversity (DSBSD).~~

~~B. Exemptions~~

~~Old Dominion University recognizes the exempt categories as defined by Department of General Services in the Agency Procurement and Surplus Property Manual, Section 14.9.b.~~

~~C. Procurement Procedures for Procurement Services (Centralized Purchasing Officers) are as follows:~~

~~1. Contract Purchases~~

~~a. Orders may be issued using:~~

- ~~(1) SPCC up to cardholder's transaction limit.~~
- ~~(2) eVA Requisition (contract number must be referenced in contract number field). Orders for more than \$5,000 will automatically be forwarded to Procurement Services via eVA for review/approval.~~

~~2. Non-Contract Purchases — only to be used when a contract is not available~~

~~a. SPCC — \$0 to \$5,000 (not required to be entered in eVA)~~

~~Obtain one quote, utilizing SWAM vendors to the maximum extent practicable. (SWAM means small, woman and minority owned businesses as adopted by Executive Order 20 and certified by the Department of Small Business and Supplier Diversity)~~

~~b. eVA — \$0 to \$5,000~~

~~Obtain one quote from an eVA registered vendor, utilizing SWAM vendors to the maximum extent practicable.~~

~~c. eVA Quick Quote — \$5,000 to \$100,000~~

~~(1) Orders for more than \$5,000 will automatically be forwarded to Procurement Services via eVA for review/approval.~~

~~(2) Purchasing Officers may not de-select a small, minority or woman owned business from the bidder list generated by eVA.~~

~~d. Sole Source — Sole source procurements shall be purchases for which only one source is practicably available.~~

~~(1) Orders may be issued using:~~

~~a) eVA Requisition — Orders for more than \$5,000 will automatically be forwarded to Procurement Services via eVA for approval and shall have sole source justification form electronically attached. Sole source form on Procurement Services' webpage under Forms.~~

~~b) SPCC up to cardholder's transaction limit. Justification shall be attached to the cardholder's copy of the monthly log.~~

~~e. Emergency — Emergency purchases occur when an immediate purchase is required to protect life, safety or property, to prevent substantial economic loss or prevent interruption of services.~~

~~(1) Order may be issued using:~~

~~a) eVA Requisition — Orders for more than \$5,000 will automatically be forwarded to Procurement Services via eVA for review/approval and shall have emergency justification form electronically attached. Emergency form on Procurement Services' webpage under Forms.~~

~~b) SPCC up to cardholder's transaction limit. Justification shall be attached to the cardholder's copy of the monthly log.~~

STANDING COMMITTEE CHARTERS

The Chair said that the only standing committee of the Board that currently has a Charter is the Audit & Compliance Committee. According to best practices, a committee charter should include the committee's charge or mission statement; authority and responsibilities of the committee; composition, including guidelines for appointing members, committee chair and any professional staff relationships; when and how meetings will be held, how meeting agendas will be handled, how minutes will be drafted, reviewed and approved; and quorum requirements. She proposed that Governance Committee assign the development of charters for the remaining six standing committees for their review in June and then subsequent review by the Governance Committee and approval by the Board in September.

In response to a question from Mr. Bradley, Ms. Meeks said that charters existed for some of the committees many years ago but having each committee establish or re-establish them will bring the Board in compliance with AGB best practices as well as the Board's revised Bylaws. Ms. Skaggs added that it is standard for audit committees to have charters that lay out the expectations of the committee. AGB has several examples of committee charters that can be provided to the chairs and vice presidents. She noted that the Audit & Compliance Committee Charter addresses how the committee will be evaluated and suggested that be included in the other charters as well. Their Charter is also reviewed on an annual basis but it is not a requirement and the other committees may not review their charters that frequently. Ms. Dickseski added that committee charters will also be a good tool for laying out responsibilities for new board members.

Ms. Jones asked if charters are required for subcommittees, for example, the Marketing Subcommittee. It was clarified that the Bylaws state that only the standing committees must have charters.

NEXT STEPS

The Governance Committee is scheduled to meet in May and will focus on discussing a proposed slate of officers for election in June. At its meeting in June, the Committee will review a proposed Charter and review two policies required by SACSCOC. There still remains a short list of policies that are older than five years but were not required by SACSCOC, so the Committee will continue that review in the fall and then will continue the regular five-year review of the policies.

Mr. Bradley thanked Ms. Dickseski and Ms. Meeks for all the work that went into the policy review process. Ms. Dickseski also recognized President Hemphill for his leadership and Ms. Skaggs and the vice presidents for their support.

With no further business to discuss, the meeting was adjourned at 11:47 a.m.