

DRAFT – SUBJECT TO COMMITTEE APPROVAL

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, September 12, 2024**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met on Thursday, June 13, 2024, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

Jerri F. Dickeski, Chair
P. Murry Pitts, Rector (*ex-officio*)
Andrew Hodge, Vice Rector (*ex-officio*)
E.G. Middleton
D.R. (Rick) Wyatt

Other Board Members Present: Stanley Goldfarb, MD
Ross A. Mugler

Also present: Brian O. Hemphill, President
Alonzo Brandon
Ken Fridley
Annamarie Ginder
Nina Rodriguez Gonser
Brandi Hephner LaBanc
Donna Meeks
Tom Odom
Kimberly Osborne
Brian Payne
Stacy Purcell
September Sanderlin
Ashley Schumaker
Amanda Skaggs

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 4:11 PM and asked for approval of the minutes of June 13, 2024 meetings. Upon a motion made by Mr. Middleton and seconded by Mr. Pitts, the minutes were approved by all committee members present and voting (*Dickeski, Hodge, Middleton, Pitts, Wyatt*).

PROPOSED REVISION TO SECTION 4.02(d) OF THE BOARD OF VISITORS BYLAWS

The Chair noted that the proposed revisions to Section 4.02(d) amend the terms of the Chair and Vice Chair of the Virginia Health Sciences Board of Directors to two years to be concurrent with the terms of the Rector and Vice Rector of the Board of Visitors. Following approval by the Committee, a 30-day notice will be sent to the full Board for consideration at the meeting in September. Upon a motion made by Mr. Middleton and seconded by Mr. Pitts, the proposed revisions were approved by all committee members present and voting (*Dickseski, Hodge, Middleton, Pitts, Wyatt*).

NEW BOARD OF VISITORS POLICY 1105 – IMPLEMENTATION OF POLICIES ADDRESSING HUMAN TRAFFICKING AWARENESS AND PREVENTION

The Chair noted that the need for this policy was previously discussed and there were no further questions or discussion. Upon a motion made by Mr. Wyatt and seconded by Mr. Middleton, the policy was approved by all committee members present and voting (*Dickseski, Hodge, Middleton, Pitts, Wyatt*).

REVIEW AND APPROVAL OF BOARD OF VISITORS POLICY 1420 – FACULTY SALARY INCREMENTS

Ms. Dickseski presented Policy 1420, Faculty Salary Increments, noting that no revisions are being proposed to this policy. With the approval of this policy, this will complete the Board of Visitors Governance Audit. Vice President Schumaker explained that the delay in getting this to the Board was due to the need for Faculty Senate review. The Provost confirmed with the Faculty Senate Chair that it was reviewed by the Senate and no revisions were recommended. Upon a motion made by Mr. Pitts and seconded by Mr. Wyatt, Policy 1420 was approved by all committee members present and voting (*Dickseski, Hodge, Middleton, Pitts, Wyatt*).

PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1610, CHARTER OF THE UNIVERSITY AUDIT DEPARTMENT

The Chair stated that the proposed revisions to Board Policy 1610, Charter of the University Audit Department, were reviewed and approved earlier today by the Audit, Compliance, and Human Resources Committee. Upon a motion made by Mr. Hodge and seconded by Mr. Wyatt, Policy 1610 was approved by all committee members present and voting (*Dickseski, Hodge, Middleton, Pitts, Wyatt*).

PROPOSED REVISIONS TO THE AUDIT, COMPLIANCE, AND HUMAN RESOURCES COMMITTEE CHARTER

In addition to the revisions to Policy 1610, the Charter of the Audit, Compliance, and Human Resources Committee were reviewed and approved by the Committee earlier today. Upon a motion made by Mr. Pitts and duly seconded, the revisions to the Charter were approved by all committee members present and voting (*Dickseski, Hodge, Middleton, Pitts, Wyatt*).

With no further business to discuss, the meeting was adjourned at 4:17 PM.