OLD DOMINION UNIVERSITY

TO: Board of Visitors Governance Committee Members

Jerri F. Dickseski, Chair
Kay A. Kemper, Vice Chair
R. Bruce Bradley *(ex-officio)*
P. Murry Pitts *(ex-officio)*
E.G. Middleton, III

FROM: Ashley Schumaker
Chief of Staff and Vice President for Strategic Operations

DATE: November 17, 2023

SUBJECT: November 30, 2023, Meeting Agenda

The Board of Visitors Governance Committee will meet on Thursday, November 30, 2023, from 4:30-5:00 PM in the Board Room of the Kate and John R. Broderick Dining Commons.

The agenda and supporting materials are enclosed.

AGENDA

I. Call to Order

II. Approval of Minutes of September 15, 2023, Governance Committee Meeting

III. 2024 Board of Visitors Self-Assessment Survey

IV. Proposed Bylaws Revisions

V. Proposed Revisions to Board Policy 1412, Promotion in Rank

VI. Update on Board Policy 1411, Tenure

VII. Next Steps

A. Board Officer Elections

B. Remaining Policies with 2023 Review Date

- 1420 – Faculty Salary Increments

C. Policies Due for Review in 2024

- 1106 – Public Comment on Undergraduate Tuition and Mandatory Fee Increases

Overview - 2023 Board of Visitors Self-Assessment Survey 12 of 17 Submittted - 6 Categories - 54 Questions Overall Score 4.57/5	
Knowledge of Old Dominion University	4.13
Fiduciary Responsibilities	4.71
Board Experience and Service	4.66
Committee Meetings	4.75
Board Performance	4.62
General Comments	

Knowledge of Old Dominion Univesity - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=13 4.08/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I have a clear understanding of ODU's Mission and Srategic Plan **(4.83)**	10	83.3%	2	16.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(2) I am well informed about ODU's educational programs and academic quality **(4.50)**	7	58.3%	4	33.3%	1	8.3%	0	0.0%	0	0.0%	12	100.0%
(3) I understand the needs, concerns, and perspectives of our students **(3.92)**	2	16.7%	6	50.0%	3	25.0%	0	0.0%	1	8.3%	12	100.0%
(4) I understand the needs, concerns, and perspectives of our alumni **(3.67)**	2	16.7%	6	50.0%	3	25.0%	0	0.0%	1	8.3%	12	100.0%
(5) I understand the needs, concerns, and perspectives of our faculty **(3.58)**	0	0.0%	8	66.7%	3	25.0%	1	8.3%	0	0.0%	12	100.0%
(6) I understand the needs, concerns, and perspectives of our Cabinet **(3.92)**	1	8.3%	9	75.0%	2	16.7%	0	0.0%	0	0.0%	12	100.0%
(7) I follow trends and developments in higher education and in our community that may affect ODU **(4.50)**	6	50.0%	6	50.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

Question(s):

(1) Please provide comments or suggestions related to your knowledge of ODU

Responses: 4	President and staff does a good job keeping board informed.
	Would like to know more about student experience/needs.
	Our Mission & Strategic Plan is well laid out and was presented nicely last year.
	Don't feel like I get "briefed" enough between meetings; think we need more information than news clips.

Fiduciary Responsibilities - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=12 4.71/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I have been informed of my responsibilities and expectations relaed to Board service **(5.00)**	12	100.0%	0	0.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(2) I am aware of ODU's Bylaws and Board-level policies and procedures **(4.67)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(3) I am sufficiently informed about ODU's budget proposal prior to being asked to approve the budget **(4.62)**	9	69.2%	3	23.1%	1	7.7%	0	0.0%	0	0.0%	13	100.0%
(4) I am sufficiently informed about the University's financial position (budget, financial statement) **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(5) I am aware of ODU's infrastructure needs, e.g., facilities, technology, human resources **(4.42)**	6	50.0%	5	41.7%	1	8.3%	0	0.0%	0	0.0%	12	100.0%
(6) I understand the Board's responsibility for overseeing risk **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(7) I am provided with information that assists me in making informed decisions **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

Question(s):

(1) Please provide comments or suggestions related to your fiduciary responsibilities

Responses: 2	CFO does a great job in informating Board of financials.
	Feel as though I understand.

Board Experience and Service - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=12 4.66/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I am fulfilling my responsibilities as a Board member **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(2) I come prepared to Board meetings, having read the supporting materials in advance **(4.58)**	7	58.3%	5	41.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(3) I consistingly participate in discussions during regularly scheduled Board meetings **(4.67)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(4) I consistently participate in discussions during all my regularly scheduled specific committee meeting **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(5) I feel that the Board engages in robust discussions when exploring ideas or solutions **(4.58**)	7	58.3%	5	41.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(6) I have attended other functions and/or otherwise partcipated in ODU activities and events **(4.33)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(7) I feel that the current demands on my time from the Board and ODU are appropriate **(4.50)**	6	50.0%	6	50.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(8) I have good rapport with my fellow Board members **(4.58)**	8	66.7%	3	25.0%	1	8.3%	0	0.0%	0	0.0%	12	100.0%
(9) I am comfortable expressing my opinions during Board meetings **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(10) I feel that Board leadership is approachable and available **(4.92)**	11	91.7%	1	8.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(11) I am comfortable providing the President with counsel and support **(4.83)**	10	83.3%	2	16.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

(12) I feel that my interests, skills, and background are utilized effectively as a Board member **(4.67)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

Question(s):

(1) Please provide comments or suggestions related to your Board experience and service

Responses: 3	I believe the Board works well as a team.
	N/A
	BOV experience has improved!

Committee Meetings - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=12 4.75/5.00	N	%	N	%	N	%	N	%	N	%		
(1) I consider Committee meetings to be well organized (e.g., agenda, materials, presentations) **(4.83)**	10	83.3%	2	16.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(2) I consider Committee meetings to be run effectively (well-managed by chair and management staff) **(4.83)**	10	83.3%	2	16.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(3) I feel that the Board focuses on strategic issues over operational and administrative matters **(4.58)**	7	58.3%	5	41.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(4) I feel that Committee time is generally well spent **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

Question(s):

(1) What could be done to make a particular committee more effective? Please specify the committee's names(s)

Responses: 5	Try to keep committee meetings from being rushed. Either less items or time limits on presentations.
	N/A
	Don't have suggestions yet.
	The chairs and vice chairs are all doing a good job. There are some new committees that have been put in place to address prior opportunities.
	I don't like OnBoard. I seem to have to "relearn" how to find (and sometimes print) materials for a particular meeting/subject.

(2) Has the two-day board meeting model implemented this past year improved the performance of the committees, and if so, how?

Responses: 11	Yes, by allowing participation in previously concurrent meetings.
	Yes. More time for discussion.
	Yes as it helps cultivate relationships between board members and staff. Plus there is great staff support for committee chairs.
	N/A
	Two day is my only experience.
	Yes
	I don't believe so. What has improved is the communication and mitigation of risks which previously distracted from BOV members.
	Yes. Provides us more time for deeper, strategic discussions.
	Extremely effective and I no longer feel like we are being rushed.
	Yes, I also believe the 2 day formate gives everyone the chance to attend committee meetings that in another format they wouldn't attend.
	Yes in the sense we have gotten to know each other faster/better.

(3) Are there any other suggestions or comments about specific committee performance that you would like to provide?	
Responses: 3	N/A
	No No further comments

Board Performance - Please indicate to what extent you agree with the following statements:												
	Strongly Agree		Agree		Neutral		Disagree		Strongly Disagree		Total	Total Percent
N=12 4.62/5.00	N	%	N	%	N	%	N	%	N	%		
(1) The Board serves as a sounding board and thought partner to the President **(4.50)**	7	58.3%	4	33.3%	1	8.3%	0	0.0%	0	0.0%	12	100.0%
(2) The Board understands the institution's business model and ensures its adequacy for the future **(4.42)**	5	41.7%	7	58.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(3) The Board ensures that the administration involves the Board on high-profile issues that present significant risk to the institution **(4.58)**	7	58.3%	5	41.7%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(4) The Board establishes appropriate committees to accomplish the Board's goals **(4.67)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(5) The Board promotes trust among Board members through a culture based on openness and respect **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(6) The Board focuses its time on issues of greatest consequence to the institution **(4.75)**	9	75.0%	3	25.0%	0	0.0%	0	0.0%	0	0.0%	12	100.0%
(7) The Board has sufficient opportunities for overall development **(4.67)**	8	66.7%	4	33.3%	0	0.0%	0	0.0%	0	0.0%	12	100.0%

Question(s):	
(1) Has the two-day board meeting model implemented this past year improved the performance of the Board, and if so, how?	
Responses: 7	Allows adequate time for serious and in-depth discussions.
	N/A
	The two day has been my only experience.
	Yes
	I don't believe so. What has improved in the communication and mitigation of risks which previously distracted the BOV members.
	It permits opportunity for board members to attend all committee meetings in which they are not assigned.
	I believe it has. We are able to interact where the old format didn't make that possible.
(2) Please provide comments or suggestions related to Board Performance.	
Responses: 4	N/A
	In my short experience President Hemphill and board seem to work in unison.
	None
	I believe we're performing better and maybe the best we've performed during my time on the Board.

General Comments	
(1) In what ways have you found your role as a Board member stimulating or rewarding?	
Responses: 9	Feeling involved in success of the university.
	The ability to work in the best interests of the ODU community is important and rewarding.
	I feel I have learned a great deal in a short period of time about the University and higher ed in general. I am proud to be part of the great things ahead for ODU.
	I have learned a tremendous amount about the inner workings of the university in a short period of time.
	Being so highly involved in the important issues facing ODU and having the opportunity to learn about higher education in general has been very stimulating.
	Learn a lot more about Old Dominion University functions.
	Beomg a part of the journey to welcome our new President who is doing a great job!
	I feel I am helping shape the university for the future.
	Being a part of choosing a dynamic new president and being a member of the Board when the next strategic plan was being developed.
(2) What do you consider your primary, non-financial personal contribution to the work of the Board during this past year?	
Responses: 8	Updating the bylaws and board policies.
	N/A
	To listen, learn, and provide honest feedback.
	Committee leadership and healthcare industry expertise.
	Engaging in fellowship and discussions.
	Leading change through my committee work and bringing forward areas of opportunity (ex marketing)
	Working on the EVMS merger
	My history and longevity of service at ODU
(3) Do you have any goals for the next 12 months in terms of your role as a member of the Board, and if so, what are they?	
Responses: 8	Completion of the Governance Committee's work updating bylaws and board policies.
	N/A
	To continue to learn more about the roles of board and opportunities for ODU.
	I would be honored to serve in a broader leadership role.
	Learn more about the university and try to contribute.
	Continue to improve diversity, equity & inclusion efforts at the University and retain diverse talent.
	Greater focus on student success which is aleady occurring thanks to President Hemphill's leadership.
	Help bring EVMS over the finish line.

(4) What do you wish you had known when you were first appointed to the Board	
Responses: 6	Understand the expectation on (outside of board meetings) university event attendance.
	The University and the higher ed industry are complex, and there is certainly a learning curve on both. However, I think my orientation process was thorough, and the learning curve was as short as possible.
	It's a big responsibility to be taken very seriously.
	It truly takes a couple of years to understand your role on the BOV. I wish I had known how to best prepare for the committee meetings initially.
	Deeper initial understanding of processes.
	The time commitment. I love being on the Board and wish I devote more time to the University.
(5) What area(s) would you like to learn more about in the coming year?	
Responses: 6	N/A
	Merger of EVMS
	Medical schools
	The President and staff have done a really good job proactively communicating and providing updates. I would like to continue hearing about our partnership with EVMS, our progress against the Strategic Plan, DE&I and recruitment initiatives to bring in more students.
	Enrollment! Institutional vitality is hinged to enrollment. A deeper data dive to help us understand the state and national trends and ODU's efforts to overcome and complete. Regular updates online will continue to be helpful since this is a key strategic goal.
	The response to increasing tenure among women and minority faculty.
(6) What can the University do to make your experience more fulfilling?	
Responses: 6	N/A
	Understand a bit more on student experience and needs.
	Nothing comes to mind. The experience has been great.
	My experience has been great! The BOV team is humming along.
	Keep us involved.
	Nothing. It's been a great experience and an important part of my life.
(7) What is the one thing most important to you that we could change to improve how our Board operates?	
Responses: 6	N/A
	Don't have any suggestions at this point.
	I think the Board operates quite well. I don't have any significant recommendations at this time.
	Hybrid approach with the 2 day meetings. My preference was the one day meeting and if two days is required then provide a hybrid approach with one day virtual for committee meetings and one day in person for the full board. The don't have to be back to back in the same week.
	I cannot think of any changes I would like to see.
	Not a thing.

(8) What would you like to tell us that we have not asked?	
Responses: 5	N/A
	Nothing
	Nothing comes to mind. The experience has been great.
	Questions asked were sufficient.
	You've covered it all.
(9) Please provide suggestions or comments about the survey itself.	
Responses: 6	I would hope that all board members taken the time to complete it.
	N/A
	No
	None
	Thank you for providing the opportunity to provide feedback.
	Gets better every year.

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. 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. 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.

§ 2.04. Athletic Collectives. No member of the Board of Visitors shall serve on the board of directors of an external athletic collective created in accordance with applicable Name, Image, and Likeness laws, regulations, or policies to benefit the University's athletic program, teams, or student athletes.

§ 2.045. 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.

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 Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures, unless modified at the discretion of the Rector.

§ 3.07. 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 the elected officers of the Board and 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.

(b) Quorum. 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 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. All members of the Board who are not members of the Executive Committee shall be invited to attend Executive Committee meetings in a non-voting capacity. 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, Compliance and Human Resources Committee, Governance Committee, Student Enhancement and Engagement and Digital Learning Committee, and University Advancement and University Communications Committee. The chairs and members of the 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. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector. 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) 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, Compliance, and Human Resources Committee. The Audit, Compliance, and Human Resources 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; (4) reviewing matters of compliance related to the University's human capital infrastructure; and (5) oversight of the University compliance function. Members of the Audit, Compliance and Human Resources Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Committee members should also have a basic knowledge of human resource management. 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, and the formal review of the Board's Bylaws 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 and Digital Learning Committee. The Student Enhancement and Engagement and Digital Learning Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, online education experience, and enrollment. 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. 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.

(g) University Advancement and University Communications Committee. The University Advancement and University Communications 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, alumni activities, marketing and communications, and branding. 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. 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.

§ 4.04. 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.

§ 4.05. 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.

§ 4.06. 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.

§ 4.07. 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 § 3.01 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

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 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, the Rector shall promptly appoint an 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.

§ 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 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. In the nomination and election of the Vice Rector, the Board should integrate the principles associated with succession planning into the process. Additionally, the Rector will incorporate a development plan for the newly elected Vice Rector to prepare him or her for succession.

§ 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 Committee as outlined in §4.03 of these Bylaws to establish the process for 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.

(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 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 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 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.

(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 Governance Committee to recommend a process to conduct an executive search to fill the vacancy. The search committee shall include two members of the Board, with at least one member from the Board's Audit & Compliance Committee. The President may be involved in the process and an external audit of the University Audit Department may be deemed necessary. Final approval of the position remains with the Board and 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 Board established policies and procedures are published on the Board's website; manages funds allocated to the Office of the Board of Visitors and submits the Board's budgetary needs as part of the University's annual budgeting process; 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.

§ 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 unless a different date is established by the Board.

§ 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-thirds 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 two-thirds of the voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least 30 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 Repealer. These Bylaws are hereby adopted and shall be effective as of the 9th day of December 2022. All former Bylaws of the Board of Visitors are hereby repealed.

NUMBER: 1412

TITLE: Promotion in Rank

APPROVED: September 26, 2013; Revised June 9, 2016 (eff. 7/1/16); Revised June 6, 2017 (eff. 7/1/17); Revised June 14, 2018 (eff. 7/1/18); Revised June 13, 2019 (eff. 7/1/19); Revised June 18, 2020 (eff. 7/1/20); Revised June 17, 2021 (eff. 7/1/21)

SCHEDULED REVIEW DATE: June 2026

I. Board of Visitors Policy

A. All promotions in rank are based on evaluation of the faculty member's performance.

1. A tenure-track faculty member's performance in teaching, research, and service (as appropriate) is evaluated over the total time in the previous rank as compared to the criteria established by the Board of Visitors for the rank being considered and any other criteria established by the department or college.

2. A non-tenure track research faculty member's performance in research, service (as appropriate) and teaching (as appropriate) is evaluated over the total time in the previous rank as compared to the criteria established by the Board of Visitors for the rank being considered and any other criteria established by the center.

B. Promotion to the rank of associate professor must occur at the time of the tenure award, and the policy on tenure applies.

C. Promotion to the rank of full professor is normally considered no earlier than during the sixth year of a faculty member's service as associate professor at Old Dominion University. Exceptions are made only under the following circumstances:

1. A faculty member who has held the rank of associate professor at another institution and was initially appointed to Old Dominion University at the rank of associate professor may be considered for promotion at the time of the award of tenure.

2. A faculty member of extraordinary merit may be considered for promotion to the rank of full professor before the sixth year as associate professor at Old Dominion University.

D. The president, upon the recommendation of the Faculty Senate, shall establish procedures for consideration of promotion to the rank of full professor (as well as for the designation as eminent scholar). Such procedures shall require consideration and recommendation by faculty members at the department and college level, the chair, the dean, and the University Promotion and Tenure Committee. The decision

concerning promotion is to be made by the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against promotion, the faculty member may request a review by the president. The decision of the president is final.

II. Procedures for Promotion in Rank to Full Professor

A. Considerations Concerning Promotion

1. Each faculty committee and administrator considering a promotion case must specifically consider factors listed below as they apply to each case in the written recommendations that are submitted up the line to the provost and vice president for academic affairs. In the case of committees, the vote must be recorded in the recommendation, and the reasons produced by the minority members must be specified.

2. Each committee and administrator making a recommendation concerning promotion considers evidence of the faculty member's performance over the total time in which the previous rank has been held as compared to the guidelines for the rank being considered as established by the Board of Visitors and any other guidelines established by the department or college.

3. The total rank structure of the department should be considered.

4. At the least, the committees and administrators should examine faculty information sheets, chair evaluations, dean's evaluations, and any other evidence submitted by the faculty member, the chair of the department, or any other relevant source. It is the responsibility of the department chair and the departmental promotion and tenure committee to provide an assessment of the quality of the publications for the faculty being considered for promotion. It is the responsibility of the faculty member to ensure that all information submitted by him or her in support of promotion is factually accurate and valid, and to provide corroborating evidence (e.g., web links, complete citations, grant numbers, etc.) for all claimed accomplishments. The evidence should address the quality of the journals and the reputation of book and other such publishers. Fraudulent or non-valid claims can lead to faculty sanctions, including denial of promotion. The chair should work with promotion candidates to ensure the completeness and accuracy of their portfolios. The chair and the department promotion and tenure committee as a part of the regular review process should verify the accuracy of portfolio elements that are central to the promotion case. Should concerns be raised about the validity of a candidate's claims by external or internal reviewers, it is the chair's responsibility to verify those claims. The promotion process will be paused while the chair verifies those claims.

B. External evaluation of the faculty member's research and scholarly activity by nationally recognized experts in the field of specialization will be required.
1. The responsibility for initiating the external review, securing the reviewers, and forwarding complete review files to the dean, provost and vice president for academic affairs, and the University Promotion and Tenure Committee belongs to

the department chair. If the department chair does not have the rank of full professor, all chair responsibilities for promotion to full professor will be delegated by the dean to a full professor in the department or from another department within the same college who will assume all of the chair's responsibilities described below. This appointed full professor, acting in the role of chair, cannot take part in any deliberations or votes of the departmental, college or University promotion committees while the promotion case is being considered. In promotion of department chairs, the responsibility belongs to the dean.

2. External reviewers with academic positions must hold the same rank or higher than the promotion rank for which the faculty member is being considered; exceptions should be justified by the dean. The department tenure and promotion committee and the candidate will prepare separate lists of potential reviewers. The candidate will review both lists and will document personal and professional relationships with all potential reviewers, including potential conflicts of interest. This documentation will become part of the promotion file. The chair (or designee, see 1 above) will select three reviewers from the candidate's list and three reviewers from the department tenure and promotion committee's list; the chair (or designee) will provide the list of reviewers to the dean. The dean will submit an agreed upon list to the provost and vice president for academic affairs for final approval prior to initiating the review process. The final list of external reviewers, together with the documentation of personal and professional relationships by the candidate (as outlined above), should be included as part of the application package for all internal reviewers. External reviewers should not be close collaborators or (former) mentors of the candidate. In general, co-authors on publications should also be excluded as external reviewers, except as permissible under the departmental statement on evaluation of research (see the Policy on the Evaluation of Scholarly Activity and Research). The selection of potential external reviewers must be completed before the end of the semester prior to the submission of credentials for promotion.

3. External reviews will be confidential; reviewers will be so advised. Requests for exception to the confidentiality of external reviews should be made directly to the provost and vice president for academic affairs before the reviewers are asked to submit evaluations. If an exception is approved, candidates for promotion will be allowed access to the substance of external reviews, but the authorship of specific external reviews and other identifying information contained therein will remain confidential. All external reviewers will receive a standard letter sent by the chair but prepared by the provost and vice president for academic affairs in consultation with the deans and a copy of the policy on external reviews so their responsibilities will be clear.

4. A curriculum vitae will be required of each external reviewer. Each reviewer will be asked to describe any personal or professional relationship with the candidate. It is the responsibility of the chair to include a curriculum vitae of each reviewer. For promotion of department chairs, the responsibility belongs to the dean.

5. External reviewers will be asked to evaluate all submitted material mailed to them. Candidates for promotion are responsible for the preparation of the research portfolio and curriculum vitae to be sent to external reviewers. In the case of the arts, reviewers may be asked to consider works of art or performances. External reviewers will be asked to evaluate: a) the quality of the scholarship or creative work under review; and b) the scholarly reputation (regional, national, international) of the candidate.

6. All candidates for promotion to full professor will be required to have their scholarship evaluated by no fewer than four external reviewers. If fewer than four reviews are received, the chair will choose additional reviewers alternately from the lists of the department promotion and tenure committee and of the candidate.

7. The University and college administration will assist departments where reasonable expenses are necessary to obtain appropriate external reviews.

C. A candidate for promotion in rank is initially considered by the faculty members in the department who hold the rank being considered or above.[1] Only faculty holding the rank of full professor are eligible to deliberate, review, or otherwise participate and vote on candidates for promotion to full professor.

1. In the case of large departments, the faculty members in the rank being considered or above may select a committee from their ranks to consider and make recommendations concerning promotion. In that case, it is the responsibility of the committee to elicit opinions from all faculty members holding the rank being considered or above.

2. In departments where fewer than three members hold appointments in the rank being considered or above, the dean, in consultation with the chair (or designee; see section II.B.1.), will appoint enough additional faculty in the rank or above from other disciplines to form a committee of at least three.

3. Candidates for promotion should provide a statement of potential external and/or internal reviewers with whom there is a conflict of interest, e.g., co-authors, co-investigators, etc.

4. The group of faculty on the promotion committee elect a chair of the committee among their members. It is the responsibility of that chair to direct the committee members to consider and apply the relevant sections in the Teaching and Research Faculty Handbook and the departmental statement on research evaluation in their comments and votes.

5. No dean, associate dean, assistant dean, or other full-time administrator or department chair (or designee; see section II.B.1.) shall attend or participate in the deliberation of either the departmental, college, or University Promotion and Tenure Committee. The deliberations of all three committees are confidential and must not be shared with anyone outside of the committee.

6. The college committees shall consist of one tenured faculty member from each department in the college. All members of the college promotion and tenure committees shall be elected directly by the faculties they represent for a one-year term renewable twice for a total of three years. This member shall be chosen by majority vote of all full-time, tenure-track teaching and research faculty members of the department, present and voting, by secret ballot before April 15 of each year for the ensuing year. Every reasonable effort should be made to ensure that there are at least three full professors on the college committee. If the elected representative of a department will not be able to attend college committee meetings for a significant time span, the department may elect a temporary replacement for that time span. No person shall serve on a college promotion and tenure committee for more than three years consecutively but is eligible for reelection after an absence of at least one year. Only faculty holding the rank of full professor are eligible to join the deliberations and the vote on candidates for promotion to full professor. If the home department of a candidate for promotion to full professor has no full professor representing it on the college committee, a full professor from ~~member of~~ the departmental promotion committee for that candidate (convened as described in section C.1. and C.2. above) shall be elected to serve as its representative ~~only during~~ for the duration of the deliberations on that specific candidate as well as the other full professor promotion cases in the college committee. In any case, the representative from a promotion candidate's department will participate in deliberations in the candidate's case but will not cast a vote.

7. The University Promotion and Tenure Committee shall consist of one tenured full professor from each of the major degree-granting academic colleges. This member shall be elected by his/her college's promotion and tenure committee(s) by September 15. The University Promotion and Tenure Committee shall elect one of its members as chair.[2] No person shall serve on the University Promotion and Tenure Committee for more than three years consecutively but is eligible for reelection after an absence of at least one year. The representative from a promotion candidate's college will participate in deliberations in the candidate's case but will not cast a vote.

8. Any committee member who participates in the promotion process votes at most only once on any particular case.

9. In order to ensure transparency, fairness, and equity in the internal review process, a faculty member or administrator who participates in the promotion process mut disclose any potential conflict of interest that might undermine the credibility of the process. The chair of the department (or replacement, see Section II.B.1.) will work in consultation with the dean of the college to decide whether the person should be excluded from serving on the review committee.

10. The faculty member under consideration is informed whenever a committee is considering promotion and is given an opportunity to submit a statement (in electronic form) to the Provost's Office in support of their promotion case, or to correct any factual misinformation in previous recommendations. The Provost's Office will add such statements to the candidate's file.

11. In case of material new accomplishments before the conclusion of the evaluation process, additional documentation may be added to the portfolio with the concurrence of the dean. Such additional material must be clearly marked as such and dated at the time of addition to the promotion file by the Provost's Office. If such additional documentation is considered, this must be clearly documented in the recommendation letters by the committee or individual (e.g. dean) who first see this new material.

D. The committee or faculty group makes its recommendation concerning promotion to the chair (or designee; see section II.B.1.) together with reasons for the recommendation (including a minority statement in the case of a non-unanimous vote). All eligible committee members shall vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. The chair of the committee shall record the names of all members participating in the discussion and voting in the recommendation letter, as well as the total number of votes in favor and against. Only those faculty present as the candidate is being reviewed during the deliberations can participate in drafting or approving the letter. In instances of a non-unanimous vote, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion. A copy of the recommendation letter will be sent to the faculty member by the chair of the committee. The department chair (or designee) evaluates independently the credentials of the faculty member, the rank structure of the department, and any additional evidence presented, either by the faculty member or from any other source, and makes a recommendation, with reasons, concerning promotion. A copy of that review and recommendation letter will be sent to the faculty member and the dean by the chair of the department.

E. If either the departmental committee (or group), or the chair (or designee), or both recommend promotion, the faculty member's credentials together with the recommendation of the faculty committee and the chair (or designee) will be forwarded to a promotion committee of the college for consideration. This committee will make an independent evaluation and make a recommendation concerning promotion with reasons (including reasons of the minority), to the dean. The recommendations will indicate the vote of the committee. All eligible committee members should vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's promotion application are defined in section II.C.5. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion.

F. If neither the faculty committee (or group) nor the chair (or designee) recommend promotion, the faculty member will not be considered for promotion in the coming year unless a review by the college promotion committee and the dean is requested by

the faculty member. If a review is requested, the departmental committee and the chair forward all documents to the promotion committee of the college, which examines them and makes a recommendation concerning promotion to the dean following the stipulations of II.E. above. The dean examines all documents, including the recommendation of the college committee, and makes a determination concerning promotion. If the dean's determination is negative and is in accordance with the recommendations of the departmental committee, the chair, and the college committee, then the faculty member is not promoted for the coming year. If the dean's determination is negative and is not in accordance with all previous recommendations, the faculty member may request a further review by the provost and vice president for academic affairs. The decision of the provost and vice president for academic affairs is final in such cases.

G. The dean, considering all previous recommendations and all credentials, then makes a recommendation concerning promotion, which is forwarded, with reasons, to the provost and vice president for academic affairs.

H. The University Promotion and Tenure Committee, consisting of one tenured full professor from each of the major degree-granting academic colleges, examines the facts and all previous recommendations and documentation, and makes a recommendation (with reasons, including minority reasons, if any) concerning promotion which is forwarded to the provost and vice president for academic affairs. All eligible committee members shall vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's promotion application are defined in section II.C.6. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion.

I. On the basis of all the evaluations and recommendations presented, and after consultation with staff, the provost and vice president for academic affairs makes a decision concerning promotion for the coming year. If the recommendations of the committees and administrators that have previously considered the case have not been in agreement with one another, or if the provost and vice president for academic affairs disagrees with the recommendations that have been in agreement with one another, the provost and vice president for academic affairs shall consult with the chair, the dean, and the University Promotion and Tenure Committee before reaching a final decision. The decision of the provost and vice president for academic affairs will consist of one of the following:

    1. promotion

    2. deferral

J. If the decision of the provost and vice president for academic affairs is for promotion, the faculty member will receive the higher rank in the subsequent academic year. The

decision of the provost and vice president for academic affairs will be reported to the president.

K. The faculty member may request that the president review a negative decision by the provost and vice president for academic affairs. The decision of the president is final.

L. All promotions are reported by the president to the Board of Visitors.

M. Copies of the recommendations by all committees, chairs, deans and the provost and vice president for academic affairs shall be provided to the faculty member being considered for promotion. The faculty member will be provided opportunity to correct any factual misinformation in such recommendations by placing a letter in his or her promotion file at any stage, or up until April 1, to the provost and vice president for academic affairs.

N. The above procedures at the department and college level may be suitably adapted for faculty members who hold interdisciplinary or interdepartmental appointments. The adapted procedures should be recommended by the promotion and tenure committee of the college or colleges involved and approved by the dean or deans and the provost and vice president for academic affairs. Procedures above the college level will be the same as those designated above in all cases.

III. Research Faculty

A. Promotion to the rank of research professor from the rank of research associate professor and promotion to the rank of research associate professor from the rank of research assistant professor shall be upon the recommendation of the department, chair, college promotion and tenure committee, dean and University Promotion and Tenure Committee to the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against the promotion, the person may request a review by the president. The decision of the president is final.

B. The process for promotion to the rank of research professor and promotion to the rank of research associate professor will require external evaluation of the quality of the faculty member's research performance from nationally recognized experts in the faculty member's field; procedures for the external review process can be found in section II.B**.** of this policy.

C. For those research faculty who only have appointments in one of the University-level research centers, the following promotion policy will apply. Research centers will establish a promotion committee to review faculty promotions and make recommendations to the center director. Appointments to this committee will follow the guidance of section II.C. of this policy pertaining to departments. This promotion committee should include at least one member from the academic department(s) most closely aligned to the center to ensure promotion considerations are being applied equitably between the faculty assigned to that department and those assigned to the center. In centers where fewer than three members hold appointments in the rank being considered or above, the center director will solicit members of the department(s) most closely aligned to the center, in consultation with the chair(s) of those department(s), to form a committee of at least three. The center director will

review faculty promotion recommendations and will recommend to the vice president for research those members who have met the promotion criteria. The vice president for research will forward a recommendation regarding promotion to the Office of Academic Affairs for review by the University Promotion and Tenure Committee and the provost and vice president for academic affairs. The University Promotion and Tenure Committee will forward a recommendation to the provost and vice president for academic affairs. If the decision of the provost and vice president for academic affairs is for promotion, the faculty member will receive the higher rank in the subsequent academic year. The faculty member may request that the president review a negative decision by the provost and vice president for academic affairs. The decision of the president is final.

IV. Clinical Faculty

A. Promotion to the rank of clinical professor from the rank of clinical associate professor and promotion to the rank of clinical associate professor from the rank of clinical assistant professor shall be upon the recommendation of the department promotion and tenure committee, department chair, college promotion and tenure committee, dean and University Promotion and Tenure Committee to the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against the promotion the person may request a review by the president. The decision of the president is final.

B. The process for promotion to the rank of clinical professor and promotion to the rank of clinical associate professor will require external evaluation of the quality of the faculty member's scholarly activities from nationally recognized experts in the faculty member's field; procedures for the external review process can be found in section II.B. of this policy. The schedule for review will follow that for clinical faculty seeking promotion in rank.

V. Lecturers may be promoted in rank to senior lecturer and senior lecturers may be promoted in rank to master lecturer. The applicable policies are contained in section "Evaluation of Lecturers, Senior Lecturers, and Master Lecturers and Promotion of Lecturers and Senior Lecturers."

VI. Part-time instructional faculty may be promoted in rank (for example, from adjunct assistant professor to adjunct associate professor) upon recommendation of the chair and dean to the provost and vice president for academic affairs. Full documentation of the credentials of the faculty member being recommended for promotion is required. If the provost and vice president for academic affairs denies the promotion, the faculty member may request a review by the president. The decision of the president is final.

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[1] See the Schedules for Faculty Personnel actions in the appendix for specific dates and actions.

[2]The members of the faculty who are elected to serve on the University Promotion and Tenure Committee shall serve for the subsequent academic year. The promotion and tenure committee elected by each individual degree-granting college serve for an entire year, not for the spring semester of one year and the fall semester of the following year.