OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, April 18, 2024

M I N U T E S

The Governance Committee of the Board of Visitors of Old Dominion University met on Thursday, April 18, 2024, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

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

Also present:
> Brian O. Hemphill, President
> Donna Meeks
> Chad Reed
> September Sanderlin
> Ashley Schumaker
> Amanda Skaggs
> Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 3:20 PM and noted that a quorum was present. Committee member Kay Kemper attended remotely from her home in Florida in accordance with Va. Code § 2.2-3708.3.B.3 and Board of Visitors Policy 1107. The Chair asked for approval of the minutes of November 30, 2023 meeting. Upon a motion made by Mr. Bradley and seconded by Mr. Middleton, the minutes were approved by roll-call vote *(Bradley, Dickseski, Kemper, Middleton, Pitts)*.

PROPOSED BYLAWS REVISIONS

The Chair asked Al Wilson to review the proposed changes to the Bylaws. He noted that these changes are related to the EVMS merger. The changes to Section 2.01, Composition, includes language from the Code effective July 1 that at least four members appointed by the Governor shall be physicians or other medical or health professionals with administrative or clinical experience in an academic center. Dr. Montero already fills one of those positions.

A new Section 4.02, Health Sciences Center Board of Directors, sets out the composition and quorum requirements as well as the duties and authority of the Health Sciences Center Board of Directors. Because of its unique responsibilities and duties, it is not included as a "standing committee" of the Board but as a separate committee, as reflected in the proposed changes to

Section 4.03. He added that this group will likely meet more frequently in addition to the quarterly Board meetings and his counterpart at EVMS, who will become an employee of the Office of the Attorney General and will report to him, will continue to represent the medical school.

The Committee discussed the composition of the Board of Directors and how it would interact with the Board of Visitors. Mr. Wilson stated that this Board, technically a committee of the Board of Visitors, would have no actual decision-making authority but would make recommendations to the Board of Visitors for consideration and final action.

Upon a motion made by Mr. Middleton, and seconded by Mr. Pitts, the proposed revisions to the following Sections of the Bylaws were approved by roll-call vote *(Bradley, Dickseski, Kemper, Middleton, Pitts)*, and will be presented as a recommendation of the Committee to the full Board for approval in June.

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~~Va. Code §§23.1-2000 through 23.1-2007, 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.

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, at least four shall be physicians or other medical or health professionals with administrative or clinical experience in an academic medical center, 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).

ARTICLE IV
Committees

§ 4.02. Health Sciences Center Board of Directors

(a)   Composition. The composition of the Board of Directors shall be as set forth in Va. Code §23.1-2002 G.

(b)   Quorum. A majority of voting members of the Board of Directors serving at any time shall constitute a quorum.

(c)   Duties and Authority. In accordance with Virginia Code § 23.1-2002.G, the Board of Directors shall oversee the Eastern Virginia Health Sciences Center at the University (Health Sciences Center) and may exercise such decision-making authority over the Eastern Virginia Health Sciences Center at the University as it deems necessary or appropriate under the authority of and in accordance with these bylaws. The Board of Directors shall oversee financial management of the Health Sciences Center and recommend the operating and capital budgets; strategic plan; and master facility plan regarding the Health Sciences Center to the Board for final approval. The President shall consult with the Board of Directors on the hiring or termination of the Executive Vice President of Health Sciences, which requires the agreement of the Board of Directors. As part of its responsibilities, the following actions require the approval of two-thirds of the members of both the Board of Directors and the Board: (i) changes to the process for hiring or firing the Executive Vice President of Health Sciences; (ii) changes to the process for hiring and firing the Dean of the School of Medicine; (iii) major changes in the scope of the Health Science Center; (iv) any material health sciences affiliation or joint venture between the University and any hospital, health system, physician group, or medical school; (v) sale of all or substantially all assets, or divestiture of legacy assets of EVMS, the Health Sciences Center, or the EVMS Medical Group; and (vi) any change to the Health Sciences Center name, as either the legal or trade name, or any material change in the public use of this name.

(d)   Chair and Vice Chair. The Board of Directors shall annually elect from its membership a Chair and Vice Chair.

(e)   Reports to Board. The agenda for each regular Board meeting shall include a report from the Board of Directors, including actions taken and recommendations made for approval by the Board.

(f)   Charter. The Board of Directors shall develop and implement a Charter that details its roles and responsibilities and includes a requirement for self-evaluation, which shall be presented to and approved by the Board.

§ 4.03. Standing Committees. In addition to the Executive Committee and the Board of Directors of the Health Sciences Center, 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. Except as otherwise set forth in the Code of Virginia or these bylaws, Tthe 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.

BOARD OF VISITORS POLICY 1220 – STANDARDS FOR THE SAFE USE OF ARTIFICIAL INTELLIGENCE

Mr. Wilson explained the need for this new Board policy, noting the Governor issued an Executive Order requiring governing boards to codify an acceptable use policy for Artificial Intelligence in compliance with guidelines for AI integration throughout education in the Commonwealth. The policy was drafted by AI experts in Digital Learning with consultation from his office. Vice President Rodriguez Gonser added that the Executive Order requires all agencies have a policy that incorporates an ethical use of the application, procurement, and integration of AI throughout the institution. Ms. Dickseski and Mr. Wilson commented that this policy will likely evolve over time.

Upon a motion made by Mr. Bradley and seconded by Mr. Pitts, the following policy was approved by roll-call vote *(Bradley, Dickseski, Kemper, Middleton, Pitts)*.

NUMBER: 1220

TITLE: Standards for the Safe Use of Artificial Intelligence

APPROVED:

SCHEDULED REVIEW DATE:

A. **PURPOSE**

   The purpose of this policy is to establish a culture of integrity that ensures the responsible, ethical, transparent use of artificial intelligence (AI) technology in public higher education by implementing comprehensive AI standards across the University ecosystem.

B. AUTHORITY

Virginia Code Section 23.1-1301, as amended, grants authority to the Board of Visitors to make rules and policies concerning the institution. Section 7.01(a)(6) of the Board of Visitors Bylaws grants authority to the President to implement the policies and procedures of the Board relating to university operations.

Executive Order Number Thirty (2024), Commonwealth of Virginia, Office of the Governor, Implementation of Standards for the Safe Use of Artificial Intelligence Across the Commonwealth

C. DEFINITIONS

Artificial Intelligence (AI): Refers to the simulation of human intelligence processes by machines, particularly computer systems. This encompasses various techniques such as machine learning, natural language processing, and computer vision, enabling systems to perform tasks that typically require human intelligence.

Ethical Use: Prioritizing moral considerations and principles in the deployment of AI, emphasizing fairness, accountability, and transparency in all AI applications.

Equity: Ensuring fairness and equal access to AI resources and opportunities for all individuals, regardless of background or demographics.

Learning Experience Enhancement: Leveraging AI technologies to personalize learning experiences, cater to diverse learner needs, and improve student outcomes.

Privacy Protection: Measures aimed at safeguarding the confidentiality and security of individuals' data, ensuring compliance with relevant state and federal regulations.

Risk Mitigation: Strategies to identify, assess, and manage potential risks associated with AI technologies, including biases, discrimination, and data breaches.

D. SCOPE

This policy applies to all Old Dominion University employees, including staff, administrators, faculty, full- or part-time, and classified or non-classified persons paid by the University. It encompasses the use of artificial intelligence (AI) technologies across various University activities, emphasizing responsible and ethical practices. This scope extends to AI applications in research endeavors, educational initiatives, administrative functions, and all other areas where AI technologies may be employed within the University ecosystem.

E. POLICY STATEMENT

Old Dominion University is committed to the effective implementation of comprehensive artificial intelligence policy standards that support research, teaching, and administration while safeguarding state business applications, protecting individual data, and mitigating risk. These standards will:

1. Ensure Ethical Use: Prioritize ethical considerations and ethical use in AI deployment, in teaching, learning, research, and administration, promoting fairness, accountability, transparency and respect for human rights in all AI applications and AI related activities conducted within the University.

2. Foster Innovation: Encourage innovation and experimentation in AI integration to enhance teaching, learning, and research outcomes.

3. Protect Privacy: Safeguard the privacy and security of individuals' data by implementing robust data protection measures in compliance with state and federal regulations.

4. Mitigate Risks: Implement strategies to mitigate risks associated with AI technologies, including biases, discrimination, and data breaches.

5. Promote Equity: Ensure equitable access to AI resources and opportunities for all students, faculty, and staff, irrespective of background or demographics.

6. Enhance Learning Experiences: Leverage AI technologies to personalize learning experiences, cater to diverse learner needs, and improve student outcomes.

F. PROCEDURES

1. The responsible office, the Division of Digital Learning, shall establish a standardized and transparent approval process for the acquisition, development, and/or deployment of AI technologies. The approval process requires the thorough review and ratification of AI technology by designated authorities in consultation with Procurement Services, Information Technology Services, and other relevant University departments to ensure compliance with University AI policy.

2. Disclaimers and Transparency:

   a. All AI products or outcomes generated in educational settings must be accompanied by clear and comprehensive disclaimers that inform users about the limitations, assumptions, and potential biases of the AI system and clarify the roles and responsibilities of human users in interpreting and acting upon AI-generated information.

   b. Promote transparency in AI usage by providing stakeholders with access to information about AI applications and decision-making processes.

3. Mitigation of Third-Party Risks:

   a. Implement measures to assess and mitigate risks associated with third-party AI vendors, including vendor selection, data sharing agreements, contractual obligations, assessing vendor reliability, data security practices, adhering to ethical standards, by consulting with Procurement Services, and undergoing the University's software decision analysis process.

b. Contracts with AI vendors should include provisions for data protection, privacy safeguards, in addition to clauses for non-compliance and dispute resolution by consulting with Procurement Services and following the software decision analysis process to ensure compliance.

c. Conduct regular audits and assessments in collaboration with ITS to monitor the performance and security of third-party AI solutions.

4. Protection of Student and Employee Data:

a. Implement robust data privacy and security measures to safeguard sensitive information collected or processed by AI systems.

b. Ensure that AI systems comply with applicable laws and regulations governing the collection, storage, and use of student data, including the Family Educational Rights and Privacy Act (FERPA), the General Data Protection Regulation (GDPR), Health Insurance Portability and Accountability Act (HIPAA), and other relevant state and federal privacy laws.

5. Protection of Research Data:

a. Strengthen provisions related to data privacy and security when using AI technologies, adhering to best practices for protecting sensitive information and obtaining informed consent for data collection and analysis.

b. Implement measures to ensure that confidential, sensitive, and other protected data are not entered into any AI research tool without proper risk analysis. Protected data may include information protected by FERPA, HIPAA, confidential personnel records, intellectual property, Human and Animal Subject data, and other sensitive or confidential institutional research data.

c. Any use of AI tools in the research process using humans or animals should be disclosed in the Institutional Review Board (IRB) application and address potential ethical considerations.

6. Implementation: The implementation of AI Policy Standards within Old Dominion University will be supported by the following strategies:

a. Training and Capacity Building: Provide training and professional development opportunities for faculty, staff, and administrators on AI ethics, best practices, and compliance requirements. Foster a culture of responsible AI usage through awareness campaigns, workshops, and educational resources.

b. Collaboration and Partnerships: Forge partnerships with industry stakeholders, government agencies, and academic institutions to exchange knowledge, share best practices, and stay abreast of emerging trends in AI technology and policy. Establish interdisciplinary AI research projects to facilitate collaboration among researchers from diverse fields.

c. Monitoring and Evaluation: Establish mechanisms for ongoing monitoring, evaluation, and review of AI initiatives to ensure alignment with AI Policy Standards and educational objectives. Solicit feedback from stakeholders and incorporate lessons learned into future AI projects and policies.

7. Community Engagement: Engage students, faculty, staff, and the broader community in discussions and forums on AI ethics, privacy, and societal implications. Foster dialogue and collaboration with local stakeholders to address community concerns and priorities related to AI integration.

8. The specific standards to be utilized for compliance with this policy are published on the Information Technology Services Computing Policies and Standards website. Additional guidelines are available on the University Web and Digital Communication website.

G. REGULAR POLICY REVIEWS

The Division shall conduct annual reviews of this policy to ensure its alignment with evolving regulations and best practices. These reviews shall involve consultation with experts, and other relevant stakeholders.

H. RECORDS RETENTION

Applicable records must be retained and then destroyed in accordance with the Commonwealth's Records Retention Schedules.

I. RESPONSIBLE OFFICER

Vice President for Digital Learning

J. RELATED INFORMATION

University Policy 3505 - Information Technology Security Policy
University Policy 3506 - Electronic Communication Policy for Official University Business
University Policy 3507 - Information Technology Accessibility Policy
University Policy 3508 - Information Technology Project Management
University Policy 3509 - Software Decision Analysis Policy
University Policy 4100 - Student Record Policy
University Policy 5350 - Research and Scholarly Digital Data Management Policy

BOARD OFFICER ELECTIONS PROCESS

Mr. Dickseski reviewed the proposed process for the Board officer elections, noting that the Committee will meet on May 1 to select a slate of officers to recommend to the Board at its meeting in June. If more than one individual is nominated for an officer position, they will be invited to the meeting on May 1 to make a brief presentation before the Committee decides on the slate. Board

members may also nominate individuals from the floor prior to the election of each officer at the June 14 meeting.

Upon a motion made by Mr. Bradley and seconded by Mr. Pitts, the proposed process was approved by roll-call vote *(Bradley, Dickseski, Kemper, Middleton, Pitts)*.

2024 BOARD SELF-ASSESSMENT SURVEY

Ms. Dickseski announced that there was 100% participation on this year's survey and thanked everyone for completing it. She shared her impressions on the results of the survey, noting that the scores were very good, though the 100% participation may have skewed some of the scores a little lower than in previous years. Overall, Board members feel well informed and complimented the two-day meeting format that allows them to attend all of the committee meetings. President Hemphill, his leadership team, and staff members are highly regarded, and Board members appreciate the transparency and communication in making the Board aware of issues before they become public. There continues to be a desire for a better understanding of the needs of students and alumni.

The survey results will be shared with the full Board at its meeting in June and, if the process continues as it has in the past few years, these results will form the basis of discussion at the annual retreat in August on what the Board feels are the key areas of focus for the upcoming year.

The Rector noted that the scores over the last few years have been fairly consistent, and the Vice Rector commented that this is a good process that should continue. Ms. Kemper thanked Jerri for all that she has done as the founding chair of the Governance Committee; Ms. Dickseski in turn thanked Donna for her assistance.

NEXT STEPS

The chair asked Brian Payne to provide an update on Board of Visitors Policy 1420, Faculty Salary Increments. Dr. Payne said that the deans have made recommendations and the policy has been forwarded to the Faculty Senate for its review. It is included on the agenda for their meeting next week.

With no further business to discuss, the meeting was adjourned at 4:02 PM.