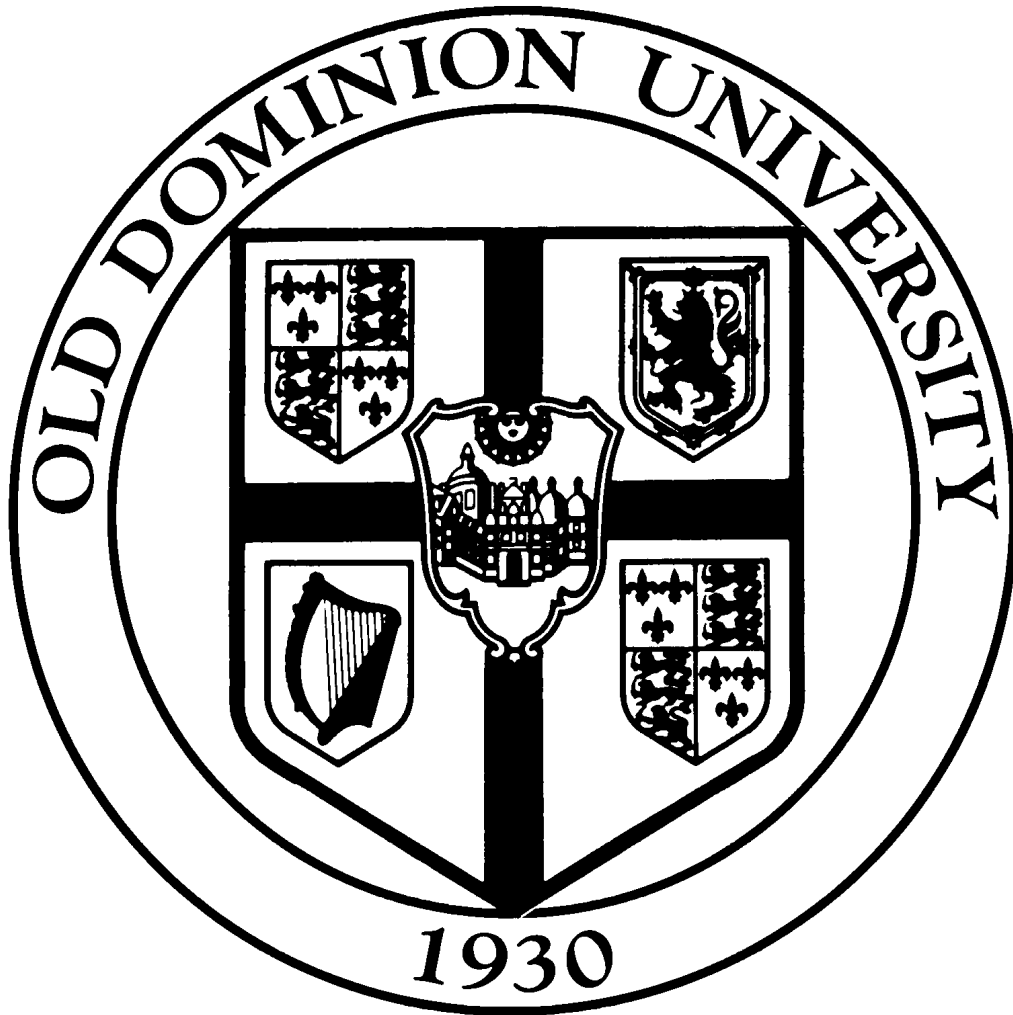


# AGENDA



Old Dominion University  
Board of Visitors  
September 24, 2015

**BOARD OF VISITORS  
OLD DOMINION UNIVERSITY  
Thursday, September 24, 2015, 12:30 p.m.  
Board Room, Webb University Center**

**AGENDA**

- I. Call to Order  
*Ronald C. Ripley, Rector*
  
- II. Approval of Minutes – June 11, 2015 Meeting  
*Ronald C. Ripley, Rector*
  
- III. Rector’s Report  
*Ronald C. Ripley, Rector*
  
- IV. President's Report  
*John R. Broderick, President*
  
- V. Reports of Standing Committees
  - A. Audit Committee  
*Judy Swystun, Chair*  
  
[Revisions to Board of Visitors Policy 1610: Charter of the Internal Audit Department \(pp. 4-11\)](#)
  
  - B. Academic and Research Advancement Committee  
*Carlton Bennett, Chair*
    - 1. [Honorary Degrees \(pp. 12-14\)](#)
    - 2. [Appointments With Tenure \(pp. 15-18\)](#)
    - 3. [Faculty Representatives to Board of Visitors Committees \(p. 18\)](#)
  
- Consent Agenda
  - 4. [Faculty Appointments \(pp. 19-26\)](#)
  - 5. [Administrative Appointments \(pp. 27-34\)](#)
  - 6. [Emeritus/Emerita Appointments \(pp. 35-36\)](#)
  
- Regular Agenda
  - 7. [Approval of a New M.S. Program in Maritime Trade and Supply Chain Management \(p. 37\)](#)

- C. Administration and Finance Committee  
*Robert Tata, Chair*
- D. Student Enhancement & Engagement Committee  
*Lisa Smith, Chair*
- E. University Advancement Committee  
*Frank Reidy, Chair*

[Approval to Rename The Albert Brooks Gornto Jr. TELETECHNET Center \(p. 38\)](#)

- VI. Motion for Closed Session  
*Mary Maniscalco-Theberge, Secretary*
- VII. Reconvene in Open Session and FOIA Certification  
*Ronald C. Ripley, Rector*
- VIII. Old/Unfinished Business  
*Ronald C. Ripley, Rector*
- IX. New Business  
*Ronald C. Ripley, Rector*

[Proposed Bylaws Revisions \(pp. 39-56\)](#)

- X. Adjournment  
*Ronald C. Ripley, Rector*

**PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1610:  
CHARTER OF THE INTERNAL AUDIT DEPARTMENT**

RESOLVED, that upon the recommendation of the Audit Committee, the Board of Visitors approves revisions to Policy 1610: Charter of the Internal Audit Department, as noted in the policy below.

**NUMBER:** 1610

**TITLE:** Charter of the Internal Audit Department

**APPROVED:** November 14, 1981; Revised May 15, 1982; Revised April 5, 1990; Revised September 13, 2002; Revised June 17, 2010; Revised June 12, 2014

Introduction

Old Dominion University supports Internal Audit, as defined by the Institute of Internal Auditors, as "an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes." This charter as adopted herein will serve as a guide for the activities of the Internal Audit Department at Old Dominion University.

This charter does not include, nor is it intended to include, all of the department's duties or responsibilities as they may exist from time to time.

This charter will:

1. Provide a written record of formally approved policies of the Internal Audit Department;
2. Provide a basis for the evaluation of the performance of the Internal Audit Department by the management of the University and the Audit Committee of the Board of Visitors;
3. Serve as a basic document in the organization and administration of the Internal Audit Department.

Mission

Internal Audit was established to assist the Board of Visitors and management of Old Dominion University in providing the Commonwealth and the country with the best possible educational institution for the 21<sup>st</sup> century. As appropriate to accomplish this mission, Internal Audit will have a dual focus; (1) to provide an independent and objective appraisal of the University's financial, operational and information systems, and to evaluate the internal control environment; and (2) to

work with management in a proactive and creative manner to ensure the development and provision of services and processes in the most efficient and effective manner.

### Objectives

The underlying objectives for accomplishing the Internal Audit Department's mission include, but are not limited to, the following procedures:

1. Evaluating financial and operating procedures for adequacy of internal controls and providing advice and guidance on control aspects of new policies, systems, processes and procedures;
2. Ascertaining the extent of adherence, by the University and its employees, to established policies, plans, and procedures, and compliance with state and federal laws and regulations;
3. Ensuring that proper safeguards are maintained to protect University assets from loss, and if necessary, verify their existence;
4. Determining the propriety and accuracy of financial transactions and data;
5. Working with management to identify opportunities for process improvements, cost savings and revenue enhancements;
6. Evaluating the accuracy, security, effectiveness and efficiency of the University's information technology and processing systems;
7. Appraising the results of operations to ascertain the effectiveness and efficiency of organizations in accomplishing their missions, objectives and goals;
8. Assisting in the education and training of employees in University policies and procedures, as well as the need for and characteristics of good internal controls;
9. Assisting management in the deterrence of fraud and to investigate any instances of such activity discovered at the University; and
10. Coordinating audit efforts with the Auditor of Public Accounts and other external auditors.

### Standards for the Professional Practice of Internal Auditing

The Institute of Internal Auditors, Inc., an international organization dedicated solely to the advancement of the internal auditing profession, has adopted "The International Professional Practices Framework (IPPF)." The ~~four~~three mandatory elements of the IPPF are the core principles for the professional practice of internal auditing, definition of internal audit, Code of Ethics, and the International Standards for the professional practice of internal auditing (standards).

In the performance of its mission, the Internal Audit Department of Old Dominion University hereby adopts the IPPF and the "Standards for the Professional Practice of Internal Auditing," which it includes, as an integral part of the department's statement of policies.

## Other Auditing Standards

The American Institute of Certified Public Accountants has promulgated Generally Accepted Auditing Standards (GAAS) through Statements of Auditing Standards, Industry Audit Guides, and other professional releases.

The United States General Accounting Office recommends the "Government Auditing Standards" (the Yellow Book) for use by auditors who audit state organizations, programs, activities, and functions. In the performance of its mission, the Internal Audit Department will reference these additional standards as appropriate.

## Reporting Responsibilities

The Internal Audit Department is functionally accountable and reports to the Board of Visitors through the Audit Committee. The Department reports administratively to the President's Office and works with the President or through a designated representative for the purpose of the day-to-day direction needed by the department in the mediation of audit scope and scheduling, plus budgetary and personnel concerns.

The Internal Audit Director shall have direct access to the President and to the Audit Committee of the Board of Visitors in any instance where the Internal Audit Director believes that such access is needed to fulfill the stated objectives of the department.

The Internal Audit Director shall, at a minimum, meet in executive session, to the extent permitted by law, with the Audit Committee of the Board of Visitors at each of the scheduled quarterly Board Meetings to discuss:

1. Audit reports issued;
2. Detailed audit plan for the forthcoming fiscal year and the areas of audit concerns for the subsequent two years;
3. Relationships between the Internal Audit Department and external auditors;
4. The propriety of any limitations on the scope of internal audits that may be imposed by University management.

As used herein, the term "external" shall refer to representatives of or the activities of the Auditor of Public Accounts for the Commonwealth of Virginia, individual certified public accountants (the "CPA") and auditors from organizations, governmental or commercial, outside the University.

The Internal Audit Director may also present materials, such as the annual audit plan, to the Administration and Finance Committee in an informational capacity.

Code of Virginia §2.2-307 et seq., established the Office of the State Inspector General (OSIG) effective July 1, 2012, and charged the office with providing services in three core areas: (1) investigating complaints alleging fraud, waste, abuse, or corruption; (2) conducting performance

reviews of executive branch agencies; and (3) coordinating and requiring standards for internal audit programs existing as of July 1, 2012, and developing and maintaining other internal audit programs. As the OSIG is required to coordinate and require standards for those Internal Audit programs, the Old Dominion University Internal Audit Department will adhere to any OSIG directives.

### Authority

To the extent permitted by law, the Internal Audit Department shall have timely and unrestricted access to all university activities, properties, personnel, and records which are relevant to fulfillment of the department's mission to the University.

It is understood that certain items of the university are confidential in nature and special arrangements will be made by the audit department when examining and reporting upon such items.

### Independence

#### *Programming*

The Internal Audit Department shall be free from control or undue influence in the selection and application of audit techniques, procedures, and programs.

#### *Reporting*

The Internal Audit Department shall be free from control or undue influence in the determination of facts revealed by the examination or in the development of recommendations or opinions as a result of the examination.

#### *Investigative*

The Internal Audit Department shall be free from undue influence in the selection of areas, activities, personal relationships, and managerial policies to be examined. No legitimate source of information is to be closed to the auditor.

### General

Objectivity is an essential element of independence. The independence of the department may be compromised if the internal auditor participated directly in the preparation or reconstruction of accounting systems, data, or records; thus members of the Internal Audit Department will be used only in an advisory capacity.

### System Planning and Development

The Internal Audit Department will participate, in an advisory capacity, in the planning, development, implementation, and modification of major computer-based and manual systems to ensure that:

1. Adequate controls are incorporated in the system;
2. A thorough testing of the system is performed at appropriate stages;
3. System documentation is complete and accurate; and
4. The intended purpose and objective of the system implementation or modification has been met.

The internal auditor participating in such a review should ensure that the extent of participation does not affect independence, thus suggested audit trails or other controls will be transmitted through formal correspondence.

### Responsibility for the Detection of Errors or Irregularities

The staff of the Internal Audit Department have a professional responsibility to conduct reviews with an attitude of professional skepticism, recognizing that the application of internal auditing procedures may produce evidential matter indicating the possibility of errors or irregularities.

If the internal audit staff believe that an error or irregularity may exist in an area under review or in any other area of the university, the Internal Audit Director shall be notified at once. The Internal Audit Director should consider the implications of such an error or irregularity and its disposition with the President and/or the President's designated representative. If the Internal Audit Director believes that both of the individuals are directly involved, then the disclosure of potential errors or irregularities should be made directly to the chairman of the Audit Committee of the Board of Visitors.

The Internal Audit Department cannot be solely responsible for the detection and prevention of all errors and irregularities which may occur within the university. This is a responsibility shared by all members of the university management team.

### Cooperation With External Auditors

The Internal Audit Director is responsible for coordinating the audit efforts of the Internal Audit Department with those of the Auditor of Public Accounts for the Commonwealth of Virginia and other external auditors that have business with the university. This coordination of audit efforts should be in the planning and definition of the scope of proposed audits so the work of auditing groups is complementary and will provide a comprehensive, cost-effective audit.

The Internal Audit Department shall assist the Audit Committee of the Board of Visitors in the evaluation of the external auditors' examination of the University.

### Audit Plan

Each year, a proposed detailed audit plan for the next fiscal year will be submitted by the Internal Audit Director to the Audit Committee. Upon approval of the plan by the Audit Committee, the Internal Audit Director will initiate audits pursuant to the plan.



A block of time will be set aside for unexpected audits, special request audits and consulting, and cases received from the Commonwealth's fraud, waste and abuse hotline. In excess of this, any additions to the plan will require written documentation as to the need for such additions with final approval for the request being made by the President and Committee.

A copy of all approved revisions to the audit plan will be submitted to the President and the Audit Committee.

### Audit Reports

At the conclusion of each audit, the department or activity audited will be provided an opportunity to respond in writing to the findings, conclusions, and recommendations of the Internal Audit Department. In addition, an exit conference will be held with the individual in charge of the department or activity under review. All findings, conclusions and recommendations will be discussed and any differences of opinion settled or so noted. A formal audit report will be prepared after the exit conference is held and draft report reviewed. This report will contain a summary of the function of the department or area, the objective of performing the audit, the audit methods used, detailed explanations of any issues noted and recommendations for improvements thereon. A section of the audit report will include the department's response to the recommendations made by the Internal Audit Department.

This report will be discussed with the chief operational officer (vice president) responsible for the area under review prior to the issuance to the President of the University. All final audit reports will be issued to the President of the University via the Chief Operating Officer, with copies to the Vice President of the area audited and the department head. Executive summaries of all final audit reports will be presented to the members of the Audit Committee. Further distribution will be at the discretion of the Internal Audit Director.

The Internal Audit Department will conduct a follow-up review on audit reports issued to ensure that all recommendations have been considered and acted upon. Distribution of this follow-up report will follow that of the original report.

### Detection, Investigation and Reporting of Fraud

The Internal Audit Department shall be notified in all cases where the discovery of circumstances suggests a reasonable possibility that assets have, or are thought to have, been lost through defalcation or other security breaches in the financial, operating or information systems. Upon such notifications, the Internal Audit Director should ensure that the proper authorities within the department and the University have been notified of the potential loss. The Internal Audit Director should work to ensure that the University promptly notifies other state departments as required under Section 30-138 of the Code of Virginia.

The Internal Audit Department will perform sufficient tests to identify the weaknesses in financial and operating procedures, both automated and manual, which permitted the loss and evaluate the impact the weaknesses have with respect to other activities of the institution. In addition, the Internal Audit Department will recommend improvements to correct the weaknesses and incorporate

appropriate tests in future audits to disclose the existence of similar weaknesses in other areas of the institution.

### Consulting Activities

As part of its mission, the Internal Audit Department will engage in evolving forms of value-added services which are consistent with the broad definition of internal auditing. As such, the Department from time to time may be asked to perform a variety of non-standard audit services, such as advisory activities and consulting engagements, both of which may involve formal or informal advice, analysis or assessment. These services will be provided at the discretion of the Internal Audit Director where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.

Decisions to adapt or implement recommendations as a result of consulting activities should be made by management. It must be understood that consulting services cannot be rendered in a manner that masks information that, in the judgment of the Internal Audit Director, should be provided to the Board of Visitors and senior management. In the conduct of consulting activities, the Department will be guided by the IIA Code of Ethics and the Standards for the Professional Practice of Internal Auditing.

### Personnel

The ultimate quality of the Internal Audit Department's performance is directly related to the quality of the people employed. The internal audit function should be directed by and staffed with qualified and competent individuals.

Minimum qualifications for each position within the audit function have been established; however, additional experience, training, specialized skills, as well as intelligence, adaptability, promotability, an inquiring mind, analytical ability, good business judgment, and an ability to communicate with individuals should be considered in the employment process.

The Internal Audit Director should report annually to the ~~Audit Administration and Finance Committee~~ and the President and/or a designated representative as to the effectiveness of the present staff in fulfilling the stated objective of the Internal Audit Department.

### Training

The university recognizes the need for members of the Internal Audit Department to "stay current" on accounting issues and auditing techniques in the university.

To fulfill this need, the Internal Audit Department will require each representative of the department to obtain at least forty (40) hours (1 week) of continuing education credits annually. (Training is subject to funding availability.)

### Quality Assurance Review

Old Dominion University recognizes the benefits to be derived from a quality assurance review of the internal audit functions.

A full scope quality assurance review of the University's internal audit function will be performed at least once every five years in accordance with the Institute of Internal Auditors standards.

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## HONORARY DEGREES

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the awarding of an honorary degree to the individuals noted below. A summary of each nominee's career is included for information purposes.

1. Wilbert W. James, President of Toyota Motor Manufacturing, Kentucky, Inc.  
Doctor of Humane Letters (*honoris causa*)
2. Guy Kawasaki, author, entrepreneur and Internet evangelist and executive fellow of Haas Business School at the University of California, Berkeley  
Doctor of Humane Letters (*honoris causa*)
3. Joyce Roche, retired president and CEO of Girls Incorporated  
Doctor of Humane Letters (*honoris causa*)

### Wilbert W. (Wil) James '78 President, Toyota Motor Manufacturing, Kentucky, Inc.

In July 2010, Wil James became the seventh president of Toyota Motor Manufacturing, Kentucky Inc. As such, he leads Toyota's largest automotive manufacturing plant in North America, while also championing quality initiatives for Toyota's 14 North American manufacturing operations.

Mr. James is the first African-American to serve as president of Toyota's Kentucky plant, which manufactures the Camry, America's best-selling car, and was recently named the new home of the first United States-produced Lexus.

Mr. James' career with Toyota began in 1987, supervising a team of about 20 people. He has since served in multiple leadership roles within Toyota's network of manufacturing operations across the United States, including senior vice president of Toyota's vehicle plant in Indiana from 2008 to 2010 and prior to that, president of the automaker's Long Beach, California subsidiary plant, which produces vehicle parts. From 2003 to 2006, Mr. James served as vice president of manufacturing at Toyota Kentucky, after having been promoted multiple times following his career start nearly two decades earlier.

Mr. James recently was named one of the "Top 100 Most Influential Blacks in Corporate America." While serving as Toyota's North American diversity champion, he led diversity and inclusion efforts for the company in plants across the U.S., Canada and Mexico, which directly employ more than 40,000 people.

In addition to ensuring that his company serves as an outstanding corporate and community citizen, Mr. James lends his personal talents in service to several civic and community organizations. He currently serves as chair-elect of the board of directors for the Kentucky Chamber of Commerce, is a board member of the Bluegrass Economic Advancement Movement

and most recently named as a board member of National Urban League. Mr. James is active in the Executive Leadership Council and Kappa Alpha Psi Fraternity. In the past, he has served on the board of North Carolina A & T School of Engineering, Kentucky State University and supported the Board of Affiliates of the National Society of Black Engineers.

A native of Norfolk, Virginia, James received his Bachelor of Science degree in Mechanical Engineering Technology from Old Dominion University in 1978. Additionally, in 2013, James received an honorary doctorate of engineering from the University of Kentucky in recognition of his life's work and his leadership with Toyota.

#### Guy Kawasaki, Author, Entrepreneur, and Internet Evangelist

Guy Kawasaki was born and raised in Honolulu, Hawaii. He is a noted author, entrepreneur, and internet evangelist. He currently serves as chief evangelist of Canva, an online, graphic-design service, and as an executive fellow of Haas Business School at the University of California, Berkeley.

Prior to joining Canva, Mr. Kawasaki served as special advisor to the CEO of the Motorola business unit of Google. He is perhaps most widely known for his time at Apple, where he developed and popularized the concept of "secular evangelism" for Apple's brand, culture and products. At Apple, he served first as chief evangelist for Macintosh software, and later as an Apple fellow.

Mr. Kawasaki left Apple to start Garage.com (Garage Technology Ventures), now a venture capital firm for direct investments in early-stage technology companies. He has started several other companies throughout his career. In 1987, Mr. Kawasaki formed ACIUS, a Macintosh database company that created the "4th Dimension" database. In 1989, he co-founded another software company called "Fog City Software," which produced an email product called "Emailer" and a list server product called "LetterRip."

Mr. Kawasaki is passionate about writing, speaking, and consulting on topics in which he believes. He is the author of *The Art of the Start 2.0*, *The Art of Social Media*, *Enchantment*, and ten other books about change, innovation, marketing, and disruption. He gives more than fifty keynote speeches a year and is a frequent public commentator on subjects such as innovation, enchantment, social media, evangelism, and entrepreneurship.

Mr. Kawasaki holds an MBA from the University of California, Los Angeles, a BA from Stanford University, and an honorary doctorate from Babson College.

#### Joyce M. Roche, Retired President and CEO, Girls Incorporated

As a trailblazer in the corporate world for 25 years, Joyce Roche mentored women by encouraging them to find their voices and take bold career risks to excel. Her vision for empowered businesswomen carried over into her work on behalf of girls when in 2000, she

assumed the role of president and CEO of Girls Inc., whose mission is to inspire all girls to be strong, smart, and bold.

After her retirement Ms. Roche co-wrote an inspirational business memoir entitled, *The Empress Has No Clothes: Conquering Self-Doubt to Embrace Success*. In it she describes her struggle with impostor syndrome through the first two decades of her stellar career ascent. "The Empress Has No Clothes" is now an online community dedicated to helping people who struggle with impostor syndrome that claims the joy, zest, and the power of their success. Ms. Roche is a highly-sought motivational speaker.

Before joining the 150-year old nonprofit organization, Ms. Roche served as president and chief operating officer of Carson Products Company, now part of L'Oreal, and vice president of global marketing at Avon Products, Inc. During her tenure at Carson, sales increased over 130 percent. While at Avon, Ms. Roche broke new ground, becoming Avon's first African American female vice president, the first African American vice president of marketing, and the company's first vice president of global marketing.

Ms. Roche has received widespread acclaim for her achievements in the business world. In 1998, Business Week selected her as one of the "Top Managers to Watch," and in 1997 she was featured on the cover of *Fortune*. In 1991 and 1994 respectively, *Black Enterprise* named Roche one of the "21 Women of Power and Influence in Corporate America" and one of the "40 Most Powerful Black Executives."

In 2006, Ms. Roche received the Legacy Award during *Black Enterprise* magazine's "Women of Power Summit," and in 2007, she received the Distinguished Alumna Award from Columbia University Women in Business.

Ms. Roche is a graduate of Dillard University in New Orleans and holds an MBA from Columbia University. She has successfully completed Stanford University's Senior Executive Program and holds honorary doctorate degrees from Dillard University, Bryant University and North Adams State College. She currently sits on the board of directors of AT&T Inc., Macy's Inc., Tupperware Brands, Dr. Pepper Snapple Group Inc., and the Association of Governing Boards. She is the chair of the board of trustees for Dillard University and has previously served on the boards of Anheuser-Busch Companies, Girls Inc., and The National Underground Railroad Freedom Center.

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## APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Harold C. Riethman as Professor of Medical Diagnostic and Translational Sciences with the award of tenure in the School of Medical Diagnostic and Translational Sciences in the College of Health Sciences, effective August 25, 2015.

Salary: \$121,500 for 10 months (salary includes \$4,500 for serving as Associate Chair of the School of Medical Diagnostic and Translational Sciences)

Rank: Professor of Medical Diagnostic and Translational Sciences

The following contains my recommendation for the initial appointment with tenure of Dr. Harold C. Riethman as Professor in the School of Medical Diagnostic and Translational Sciences in the College of Health Sciences. He has held academic and research positions at the University of Philadelphia, including Assistant Professor, Associate Professor, Director, Nucleic Acids Facility and Scientific Director, Wistar Institute Bioinformatics Core Facility.

The ODU Faculty Handbook states, “The main purposes of tenure are to recognize the performance of faculty members who have given years of dedicated service to the university, to protect academic freedom, and to enable the university to retain a permanent faculty of distinction in order to accomplish its mission.” [Faculty Handbook, p. 50]. The Faculty Handbook policy on Initial Appointment of Teaching and Research Faculty provides for an initial appointment with tenure provided that the “request for an initial appointment with tenure must first be initiated by the chair, voted on by the departmental tenure committee, and approved in writing by the Dean.” The policy also says: “Normally, an initial appointment with tenure will be granted only to a faculty member who already achieved a distinguished academic reputation and holds a tenured position at another institution.”

Recommendations in support of tenure at the rank of Professor with tenure for Dr. Riethman were received from the departmental, college, and university promotion and tenure committees, as well as from the department’s chair and the college dean. This appointment is recommended unanimously by the Promotion and Tenure Committee of the School of Medical Diagnostic and Translational Sciences (3 for and 0 against with no abstentions), the Chair of School of Medical Diagnostic and Translational Sciences, by the Promotion and Tenure Committee of the College of Health Sciences (5 for and 0 against with no abstentions) and by the University Promotion and Tenure Committee. Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Riethman easily meets the standards for tenure at the rank of Professor in the School of Medical Diagnostic and Translational Sciences at Old Dominion University.

Dr. Riethman holds a Ph.D. in Biological Sciences from the University of Missouri (1987). He is a very productive researcher with 69 research papers in peer-reviewed journals such as *Nature*, *Genome Research* and the *American Journal of Medical Genetics*. Dr. Riethman’s publication record is excellent for a tenured faculty member. He received many prestigious research grants totaling over \$20 million. He has held an NIH Postdoctoral Fellowship at Washington University. Dr. Riethman serves as referee for several journals including *Human Molecular Genetics*, *Nucleic Acids Research*, and *Genome Research*.

Dr. Riethman has taught several different graduate courses at the University of Pennsylvania. He has mentored several postdoctoral trainees and doctoral students.

All of his external references enthusiastically support Dr. Riethman. One writes “Prof. Riethman has made substantial contributions to the telomere field, his work has been instrumental in characterizing the DNA sequences of human telomeres. These are amongst the most complex and diverse regions of the genome and characterization of these regions represents a significant technological challenge which cannot be overemphasized.” Another reviewer applauds Dr. Riethman’s teaching: “Harold’s teaching evaluations are stellar. Many students have rotated through his laboratory, and have selected him as a member of their thesis committee or their PhD advisor. Over the last two years, Harold helped organize a Coursera course in Genomics with video-recorded lectures and extensive classroom discussion (so called “reverse classroom”). With Harold’s expertise and experience, he can make a substantial contribution to the curriculum development and the teaching missions of your school, while continuing his exciting research program.” The third reviewer also writes that “Dr. Riethman’s innovative approach to addressing biological problems has been underpinned by his technological innovations. He developed a novel system for cloning large terminal human chromosome fragments, leading to the isolation and detailed analysis of all human subtelomeres. Additionally, he adapted a specific DNA-cleavage technique to map human subtelomeres, which facilitated independent validation of the quality of human subtelomere assemblies. Dr. Riethman has also been instrumental in the development of specialized bioinformatic pipelines for subtelomere sequence analysis that have revealed the positions of key DNA-binding proteins in subtelomeres. Currently, he is developing methods to determine single telomere lengths, to facilitate analysis of telomere length and telomere function and dysfunction in stem cells and cancer cells.”

Therefore, in recognition of his many contributions as a researcher and teacher, his dedicated service to his profession, and in concurrence with all of the recommendations received, I strongly recommend Dr. Harold C. Riethman for an appointment with tenure as Professor in the School of Medical Diagnostic and Translational Sciences in the College of Health Sciences. We are fortunate indeed to attract him to Old Dominion University.

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### **APPOINTMENT OF FACULTY MEMBER WITH TENURE**

RESOLVED that, upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Nail K. Yamaleev as Associate Professor of Mathematics and Statistics with the award of tenure in the Department of Mathematics and Statistics in the College of Sciences, effective December 25, 2015.

Salary:           \$90,000 for 10 months

Rank:             Associate Professor of Mathematics and Statistics

The following contains my recommendation for the initial appointment with tenure of Dr. Nail K. Yamaleev as Associate Professor in the Department of Mathematics and Statistics, in the College of Sciences. Dr. Yamaleev has held research positions in several institutions including the Russian Academy of Sciences, Technical University (Aachen, Germany), Computational Modeling and Simulation Branch (NASA Langley Research Center), Center for Aerospace Research (NC A&T State University), and National Institute of Aerospace. Since 2003, Dr. Yamaleev has been an



Associate Professor in the Department of Mathematics, North Carolina A&T University, where he was awarded tenure in 2007.

The ODU *Faculty Handbook* states, “The main purposes of tenure are to recognize the performance of faculty members who have given years of dedicated service to the university, to protect academic freedom, and to enable the university to retain a permanent faculty of distinction in order to accomplish its mission.” [*Faculty Handbook*, p. 50]. The Faculty Handbook policy on Initial Appointment of Teaching and Research Faculty provides for an initial appointment with tenure provided that the “request for an initial appointment with tenure must first be initiated by the chair, voted on by the departmental tenure committee, and approved in writing by the Dean.” The policy also says: “Normally, an initial appointment with tenure will be granted only to a faculty member who already achieved a distinguished academic reputation and holds a tenured position at another institution.”

Recommendations in support of tenure at the rank of Associate Professor with tenure for Dr. Yamaleev were received from the departmental, college, and university promotion and tenure committees, as well as from the department’s chair and the college dean. This appointment is recommended unanimously by the Promotion and Tenure Committee of the Department of Mathematics and Statistics (5 for and 0 against with no abstentions), the Chair of the Department of Mathematics and Statistics, by the Promotion and Tenure Committee of the College of Sciences (7 for and 0 against with no abstentions) and by the University Promotion and Tenure Committee. Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Yamaleev easily meets the standards for tenure at the rank of Associate Professor in the Department of Mathematics and Statistics at Old Dominion University.

Dr. Yamaleev received his Ph.D. in Mathematical Modeling and Numerical Methods in 1993 from the Moscow Institute of Physics and Technology. He is a very prolific researcher and has published a substantial number of papers in the literature, including 26 peer-reviewed journal articles, 38 peer-reviewed papers in referred conference proceedings, 7 pre-print papers and one book chapter. Eight of these papers have appeared in the *Journal of Computational Physics* which is ranked highly in his field. Dr. Yamaleev’s publication record is very acceptable for a tenured faculty member. During 2003-2012, as a PI, he received three research grants from NASA totaling over \$2.1 million. Since, as a Co-PI, he received grants totaling \$6.5 million. Most recently, he has been awarded a research grant, as a PI, for \$330K from the Army Research Office.

Dr. Yamaleev has won many awards, including: the National Research Council Senior Research Associateship Award; the Alexander von Humboldt Research Fellowship, Germany; a Swedish Royal Academy of Sciences Research Fellowship; and an Academic Exchange Service (DAAD) Research Fellowship, Germany. He serves as referee for several journals.

Dr. Yamaleev taught 11 different courses (9 undergraduate; 2 graduate) at NC A&T State University. Over the last seven years, his average student teaching evaluations and peer evaluation ratings were in the 4.16-4.88 range. Dr. Yamaleev has mentored 4 MS students and co-mentored 1 Ph.D. student in Mechanical Engineering at NC A&T.

All of his five external references enthusiastically support Dr. Yamaleev. One writes: “I regard Prof. Yamaleev as a top expert in the fields of Numerical Analysis and Computational Fluid Dynamics. . . . Dr. Yamaleev has made numerous important contributions to applied mathematics and computational fluid dynamics. I have found many of his results extremely insightful and useful from both theoretical and practical points of view.” Another reviewer applauds Dr. Yamaleev’s mentoring activities, stating that his graduate students have received two competitive fellowships from the NC Space Grant Graduate Research Fellowship and NASA Langley Aerospace Research Summer Scholarship programs, and presented their results at American Institute of Aeronautics and Astronautics (AIAA) conferences.” The third reviewer also writes that: “Dr. Yamaleev's scientific work is original, innovative, and written in a clear style. He has an extensive publication record, and he has published in the most respected scientific journals.”

Therefore, in recognition of his many contributions as a researcher and teacher, his dedicated service to his profession, and in concurrence with all of the recommendations received, I strongly recommend Dr. Nail K. Yamaleev for an appointment with tenure in the Department of Mathematics and Statistics at the rank of Associate Professor. We are fortunate indeed to attract him to Old Dominion University.

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**APPROVAL OF FACULTY REPRESENTATIVES TO  
BOARD OF VISITORS’ COMMITTEES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty representatives to Board of Visitors’ committees for the 2015-16 academic year, effective September 24, 2015: Academic and Research Advancement, Andres Sousa-Poza; Administration and Finance, John Lombard; Institutional Advancement, Sebastian Kuhn; and Student Advancement, Linda Miller-Dunleavy.

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## FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty appointments.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Dorolyn Alper Lecturer of Nursing	\$50,000	7/25/15	10 mos

Ms. Alper received an M.S.N. in Nursing Administration in 2013 from Old Dominion University, an M.S. in Art Therapy and Counseling in 2002 from Eastern Virginia Medical School and a B.A. in Economics in 1995 from Randolph Macon Women's College. Since 2009, she has been an Associate Professor in the Graduate Art Therapy Program at Eastern Virginia Medical School, and she is also a Nursing Supervisor at Virginia Beach Psychiatric Center.

Dr. Nicole V. Austin Instructor, Children's Learning and Resource Center	\$40,000	8/10/15	12 mos
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Dr. Austin received a Ph.D. in Education in 2014 from Old Dominion University, an M.A. in Counseling in 2006 from Liberty University and a B.S. in Biology in 2003 from Lincoln University. Since 2014, she has been a Mentor for the Virginia Star Quality Initiative, Virginia Early Childhood Foundation/Children's Harbor at Tidewater Community College.

Dr. John Baaki Assistant Professor of STEM Education and Professional Studies (Tenure Track)	\$61,000	7/25/15	10 mos
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Dr. Baaki received a Ph.D. in Instructional Technology in 2014 from Wayne State University, an M.A. in Training and Development in 2003 from Oakland University and a B.A. in Economics and Communication in 1990 from the University of Michigan. Since 2013, he has been a Lecturer in the Department of Instructional Technology at Wayne State University.

Dr. Galen Barry Visiting Assistant Professor of Philosophy and Religious Studies	\$50,000	7/25/15	10 mos
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Dr. Barry received a Ph.D. and an M.A. in Philosophy, in 2015 and 2011 respectively, from the University of Virginia and a B.A. in Philosophy in 2008 from Oregon State University. He has been an Instructor and a Teaching Assistant at the University of Virginia since 2009.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Gary L. Burgess Visiting Associate Professor of Community and Environmental Health	\$71,588	7/25/15	10 mos

Dr. Burgess received a Ph.D. in Occupational Hygiene in 1997 from the University of Manchester, England, an M.S. in Health Science in 1985 from California State University and a B.S. in Environmental Health in 1981 from Old Dominion University. Previously he was an Industrial Hygienist at the University of Manchester and worked for the American Board of Industrial Hygiene in a voluntary capacity.

Dr. Elizabeth Ann Burns Assistant Professor of Teaching and Learning (Tenure Track)	\$61,800	8/10/15	10 mos
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Dr. Burns received a Ph.D. in Education, an M.S.Ed. in Secondary Education and a B.A. in English, in 2014, 2009 and 1996 respectively, from Old Dominion University. Since 2014, she has been a Lecturer in the Department of Teaching and Learning at Old Dominion University. Prior to that, Dr. Burns was a Library Information Specialist at W.W. Burrows Elementary School, Department of Defense Education Activity.

Ms. Myleen C. Calderon Lecturer of Nursing	\$50,000	7/25/15	10 mos
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Ms. Calderon received a Master of Science in Nursing-Education in 2010 from Hampton University/Walden University and a Bachelor of Science in Nursing in 1990 from Pines City Colleges, Philippines. Since 2012, she has been Charge Nurse and Clinical Coordinator in the Medical Surgical/Stroke/Telemetry Unit at Chesapeake Regional Medical Center.

Mr. Salim Chemlal Lecturer of Electrical and Computer Engineering	\$65,000	7/25/15	10 mos
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Mr. Chemlal received a Ph.D. in Electrical and Computer Engineering, a Master of Engineering in Modeling and Simulation, a B.S. in Computer Engineering and a B.S. in Electrical Engineering, in 2015, 2011 and 2008 respectively, from Old Dominion University. Since 2012, he has been a Graduate Research Assistant in the Department of Electrical and Computer Engineering at Old Dominion University.

Dr. Brett Cook-Snell Lecturer of STEM Education and Professional Studies	\$47,000	7/25/15	10 mos
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Dr. Cook-Snell received a Ph.D. in Education/Instructional Design and Technology in 2015 from Old Dominion University and a Master of Education and a Bachelor of Arts, in 2009 and 2007 respectively, from Regent University. Since 2012, he has been an Adjunct Instructor at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Michelle R. Danaher Lecturer of Mathematics and Statistics	\$44,990	7/25/15	10 mos

Dr. Danaher received a Ph.D., an M.S. and a B.S. in Statistics, in 2012, 2011 and 2009 respectively, from the University of Maryland. Since 2014, she has been an Adjunct Professor in the Department of Mathematics and Statistics at the University of Maryland and an Adjunct Professor at Montgomery College.

Dr. Jennifer J. Del Corso Lecturer of Counseling and Human Services	\$47,000	7/25/15	10 mos
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Dr. Del Corso received a Ph.D. in Counseling Education and Supervision in 2010 from Regent University, an M.P.S. in Pastoral Studies in 2006 from Loyola University New Orleans, an M.Ed. in Community Counseling in 2003 from the College of William and Mary and a B.S. in Psychology in 2000 from Virginia Polytechnic Institute and State University. Since 2011, she has been an Adjunct Assistant Professor in the Department of Counseling and Human Services at Old Dominion University. (new position)

Mr. John Henry Doucette Lecturer of English	\$42,000	7/25/15	10 mos
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Mr. Doucette received an M.F.A. in Creative Writing in 2012 from Old Dominion University and a B.A. in U.S. History in 2001 from Virginia Wesleyan College. Since 2013, he has been an Adjunct Assistant Professor of English and since 2014 an Adjunct Assistant Professor of Communication and Theatre Arts at Old Dominion University.

Mr. Carson Grubaugh Visiting Assistant Professor of Art	\$50,000	8/10/15	10 mos
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Mr. Grubaugh received an M.F.A. in Painting in 2011 from Cranbrook Academy of Art and a B.A. in Art Practice and a B.A. in Philosophy in 2007 from the University of California, Berkeley. Since 2013, he has been an Adjunct Professor of Art at Modesto Junior College.

Ms. Jamie L. Henthorn Instructor of English	\$40,000	7/25/15	10 mos
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Ms. Henthorn received an M.A. in Literature in 2008 from American University, a B.A. with a double major in Literature and Religion in 2005 from Emory and Henry College and is expected to receive a Ph.D. in English Studies in 2015 from Old Dominion University. She has taught English courses at Old Dominion University and Northern Virginia Community College.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Karen J. Higgins Lecturer of Nursing	\$30,000	7/25/15	10 mos

Ms. Higgins received a Master of Science in Nursing, Family Nurse Practitioner in 1993 from Old Dominion University and a B.S. in Nursing in 1985 from Bradley University. Since 2006, she has been an Adjunct Faculty member in the School of Nursing at Old Dominion University. (Half-time position)

Ms. Laura Horan Lecturer of Nursing	\$50,000	7/25/15	10 mos
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Ms. Horan received a Master of Science in Nursing Education and a Bachelor of Science in Nursing, in 2014 and 2011 respectively, from Grand Canyon University. Since 2014, she has been Lead Instructor in the LPN evening and weekend program at Riverside School of Health Careers and a Registered Nurse for Bon Secours Health System since 2012.

Dr. Gülşah Kemer Assistant Professor of Counseling and Human Services (Tenure Track)	\$65,000	7/25/15	10 mos
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Dr. Kemer received a Ph.D. in Counseling and Counselor Education in 2012 from the University of North Carolina, Greensboro, an M.S. in Psychological Counseling and Guidance in 2006 from Middle East Technical University, Turkey and a B.A. in Psychological Counseling and Guidance in 2002 from Hacettepe University, Turkey. Since 2012, she has been an Assistant Professor in Counseling and Counseling Psychology at Arizona State University.

Dr. Theresa Ann Kirchner Visiting Associate Professor of Marketing	\$40,000	7/25/15	5 mos
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Dr. Kirchner received a Ph.D. in International Business and Marketing, an M.B.A., and a B.S.B.A. in Information Systems, in 2007, 2002 and 2001 respectively, from Old Dominion University. Since 2013, she has been an Associate Professor in the Department of Management at Hampton University.

Ms. Ann Marie Kumn Lecturer, English Language Center	\$48,000	8/10/15	12 mos
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Ms. Kumn received an M.A. in Applied Linguistics and a B.A. in English, in 2013 and 2011 respectively, from Old Dominion University. Since 2013, she has been an Adjunct Instructor of English as a Second Language and Adjunct Instructor of Linguistics at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Nicola Lai Associate Professor of Electrical and Computer Engineering (Tenure Track)	\$90,000	7/25/15	10 mos

Dr. Lai received a Ph.D. in Chemical Engineering in 2002 from the University of Pisa, Italy and a B.S. and M.S. in Chemical Engineering in 1998 from the University of Cagliari, Italy. He has been a Research Assistant Professor in the Department of Biomedical Engineering since 2009 and an Adjunct Assistant Professor in the Department of Pediatrics since 2010 at Case Western Reserve University.

Dr. Uyen Kim Le-Jenkins Lecturer of Nursing	\$37,000	7/25/15	10 mos
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Dr. Le-Jenkins received a D.N.P., M.S.N. and B.S.N., in 2013, 1998, and 1996 respectively, from Old Dominion University. Since 2010, she has been a Nurse Practitioner at the Admiral Joel T. Boone Branch Health Clinic and an Adjunct Nursing Faculty member at South University. (Half-time position)

Dr. Tian Luo Assistant Professor of STEM Education and Professional Studies (Tenure Track)	\$61,000	7/25/15	10 mos
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Dr. Luo received a Ph.D. in Instructional Technology and an M.A. in Communication and Development Studies, in 2014 and 2010 respectively, from Ohio University, a B.A. in Journalism and Mass Communication in 2008 from Wuhan University, China, and a B.A. in English in 2008 from Huazhong Agricultural University, China. Since 2014, she has been an Instructional Design Consultant at Muhlenberg College.

Dr. Shuntay Z. McCoy Assistant Professor of Counseling and Human Services (Tenure Track)	\$58,000	7/25/15	10 mos
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Dr. McCoy received a Ph.D. in Human Development and Family Studies in 2013 from the University of North Carolina at Greensboro, and an M.S. and B.S. in Social Work, in 2003 and 2001 respectively, from the University of Wisconsin-Madison. Previously she was an Assistant Professor for the Master of Social Work Program at Johnson C. Smith University.

Ms. Megan K. Mize Lecturer, Writing for College Success, Academic Enhancement	\$41,000	8/25/15	12 mos
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Ms. Mize received an M.A. in Literature in 2006 from Old Dominion University, a B.A. in English from The College of William and Mary in 2004 and is expected to receive a Ph.D. in English Studies from Old Dominion University. Since 2014, she has been ePortfolio Learning Coordinator in the Honors College. She has also been an Adjunct Faculty member in the Department of English at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Emily Renn Moore Lecturer of History	\$44,000	7/25/15	10 mos

Dr. Moore received a Ph.D. and an M.A. in History, in 2015 and 2003 respectively, from the College of William and Mary and a B.A. in History in 2001 from North Carolina State University. Previously she was an Adjunct Instructor in the Department of History at Old Dominion University.

Mr. Anthony W. Nattania Lecturer of Philosophy and Religious Studies	\$42,000	7/25/15	10 mos
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Mr. Nattania received an M.A. in Humanities, a B.A. in Philosophy, and a B.S. in Psychology, in 1996, 1998, and 1992, respectively, from Old Dominion University. Since 2001, he has been an Adjunct Professor in the Department of Philosophy and Religious Studies at Old Dominion University.

Dr. Marc A. Ouellette Visiting Assistant Professor of English	\$60,000	7/25/15	10 mos
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Dr. Ouellette received a Ph.D. and an M.A. in English, in 2003 and 1998 respectively, from McMaster University, a B.A. in English in 1997 from the University of Waterloo and a B.Ed. in 2011 from Ontario Institute for Studies in Education at the University of Toronto. From 2003-2012, he was an Assistant Professor in the Department of English and Cultural Studies at McMaster University.

Dr. Ka Young Park Assistant Professor of Mathematics and Statistics (Tenure Track)	\$82,620	7/25/15	10 mos
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Dr. Park received a Ph.D. and an M.S. in Statistics, in 2013 and 2012 respectively, from the University of Minnesota and an M.S. in Applied Statistics and a B.S. in Mathematics and Applied Statistics, in 2008 and 2006 respectively, from Yonsei University, South Korea. Since 2014, she has been a Postdoctoral Associate in the Department of Biostatistics at the University of Florida.

Ms. Ashley M. Poole Lecturer of Communication and Theatre Arts	\$40,000	7/25/15	10 mos
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Ms. Poole received an M.A. in Lifespan and Digital Communication and a B.S. in Communication, in 2014 and 2011 respectively, from Old Dominion University. Since 2014, she has been an Adjunct Lecturer in the Department of Communication and Theatre Arts at Old Dominion University.



<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Gregory Raver-Lampman Lecturer, English Language Center	\$48,000	8/10/15	12 mos

Mr. Raver-Lampman received an M.A. in Applied Linguistics (TESOL) in 2012 from Old Dominion University and a B.A. in Comparative Literature in 1979 from the University of California, Berkeley. Since 2011, he has been an Instructor in the English Language Center at Old Dominion University.

Ms. Jane M. Ritchie Lecturer of Art	\$42,000	7/25/15	10 mos
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Ms. Ritchie received an M.F.A. in Metalsmithing in 2012 from Cranbrook Academy of Art and a B.F.A. in Sculpture and Metalsmithing in 2009 from Old Dominion University. Since 2012, she has been an Adjunct Professor in the Department of Art at Old Dominion University.

Mr. Frank A. Scaringello Lecturer of Counseling and Human Services	\$47,000	7/25/15	10 mos
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Mr. Scaringello received an M.S.Ed. in Counseling in 2000 from Old Dominion University and a B.A. in History in 1977 from Montclair State College. Since 2001, he has been an Instructor and Lecturer in the Department of Counseling and Human Services at Old Dominion University. (new position)

Dr. Jeremiah D. Still Assistant Professor of Psychology (Tenure Track)	\$78,000	7/25/15	10 mos
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Dr. Still received a Ph.D. in Human Computer Interaction and an M.S. in Psychology, in 2009 and 2006 respectively, from Iowa State University and a B.S. in Psychology in 2004 from Missouri Southern State University. Since 2013, he has been an Assistant Professor in the Department of Psychology at San José State University.

Dr. Mary L. Still Lecturer of Psychology	\$50,000	7/25/15	10 mos
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Dr. Still received a Ph.D. and an M.S. in Cognitive Psychology, in 2009 and 2006 respectively, from Iowa State University and a B.S. in Psychology and a B.A. in English in 2004 from Missouri Southern State University. Since 2013, she has been a Lecturer in the Department of Psychology at San José State University. (new position)

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Corliss Tacosa Lecturer of Political Science and Geography	\$43,260	7/25/15	10 mos

Dr. Tacosa received a Ph.D. in International Studies from Old Dominion University, an M.A. in Government from the College of William and Mary and a B.A. in Political Science from Fresno State College. Since 2006, she has been an Adjunct Assistant Professor and Visiting Assistant Professor in the Department of Political Science and Geography at Old Dominion University.

Ms. Janice Bell Underwood Lecturer of STEM Education and Professional Studies	\$57,000	7/25/15	10 mos
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Ms. Underwood received an M.A. in Psychology/Special Education and a B.A. in Psychology, in 2002 and 1998 respectively, from Hampton University and is expected to receive a Ph.D. in Curriculum and Instruction in 2015 from Old Dominion University. Previously she was a Special Education Teacher for Hampton City Schools and an Adjunct Professor at Old Dominion University.

Dr. Mitchell R. Williams Associate Professor of Educational Foundations and Leadership	\$72,500	7/25/15	10 mos
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Dr. Williams received an Ed.D. in Adult and Community College Education in 2001 from North Carolina State University, an M.A.Ed. in Educational Administration in Higher Education in 1998 from Western Carolina University, an M.A. in Political Science in 1980 from Georgetown University and a B.A. in Government in 1978 from Hamilton College. Previously he was an Adjunct Faculty Member at Old Dominion University, Piedmont College, and Lenoir-Rhyne University and an Associate Professor at Old Dominion University.

Dr. Donna L. Wolf Lecturer of Human Movement Sciences	\$45,000	7/25/15	10 mos
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Dr. Wolf received a Ph.D. in Clinical Exercise Physiology in 2006 from the University of Pittsburgh, and an M.S. in Cardiac Rehabilitation, Exercise Science and a B.A. in Physical Education, in 2001 and 2000 respectively, from East Stroudsburg University. Since 2015, she has been an Adjunct Assistant Professor in the Department of Human Movement Sciences at Old Dominion University. She was also a Collateral Instructor in the Department of Kinesiology and Health Sciences at Virginia Commonwealth University.

Dr. Xiang Xu Visiting Assistant Professor of Mathematics and Statistics	\$75,000	8/8/15	10 mos
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Dr. Xu received a Ph.D. in Mathematics from Pennsylvania State University in 2011, a Master's in Mathematics in 2006 from Fudan University and a Bachelor's in Applied Mathematics in 2002 from Shanghai Jiaotong University. Previously, he was a Postdoctoral Associate at Carnegie Mellon University and a Visiting Assistant Professor at Purdue University.

### ADMINISTRATIVE FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following administrative faculty appointments.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Sabrina Abney Psychologist and Assistant Professor	\$60,000	8/10/15	12 mos

Dr. Abney received a Ph.D. in Clinical Psychology from Fuller Theological Seminary. Prior to joining Old Dominion University, she served as a therapist for Riverside Behavioral Health in Hampton, Virginia.

Mr. Arthur Anthony Noel Beltran Instructional Technology Specialist and Instructor, Distance Learning	\$55,000	7/10/15	12 mos
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Mr. Beltran received a Ph.D. in 2015 from the University of Houston. He was an Instruction Technology Assistant at the University of Houston from 2010 to 2015.

Ms. Steven M. Bookman University Archivist and Librarian I	\$50,000	8/25/15	12 mos
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Mr. Bookman received an M.L.S. in 2007 from the University of Maryland, College Park and a B.A. in History in 2004 from Virginia Commonwealth University. Since 2007, he has been a University Archives Specialist for Special Collections Research Center, Earl Gregg Swem Library at the College of William and Mary.

Mr. Daniel Cornier Head Athletic Equipment Manager and Instructor	\$40,000	7/25/15	12 mos
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Mr. Cornier received an M.S.Ed. in Physical Education, Sport Management from Old Dominion University. Previously he was a Training Camp Intern with the New York Jets.

Ms. Kristyn Danson Director of Constituent Relations and Instructor	\$52,000	8/3/2015	12 mos
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Ms. Danson received an M.P.A. from Old Dominion University. Previously she was the Communications Coordinator in the Frank Batten College of Engineering and Technology.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Shanice Davis Instructor of Early Care & Education, Children's Learning & Research Center	\$38,760	8/10/15	12 mos

Ms. Davis received a B.S. in Interdisciplinary Studies from Old Dominion University. She previously served as a Program Leader for the ODU Children's Learning and Research Center.

Mr. Robert Doherty Prior Learning Assessment and Communications Manager and Assistant Instructor	\$48,000	8/10/15	11 mos
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Mr. Doherty received a Bachelor of Science in Business Administration from Old Dominion University. He was previously employed as the Communications Manager in the College of Continuing Education & Professional Development at Old Dominion University.

Dr. Alex Dryden Psychologist and Assistant Professor	\$60,000	8/10/15	12 mos
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Dr. Dryden received a Doctorate in Psychology (Psy.D.) from the Virginia Consortium Program in Clinical Psychology. Previously, he served on the clinical team at The Psychotherapy Center in Norfolk, Virginia.

Ms. Briana-Allyn Ellison Residence Hall Director and Instructor	\$32,000	7/23/15	12 mos
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Ms. Ellison received a Masters of Art in Education, Higher Education and Student Affairs from Virginia Polytechnic Institute and State University. Previously, she served as an Assistant Residential Learning Coordinator at Virginia Polytechnic Institute and State University.

Ms. Kadianne A. Francis Residence Hall Director and Instructor	\$32,000	7/10/15	12 mos
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Ms. Francis received an M.A. in Student Affairs in Higher Education in 2012 from Indiana University of Pennsylvania and a B.A. in Political Science, Global and International Studies in 2009 from the State University of New York at Oswego. Since 2012, she has been a Residence Life Coordinator at Penn State University.

Mr. George French Associate Athletic Director for Operations and Instructor	\$60,000	7/25/15	12 mos
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Mr. French received a Master of Science in Sport and Recreation Administration from Western Kentucky University. Previously he was the Director of Athletic Events at Western Kentucky University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. George J. Fowler University Librarian and Librarian III	\$132,600	8/10/15	12 mos

Mr. Fowler received an M.S. in Library Science and a B.S. in Information Science, in 1998 and 1997 respectively, from the University of North Texas and is a doctoral candidate in Higher Education at Old Dominion University. Previously he was Interim University Librarian and Associate University Librarian for Information Resources and Technology at Old Dominion University. (three-year appointment)

Dr. Erika Frydenlund Senior Project Scientist and Assistant Professor. Virginia Modeling, Analysis and Simulation Center	\$75,000	6/10/15	12 mos
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Dr. Frydenlund received a Ph.D. in International Studies from Old Dominion University in 2015 and also holds graduate certificates in Women's Studies and Modeling and Simulation from Old Dominion University. She previously worked as a government contractor for IDS International and Northrop Grumman Technical Services.

Ms. Felicia Garrett Professional Counselor and Lecturer	\$49,920	8/10/15	12 mos
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Ms. Garrett received an M.A. in Professional Counseling from Liberty University. She was previously employed by Compass Youth & Family Services in Norfolk, where she served as an In-Home Clinician.

Mr. Matthew Garvin Coordinator for Student Activities and Assistant Instructor	\$40,000	8/17/15	12 mos
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Mr. Garvin received an M.A. in College Student Personnel in 2015 from Bowling Green State University. Previously he was a graduate assistant at Baldwin Wallace University and served as a Hall Director and advisor for two programming boards in the Office of Student Activities.

Mr. Kenneth Gilliam Coordinator for Student Organizations and Leadership and Instructor	\$33,000	6/10/15	12 mos
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Mr. Gilliam received a Master of Science in Education, Higher Education and Student Affairs, from Indiana University Bloomington in 2015. He previously worked as a Student Organizations Advisor for Student Life and Learning at Indiana University Bloomington.

Ms. Sheila Gray Instructor of Early Care & Education, Children's Learning & Research Center	\$38,760	8/10/15	12 mos
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Ms. Gray received a B.S. in Psychology from Old Dominion University. She previously served as a Program Leader for the ODU Children's Learning and Research Center.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Catherine Greene Coordinator for Student Organizations and Leadership and Lecturer	\$49,000	8/10/15	12 mos

Ms. Greene received an M.S. in Community Mental Health Counseling from St. Bonaventure University. She is currently a Ph.D. candidate in Counselor Education and Supervision at the College of William and Mary. Previously, she served as a clinical doctoral trainee at New Leaf Clinic.

Mr. Adam Hanson First-Year Student Academic Success Advisor and Instructor	\$42,000	6/25/15	12 mos
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Mr. Hanson received an M.S.Ed. in Counseling from Old Dominion University in 2015. Previously he was an Academic Advisor in the Strome College of Business.

Mr. Jonathan Hartman Assistant Athletic Trainer and Instructor	\$36,500	7/10/15	12 mos
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Mr. Hartman received a B.S. in Athletic Training from Plymouth State University and a Master of Science in Athletic Training from Old Dominion University. Previously he was a Graduate Assistant Athletic Trainer for football and men's and women's tennis at Old Dominion University.

Ms. Kaylah Hughes Athletic Operations and Events Coordinator, and Instructor	\$35,000	7/25/15	12 mos
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Ms. Hughes received a B.A. in Exercise and Sport Science from the University of North Carolina at Chapel Hill. She most recently worked as the Business Development Intern with the Washington Redskins. She was also a student office assistant in the football office and an intern in the athletic ticket office at the University of North Carolina. (new position)

Ms. Christina Koenig Recruitment Coordinator and International Advisor, and Instructor	\$40,000	7/25/15	12 mos
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Ms. Koenig received a Master of Engineering Management from Old Dominion University. Previously she was an Education Coordinator in the English Language Center at Old Dominion University.

Ms. Samantha Lewis Instructor of Early Care & Education, Children's Learning & Research Center	\$38,760	8/10/15	12 mos
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Ms. Lewis received a B.S. in Interdisciplinary Studies from Old Dominion University. She previously served as a Substitute Lead Teacher for the ODU Children's Learning and Research Center.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Anna Makhorkina Assistant Director, Peninsula Higher Education Center, and Assistant Professor	\$40,992	9/10/15	10 mos

Dr. Makhorkina received a Ph.D. in International Studies and an M.A. in International Studies from Old Dominion University. She double majored in International Relations and Translation and Interpreting at the Lviv State University in Ukraine. She previously served as an academic advisor in the Strome College of Business and has taught Introduction to International Politics for the Department of Political Science and Geography.

Mr. Michael Marron Assistant Baseball Coach and Instructor	\$63,000	7/25/15	12 mos
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Mr. Marron received a B.A. in English from the College of Holy Cross and an M.A. in Liberal Studies from Stony Brook University. Since 2009, he has been an Assistant Baseball Coach at Stony Brook University.

Ms. Corrie V. Marsh Scholarly Communication and Collection Development Librarian, and Librarian III	\$65,000	8/10/15	12 mos
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Ms. Marsh received an M.S. in Information Sciences and Library Sciences in 1981 from Louisiana State University and a B.S. in Literatures and Social Sciences in 1975 from North Texas State University. Since 2013, she has been Associate Director for Information Services at Stephen F. Austin State University.

Ms. Natalie McGaughey Program Manager and Instructor, Center for Real Estate and Economic Development	\$40,000	7/1/2015	12 mos
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Ms. McGaughey received a B.A. in Political Science from Roanoke College in 2010 and an M.P.A. in 2014 from Old Dominion University. Previously she was the Development Coordinator for The Curtis Group, Inc., a local consulting firm that assists nonprofits with strategic planning and fundraising.

Ms. Shantya Plater Institutional Effectiveness and Accreditation Analyst, and Instructor	\$60,600	8/25/15	12 mos
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Ms. Plater received a Master of Arts in Urban Affairs from Norfolk State University. She previously was employed at Elizabeth State University as an Assessment Coordinator.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Delegate Kenneth R. Plum Contributing Author for the Old Dominion University State of the Region Report, Strome College of Business	\$8,000	9/1/15	2 mos

Delegate Plum received a B.A. from Old Dominion University and an M.Ed. from the University of Virginia. He is a retired teacher and school administrator with Fairfax County Public Schools, where he served as Director of Adult and Community Education. Delegate Plum is a member of the Virginia House of Delegates, representing the 36<sup>th</sup> District. He has served in the House of Delegates from 1978-80 and 1982-present. He was a contributing author of the report from 2004-2013.

Ms. Gina Polychronopoulos Research Associate, Center for Educational Partnerships	\$55,000	8/25/15	12 mos
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Ms. Polychronopoulos received an M.S.Ed. in Counseling and an M.S in Psychology from Old Dominion University. She was previously employed as a Graduate Research Assistant for the Center for Educational Partnerships at Old Dominion University.

Ms. Margaret Roy Assistant Media Relations Director and Assistant Instructor, Athletic Department	\$32,000	7/10/15	12 mos
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Ms. Roy received a B.A. in Psychology from Randolph-Macon College. She has been an Assistant Director of Athletic Communications at Old Dominion University and was also a Sports Information Assistant at Washington & Lee University.

Ms. Danielle Simcic Residence Hall Director and Instructor	\$32,000	7/10/15	12 mos
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Ms. Simcic received an M.A. in Higher Education Administration in 2015 from Rowan University and a B.A. in Political Science from East Stroudsburg University of Pennsylvania in 2012. Since 2013, she has been a Resident Director at Rowan University.

Ms. Dawnita Smith Assistant Director for Conference Services and Instructor	\$50,000	8/25/15	12 mos
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Ms. Smith received an M.P. A. from Old Dominion University. Previously she was the Associate Director for Administrative Services in the Office of Housing and Residence Life at Norfolk State University.



<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Cullen Strawn Executive Director for the Arts and Assistant Professor, College of Arts and Letters	\$65,000	7/25/15	12 mos

Dr. Strawn received a Ph.D. in Ethnomusicology (Minor in African Studies) and an M.A. in Folklore and Ethnomusicology respectively from Indiana University and a B.M. in Performance (Saxophone, Jazz Studies) from the UNC-Greensboro. Previously he was the Curator for North America, Musical Instrument Museum and a consultant on a variety of arts projects in all media forms.

Ms. Monica Taylor Student Support Specialist and Instructor, Office of Educational Accessibility	\$36,760	7/10/15	12 mos
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Ms. Taylor received a B.A. in Interdisciplinary Studies specializing in Psychology and Women's Studies from Virginia Tech. Previously she worked for the Still Hope Foundation as a Program Coordinator and as a Career Specialist for Dress for Success Hampton Roads. She was also an advisor for the Access College Foundation.

Mr. Stephen Villanueva Director of Football Operations and Instructor	\$35,000	7/25/15	12 mos
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Mr. Villanueva received an M.S.Ed. in Physical Education, Sport Management from Old Dominion University. Previously he was the Interim Director of Football Operations in Athletics and a Graduate Assistant for football at Old Dominion University.

Ms. Sarah Widenhofer Instructor of Early Care & Education, Children's Learning & Research Center	\$38,760	8/10/15	12 mos
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Ms. Widenhofer received a Bachelor of Arts in Art Education from Old Dominion University. She previously served as a Substitute Lead Teacher for the ODU Children's Learning and Research Center.

Mr. Roberto Westbrook Assistant Director, Tri-Cities Higher Education Center, and Instructor	\$50,000	8/25/15	12 mos
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Mr. Westbrook received a B.S. in Commence from the University of Virginia and an M.A. in Mass Communications from the University of Florida. He was previously the owner of Roberto Westbrook Photography (Buenos Aires & Norfolk, Virginia) and a photo editor at The Legal Times (Washington, DC). (two-year appointment)

Mr. Jermaine Woods Assistant Women's Basketball Coach and Instructor	\$75,000	6/10/15	12 mos
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Mr. Woods received a Bachelor of Science in Business Management from Norfolk State University. Since 2013, he has been an Assistant Women's Basketball Coach at Virginia Tech. Prior to that, Mr. Woods was the Head Coach for Girls Varsity Basketball at Maury High School in Norfolk.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Ariana Wright Equal Opportunity Officer and Assistant Professor	\$70,000	6/25/15	12 mos

Ms. Wright received a J.D. from William & Mary Law School in 2014. Previously she was an Extern and Postgraduate Fellow in the Office of Institutional Equity and Diversity at Old Dominion University.

Ms. Bo Ram Yi Case Manager and Instructor, Student Engagement and Enrollment Services	\$40,000	6/25/15	12 mos
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Ms. Yi received a B.A. from James Madison University and an M.P.A. from Old Dominion University. Previously she worked in the Office of the Vice President for Student Engagement & Enrollment Services and the Career Management Center at Old Dominion University.

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## EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the granting of the title of emeritus to the following faculty members. A summary of their accomplishments is included.

<u>Name and Rank</u>	<u>Effective Date</u>
A. James English Associate Professor Emeritus of Community and Environmental Health	August 1, 2015
John R. Hackworth University Professor Emeritus and Associate Professor Emeritus of Engineering Technology	January 1, 2016
Louis H. Janda Associate Professor Emeritus of Psychology	January 1, 2016

### A. JAMES ENGLISH

A. James English received a B.Sc. in Biological Sciences from Lebanon Valley College in 1969 and an M.Sc. in Community Health Education with emphasis in Environmental Health from Old Dominion University in 1982. Prior to joining Old Dominion, English served with the Norfolk Department of Public Health for 14 years, most notably as the Deputy Director in 1982-1988 and Director of the Bureau of Environmental Health Service. He served in the U.S. Navy from 1969-1973.

English joined Old Dominion as an Assistant Professor in Environmental Health in 1988 and achieved the rank of Associate Professor in 2000. He served as the Director of the B.S. in Environmental Health Program from 2006-2015 and this year celebrated the 41<sup>st</sup> year of the program at Old Dominion. English was Co-Director of the EVMS ODU Joint Graduate Program in Public Health from 2010-2012. Additionally, he holds an Adjunct Assistant Professor appointment at Eastern Virginia Medical School. English was the Interim Chair of the School of Community and Environmental Health from 2008- 2011. He has mentored many students to successful careers in the environmental health profession.

Throughout his career, English has been actively engaged in community and professional service. He served as a board member of the Virginia Public Health Association and was appointed by the Norfolk City Council as a member of the Norfolk Health Services Advisory Board from 2004 to present. In recognition of his accomplishments, the National Environmental Health Association conferred on him the inaugural award of the Joe E. Beck Education Award in 2015.

## JOHN RICHARD HACKWORTH

John R. Hackworth, Associate Professor of Engineering Technology, received a B. S. degree in Electrical Engineering Technology in 1975 and a Master of Engineering (Electrical) in 1990, both from Old Dominion University. Prior to joining the Old Dominion University faculty in 1988 as an Assistant Professor, he served in the United States Marine Corps (Reserves), and was employed by General Electrical Company for 20 years as a Test Equipment Design Engineer and Plant Automation Engineer.

Hackworth was awarded tenure in 1992, and has since been the program director and chief academic advisor of the Electrical Engineering Technology program. In the early years of ODU's distance education program, TELETECHNET, he worked closely with other Engineering Technology faculty to pioneer many of the distance education delivery techniques that are still in use today. In 2000 he was designated as a University Professor. Since 2011 he has served on the Faculty Senate and on Faculty Senate Committee A.

Hackworth is the co-author of two electrical engineering textbooks that are currently in use by several electrical engineering technology programs at universities within the U.S. He is a member of the American Society of Engineering Educators and a senior member of the Institute of Electrical and Electronic Engineers.

## LOUIS HUGO JANDA

Louis Janda received a B.S. in Psychology from Colorado State University in 1969, an M.A. in Psychology from Arizona State University in 1971, and a Ph.D. in Clinical Psychology from Arizona State University in 1972. He received his Licensure as a Clinical Psychologist from the State Board of Medicine in 1982. Prior to joining Old Dominion University Janda served as a Psychology Intern at the Jewish Hospital in St. Louis, Missouri.

Janda joined Old Dominion as an Assistant Professor of Psychology in 1973 and achieved the rank of Associate Professor in 1980. During his tenure, he has served as Graduate Program Director for the Master's Program; Director of Clinical Training for the Virginia Consortium for Professional Psychology; Director of Undergraduate Specialty in Clinical Psychology; Chair of the Honors Program in Psychology; and Chair of Admissions and Financial Aid Committee at the Virginia Consortium for Professional Psychology.

During his 42 years at Old Dominion University, Janda has been a mentor and committee chair to countless master's and doctoral students for their theses and dissertations. Throughout his research career, he has published numerous journal articles covering Psychological Testing and Abnormal Psychology, along with other articles relating to the topics of guilt, sex anxiety, obesity, personal adjustment and social constraints to name a few. Janda has written approximately nine books and co-authored 10 books along with three software-related publications.

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## **APPROVAL OF A NEW M.S. PROGRAM IN MARITIME TRADE AND SUPPLY CHAIN MANAGEMENT**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposal for a new M.S. program in Maritime Trade and Supply Chain Management to be effective with the fall 2016 semester.

Rationale: Old Dominion University seeks approval to initiate a Master of Science in Maritime Trade and Supply Chain Management, scheduled to begin fall 2016 in Norfolk, Virginia. This proposed program would be administered by the Department of Information Technology and Decision Sciences within the Strome College of Business. This department also houses the undergraduate major in Maritime and Supply Chain Management and a Graduate Certificate in Maritime, Ports and Logistics Management.

The proposed program is on the cutting edge of supporting industries involved in port and supply chain management. It is the first of its kind in the Commonwealth of Virginia—and in the United States—and has been designed specifically for managers and supply chain professionals to expand their knowledge, update their skill sets, and enhance their work with transportation carriers, shippers, sourcing agents, warehouse managers as well as third parties and governments directly or indirectly involved in the movement of cargo and material flow.

Old Dominion University’s Strome College of Business offers a number of strengths that are related to this Master of Science in Maritime Trade and Supply Chain Management. Most importantly, the University’s Maritime Institute, established in 1994, has a mission “to provide world-quality maritime, ports and logistics management education, training, and research to meet regional, national, and international needs.” The institute is a partnership between Old Dominion and the maritime industry in Hampton Roads, working in concert with organizations connected to regional ports. In addition, a number of Old Dominion faculty members are leaders in port economics, supply chain management, logistics planning, strategic sourcing, and other areas associated with this proposed program.

Further, the location of the university is a perfect fit for a graduate program in maritime trade and supply chain management. The Port of Virginia is ranked 3rd in the nation in both cargo shipping weight and dollar value in U.S. International Trade in Goods and Services: April 2015, released by U.S. Census Bureau and the U.S. Bureau of Economic Analysis (BEA). Therefore, Old Dominion is close to significant shipping and transportation activities on the East Coast. This program will ensure that Old Dominion University continues to serve as a valuable resource to maritime and related industries in Hampton Roads, the Commonwealth of Virginia, North America, and beyond.

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**APPROVAL TO RENAME THE ALBERT BROOKS GORNTO JR.  
TELETECHNET CENTER**

RESOLVED, that upon the recommendation of the University Academic Advancement Committee, the Board of Visitors approves renaming the Albert Brooks Gornto Jr. TELETECHNET Center “Albert Brooks Gornto Jr. Hall, effective September 24, 2015.

Rationale: The renaming of the Albert Brooks Gornto Jr. TELETECHNET Center to Albert Brooks Gornto Jr. Hall is proposed in order to better align the building naming convention to those applied to the current campus community. Additionally, the referenced TELETECHNET term, referring to the satellite broadcast system previously used to distribute course content to ODU classrooms located at partner community colleges and military installations throughout Virginia and beyond, has been sunset in order to leverage online asynchronous delivery options and web conferencing options. While our partnerships with the community colleges and military installations continue, we currently offer classes to students in delivery formats that are more convenient and independent of a distributed classroom location model. Removing the term TELETECHNET from the building name will reduce confusion for students, staff, and partners working with the Office of Distance Learning, which is housed in the building.

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## **PROPOSED AMENDMENTS TO THE BOARD OF VISITORS' BYLAWS**

RESOLVED, that the Board of Visitors approves the following amendments to the Board of Visitors' Bylaws.

### **BY-LAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS**

#### **PREFACE**

The Board of Visitors adopts the by-laws 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 §§ 23-49.11 through 23-49.22, 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 of the Commonwealth's 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 by-laws, 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. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§ 4.04. of these Bylaws) and oversight (§ 6.01(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.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing 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. 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 periodically review and approve the University's annual budget and work in conjunction with the President and his/her administration that are accountable for directing a process that seeks input from the Board.

(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.

(g) Student Quality of Life. 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.

(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 (see Article VIII of these Bylaws) 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' financial position.

(j) Fiscal Efficiency. 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; i.e., the cost-effective operation of the University.

(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 institution's 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.

## **ARTICLE II Members**

§ 2.01. 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.

§ 2.02. ~~(Reserved)~~ Removal. Pursuant to Va. Code § 23-2.06, if any member of the Board of Visitors fails to attend (1) 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 § 23-9.14:1, 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. However, no member serving as of January 1, 2015 shall be removed for failing to attend the educational programs required by § 23-9.14:1 if he or she attends training by January 1, 2016. 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.

§ 2.03. 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. They shall be entitled to have access to minutes of the regular Board meetings posted online and be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors.

### **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 three day statutory notification notwithstanding. The regular meeting during the month of June of each year shall be the annual meeting.

§ 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 is 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. (Effective July 1, 2002) A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (§ 23-49.17(b), *Code of Virginia*).

§ 3.06. Order of Business. The order of business at meetings is set forth in the Board Policy and Procedures, unless modified at the discretion of the Rector with the modification(s) approved by a majority of the voting Board members present. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 calendar days in advance of the meeting at which the issue is to be addressed or public comment accepted. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified and may be considered if confirmed by a majority of the voting members of the Board.

§ 3.07. Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules of Order Newly Revised*. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of University officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; (2) or the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.

§ 3.08. Voting Procedures. Except when a roll-call vote is specifically requested by any member of the Board, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing or abstaining from the matter. However, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (§2.2-3708.D., *Code of Virginia*). No proxies, secret, or written ballots are authorized in any Board meeting (§ 2.2-3710., *Code of Virginia*). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes.

## **ARTICLE IV**

### **Committees**

#### § 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of eight members of the Board, three of whom shall be the elected officers of the Board. The remaining members of the Executive Committee shall be 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 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 eight members. A quorum of the Executive Committee shall consist of three Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee and count towards a quorum as directed by the Rector.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or 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. The committee shall coordinate the policy development and the goals/objectives of all Board committees and shall recommend the means whereby the Board will assess its effectiveness in accordance with § 9.03 of these Bylaws. A complete record of all actions of the Executive

Committee shall be maintained by the Secretary and shall be provided to each member of the Board within 15 working days after the Executive Committee meeting at which such actions were taken. All members of the Board shall be invited to attend Executive Committee meetings and all Board members in attendance at an Executive Committee shall be entitled to vote. Meeting notices shall be provided as set forth in § 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, University Advancement Committee, Administration and Finance Committee, Student Enhancement and Engagement Committee, and Audit Committee. The chairs and members of the five standing committees shall be appointed by the Rector, after consultation with the parties involved, for terms of two years, and shall serve until their successors have been duly appointed. All members subsequently may be reappointed from year to year. Board members shall typically serve on two standing committees, except that those who are appointed to serve on the Audit Committee may serve on three standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be filled in accordance with § 5.04 of these Bylaws and Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector and confirmation by the Board. 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 and the approval of the annual internal compliance and operations audit plan by the Audit Committee) 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 and procedures. 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. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) University Advancement Committee. The University Advancement 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 government relations, fund raising, community (including military) and public relations, and alumni activities.

(c) 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.

(d) Student Enhancement and Engagement Committee. The Student Enhancement and Engagement Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability. 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, including matters related to the student honor system. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities, 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. The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.

(e) Audit Committee. The Audit 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 internal auditors, determining that the administration has been open and has acted in good faith in connection with the audit; and (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan. Members of the Audit Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Members of the Audit Committee may serve on the Administration and Finance Committee; however, a majority of the Audit Committee may not serve on the Administration and Finance Committee. The Committee may also receive reports from the University Auditor on matters of economy, efficiency and effectiveness of operations and internal controls.

(f) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions as necessary. 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. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officer positions. In even numbered years, at the annual June meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be elected by the Board. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Nominations. The Nominating Committee shall post a call for nominations for officers from the Board no later than July 15. Nominations shall be submitted in writing to the committee chair and shall be due no later than 31 days following the date of the call for nominations. Members of the Board may feel free to nominate themselves for an office to the chair of the

Nominating Committee. Nominees for officers must have more than one year remaining on their terms of appointment. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet at least 14 days prior to the September Board meeting to determine the nominations to be presented to the Board. The recommendation of the nominating committee shall be distributed with the announcement of the meeting of the Board of Visitors in the even numbered year in which the election of officers is to be held. At that meeting, the nominating committee shall present one candidate for each office for election in accordance with § 5.01 of these Bylaws. Nominations from the floor may be made from the floor prior to such election.

(c) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall resign from the committee immediately and the Rector shall immediately appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Executive Committee at a special meeting convened for that purpose.

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by § 5.04, Vacancies, of these Bylaws.

§ 4.04. 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 Board shall elect a Presidential Search Committee of five or more Board members, along with two alternates, and may include no more than four 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 Board 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 Board may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately commission the conduct of 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 and the Rector shall promptly appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Board at the next regular Board or Executive Committee meeting or, if necessary, at a special meeting convened for that purpose.

(d) 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 (the University Succession Policy) shall determine who shall exercise executive authority for the University.

§ 4.05. 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.

§ 4.06. 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.

§ 4.07. 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.

§ 4.08. 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.

§ 4.09. 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 § 4.04 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

§ 4.10. Removal. Standing and special committee chairs only may be removed by the Rector with prior approval of the Board, with at least nine voting members voting in the affirmative for removal. Members or advisors may be removed from Board committees on the recommendation of the committee chair and approved by a majority of committee members, after an affirmative vote by a majority of Board members attending the meeting at which the recommendation is presented.

## **ARTICLE V**

### **Board Officers**

§ 5.01. 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. Officers must have at least one year remaining in their terms. At the first regular meeting after July 1 of even numbered years, the Board shall elect its officers from its own body (§ 23-49.17(b), *Code of Virginia*). Newly elected officers shall take office immediately following the close of the meeting at which elected 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.

§ 5.02. 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.

§ 5.03. 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.

§ 5.04. 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 electing a Nominating Committee as outlined in § 4.03 of these Bylaws and 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.

§ 5.05. 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, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members with the approval of the Board, except members to the Nominating and Presidential Search Committees.

(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.

§ 5.06. Vice Rector. The Vice Rector shall serve as *ex-officio* member of all standing committees of the Board, except the nominating committee, and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. The Vice Rector shall serve as Board parliamentarian.

§ 5.07. 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 (see Bylaws § 7.04 and Article VIII) 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.

§ 5.08. 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 Board 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 VI**  
**University Administrative Officers**

§ 6.01. 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 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). At the annual meeting of the Board, the President, in open or closed session, as appropriate, 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. The Board shall subsequently evaluate the President's performance for the past year. Objectives for each ensuing year shall also be presented at the annual meeting of the Board for

approval. At least every three years or at any time deemed desirable by the Board, the President shall be evaluated more formally.

§ 6.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the Board of Visitors on the recommendation of the President in all cases and additionally by the Provost and Vice President for Academic Affairs for Deans and shall serve at the pleasure of the President.

(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. 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 college.

§ 6.03. 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 VII**  
**Staff Personnel Supporting the Board**

§ 7.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor 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 University Auditor shall report to the Board through the Audit and Administration and Finance Committees, 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 Committee. The authorization of positions in the Office of the University Auditor shall be reviewed and recommended to the Board for approval via the Audit Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The University Auditor may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the University Auditor must be submitted to the President, the chair of the Audit 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 appoint a special committee from the Audit Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. The committee shall consist of no fewer than five members, at least three of whom must be voting members of the Board. Procedures to be followed for an executive search shall be similar to those contained in § 4.04 of these Bylaws. The President may be involved in the process and an external audit of the Office of the University Auditor shall replace the institutional review if deemed necessary. Approval of a candidate requires the vote of at least nine voting members of the Board.

§ 7.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in § 2.2-507., *Code of Virginia*.

§ 7.03. 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 the content of official regulations of the University contained in its publications corresponds with the content of Board established policies and procedures, manages funds allocated to the Office of the Board of Visitors, and shall submit the Board's budgetary needs as part of the University's annual budgeting process. In conjunction with the Office of University Advancement maintains contact with Visitors Emeriti as set forth in § 2.03 of these Bylaws, 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 VIII**

### **Board Policies and Procedures**

§ 8.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. Heretofore, Board Policies and Procedures have been styled "Rules and Regulations." All Rules and Regulations of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 8.02. 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.

§ 8.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date is fixed by the Board.

§ 8.04. Publication of Policies and Procedures. The Board Secretary, assisted by the Executive Secretary to the Board, shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

## **ARTICLE IX**

### **Miscellaneous Provisions**

§ 9.01. 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 three-fourths 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.

§ 9.02. 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 §701(f) of these Bylaws to preclude unnecessary duplication.

§ 9.03. Board Evaluation. The Board should conduct a self-evaluation annually at a Board retreat. The Board should occasionally have a formal evaluation of its processes and procedures which could be conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought in an appropriate fashion from the University President, University Staff, Faculty, and Students along with the public at large.

§ 9.04. 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 § 5.06 and § 7.04) 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 X**  
**Amendments and Procedural Irregularities**

§ 10.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least 12 voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least 45 calendar days prior to the meeting.

§ 10.02. 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.

§ 10.03. 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.

§ 10.04. 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.

§ 10.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 24<sup>th</sup> day of September, 2014~~5~~. All former Bylaws of the Board of Visitors are hereby repealed.

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