

**CHARTER OF
THE MACON & JOAN BROCK VIRGINIA HEALTH SCIENCES
BOARD OF DIRECTORS**

**ARTICLE I
NAME AND PURPOSE**

Section 1.01 Name. This standing committee of the Old Dominion University Board of Visitors (“Board”) is created pursuant to § 23.1-2002 of the Code of Virginia, 1950, as amended, and shall be known as the Macon & Joan Brock Virginia Health Sciences Board of Directors (“Board of Directors”).

Section 1.02 Purpose. The purpose of the Board of Directors shall be to exercise such decision-making authority over the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, a division of Old Dominion University (“University” or “ODU”) as the Board of Directors deems necessary or appropriate under the authority of and in accordance with the Board bylaws, as more specifically described in Article III.

**ARTICLE II
MEMBERSHIP**

Section 2.01 Membership, Appointments, and Terms. Membership, appointments, and terms of the members of the Board of Directors is governed by § 23.1-2002 of the Code of Virginia, 1950, as amended. Board of Directors vacancies that occur for reasons other than by expiration of a term shall be filled by the original appointing authority for the unexpired term.

Section 2.02 Chair and Vice Chair. The Chair and Vice Chair of the Board of Directors shall be elected from the membership of the Board of Directors to serve for a term of two years, or until their successors have been elected.

Section 2.03 Conflicts of Interest. Members of the Board of Directors are subject to the provisions of the [Board Conflict of Interests Policy](#), as amended, with the exception that a member who believes that they may have a conflict of interest must inform the Chair of the Board of Directors.

**ARTICLE III
RESPONSIBILITIES AND AUTHORITY**

Section 3.01 Responsibilities and Authority. The Board of Directors shall have the following responsibilities and authority:

- (a) Oversee financial management of Macon & Joan Brock Virginia Health Sciences at Old Dominion University and recommend operating and capital budgets, including tuition and fees, for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University to the Board for approval.

- (b) Develop a strategic plan and master facility plan for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, which shall be submitted to the Board for approval.
- (c) Ensure the mission of the Macon & Joan Brock Virginia Health Sciences at Old Dominion University (i) reflects the commitment to undergraduate, graduate, and professional programs, (ii) is reviewed every five years or more frequently if a significant activity or event necessitates further consideration, (iii) and is submitted to the Board for approval.
- (d) Advance and protect the academic quality of the education offered and to promote and preserve excellence in basic and applied research by the Macon & Joan Brock Virginia Health Sciences at Old Dominion University.
- (e) Ensure that priorities for fund raising are consistent with the mission, priorities, and goals of the Macon & Joan Brock Virginia Health Sciences at Old Dominion University. While the Board of Director's recognizes the independent governance of these private activities, the Board of Directors and the Board are responsible for private resources contributed to the Macon & Joan Brock Virginia Health Sciences at Old Dominion University for public purpose.
- (f) Conduct an annual self-evaluation, which shall be presented to and approved by the Board.
- (g) Recommend approval of initial appointments and academic honors of faculty in the Macon & Joan Brock Virginia Health Sciences at Old Dominion University in accordance with policy.
- (h) Recommend approval of appointments of tenure for Macon & Joan Brock Virginia Health Sciences at Old Dominion University faculty in accordance with policy.
- (i) Approve bylaws of the schools and colleges of Macon & Joan Brock Virginia Health Sciences at Old Dominion University.
- (j) Approve changes to the EVMS Medical Group Bylaws.
- (k) Approve the hiring or termination of the Executive Vice President for Health Sciences by the President, subject to the dispute process set forth in Article VI.
- (l) Approve the hiring or termination of the Dean of the School of Medicine by the Executive Vice President for Health Sciences with approval of the President, subject to the dispute process set forth in Article VI.
- (m) Advise the Board on matters related to Macon & Joan Brock Virginia Health Sciences at Old Dominion University.

ARTICLE IV MEETINGS

Section 4.01 Regular Meetings. In accordance with § 23.1-2002 of the Code of Virginia, 1950, as amended, regular meetings of the Board of Directors shall be held at least four times a year. All meetings shall be open to the public except as authorized by a statutory exception to the Virginia Freedom of Information Act.

Section 4.02 Special or Emergency Meetings. Special or emergency meetings may be held as needed upon the call of the Chair in consultation with the Rector of the Board.

Section 4.03 Notice. All notices for regular meetings or any special or emergency meeting shall be provided in accordance with § 3.04 of the Board Bylaws.

Section 4.04 Quorum. A majority of the members then appointed shall constitute a quorum for the purpose of transacting business, but any number less than a quorum at a meeting may adjourn the meeting from time to time until a quorum is present. When a quorum is present, action may be taken by the Board of Directors upon a vote of the majority of the members present, except as set forth in Section 4.07.

Section 4.05 Manner of Voting. Voting on matters acted on by the Board of Directors shall be by call vote and the "ayes" and "nays" shall be entered into the minutes of each meeting unless the vote of the members present is unanimous, in which case the minutes shall be so indicated.

Section 4.06. Rules of Order. The principles of procedure set forth in Robert's Rules of Order shall provide guidance for the conduct of Board of Directors meetings.

Section 4.07 Supermajority Approval. The following actions will require approval of no less than two-thirds of the members of both the Board of Directors and the Board:

- (a) Changes to the process for hiring or firing the Executive Vice President for Health Sciences;
- (b) Changes to the process for hiring and firing the Dean of the School of Medicine;
- (c) Major changes in the scope of the Macon & Joan Brock Virginia Health Sciences at Old Dominion University;
- (d) Any material health sciences affiliation or joint venture between the University and any hospital, health system, physician group, or medical school;
- (e) Sale of all or substantially all assets, or divestiture of legacy assets of Eastern Virginia Medical School, the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, or the assets used to support the EVMS Medical Group; and

(f) Any change to the name of the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, as either the legal or trade name, or any material change in the public use of this name.

ARTICLE V FINANCE SUBCOMMITTEE

Section 5.01 Finance Subcommittee. The Finance Subcommittee supports the Board of Director's responsibilities for the budget process, accountability, and fiscal efficiency in general, and will consider all issues of financial operations for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University. The Finance Subcommittee's responsibilities include: annual and long-term financial planning; operating and capital budgets; and financial monitoring and reporting systems. The CEO of the EVMS Medical Group will report the activities of the Medical Group to the Macon & Joan Brock Virginia Health Sciences at Old Dominion University Finance Subcommittee. The Finance Subcommittee will be composed of the Board of Directors Chair (or designee), Board of Directors members appointed by the Chair, a faculty member recommended by the Macon & Joan Brock Virginia Health Sciences at Old Dominion University Faculty Senate, the EVP (non-voting), and the Chief Executive Officer of EVMS Medical Group (non-voting).

ARTICLE VI DISPUTE PROCESS

Section 6.01 Dispute Process. If the Board of Directors does not agree with the hiring or termination of either the Executive Vice President for Health Sciences or the Dean of the School of Medicine, a six-member panel composed of three members each from the Board and Board of Directors will be formed to review the proposed candidate or the decision to terminate. If the joint panel cannot agree, the selection of or the decision to terminate the Executive Vice President for Health Sciences reverts to the President, and the selection of or the decision to terminate the Dean of the School of Medicine reverts to the Executive Vice President for Health Sciences.

ARTICLE VII ADOPTION AND AMENDMENT

Section 7.01 Adoption. This Charter shall be adopted by an affirmative two-thirds vote of the total membership of the Board of Directors and shall be provisionally effective until subsequent review and approval by the ODU Board.

Section 7.02 Amendments. The Board of Directors may change this Charter by amendment, with an affirmative two-thirds vote of the total membership of the Board of Directors; provided that a copy of the amendments shall be furnished to each member in writing at least seven (7) days in advance of the meeting; and provided further that any change to the Charter shall not be effective until approved by the ODU Board.