

OLD DOMINION UNIVERSITY

BOARD OF VISITORS
Thursday, September 21, 2017

MINUTES

The Board of Visitors of Old Dominion University met in regular session on Thursday, September 21, 2017, at 9:00 a.m. in the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Board were:

Carlton F. Bennett, Rector
Yvonne T. Allmond
R. Bruce Bradley
Alton J. Harris
Michael J. Henry
Toykea S. Jones
Kay A. Kemper
Ross A. Mugler
Donna L. Scassera
Maurice D. Slaughter
Lisa B. Smith
Robert M. Tata
Ivan Militar (*Student Representative*)

Absent were:

Jerri F. Dickseski
Larry R. Hill
Pamela C. Kirk
Frank Reidy
William D. Sessoms, Jr.

Also present were:

John R. Broderick, President	Elizabeth Kersey
Austin Agho	Donna W. Meeks
Alonzo Brandon	Karen Meier
Jonathan Cawley	Earl Nance
Keith Curtis	Ellen Neufeldt
Jane Dané	John Nunnery
Gregory DuBois	Brian Payne
Dan Genard	September Sanderlin
Giovanna Genard	Wood Selig
Velvet Grant	Amanda Skaggs
Rhonda Harris	Rusty Waterfield
Scott Harrison	

CALL TO ORDER

Rector Bennett called the meeting to order at 9:05 a.m.

CLOSED SESSION

The Rector recognized Ms. Allmond, who made the following motion, “Mr. Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711(A) (9), for the purpose of discussing matters relating to gifts, bequests and fund-raising activities.” The motion was seconded by Mr. Mugler and unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of the closed session, the meeting was reconvened in open session, at which time the Interim Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed and (2) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered. The certification of compliance vote was 11 in favor and none opposed. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

The meeting was recessed at 9:40 a.m.

RECONVENE MEETING AND APPROVAL OF MINUTES

The Rector reconvened the meeting at 12:52 p.m. and asked for a motion to approve the minutes of the annual meeting held on June 8, 2017. Upon a motion made by Mr. Henry and seconded by Mr. Mugler, the minutes were approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

RECTOR’S REPORT

Rector Bennett thanked the Board members for attending the meeting, particularly those who must travel from out-of-town in order to do so. He stated that this is a good Board that works well together in support of the University.

The Rector then presented the resolution to approve proposed revisions to the Bylaws that would establish a new standing committee on Athletics. Upon a motion made by Mr. Mugler and seconded by Mr. Harris, the following resolution was approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

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 §§ ~~23.1-200023-49.11~~ through ~~23.1-200423-49.22~~, 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. 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, Administration and Finance Committee, Athletics Committee, Audit Committee, Student Enhancement and Engagement Committee, and University Advancement Committee. The chairs and members of the ~~six~~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 Athletics and Audit Committees 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) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose.

(c) Athletics Committee. The Athletics Committee supports the Board's responsibilities for oversight of its Intercollegiate Athletics programs. The Committee shall review athletic policy and programs and make appropriate recommendations to the Board.

(d) Audit 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.

(e) 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 (including intramural athletics), and matters related to student government and appropriate student participation in University governance by all types of students and on student recruitment and admissions criteria and policies. ~~The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.~~

(f) 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.

(g) 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 21st day of September, 2017. All former Bylaws of the Board of Visitors are hereby repealed.

The Rector stated that he has asked Kay Kemper to chair the Athletics Committee and Yvonne Allmond to serve as vice chair. Vice Rector Lisa Smith is assisting with establishing the committee and so far Bruce Bradley and Jay Harris have agreed to serve. President Broderick noted that the committee will meet separate from the other committees, similar to the Audit Committee, so all board members can choose to attend.

PRESIDENT'S REPORT

In his report to the Board, President Broderick reviewed the eight priorities included in the Six-Year Academic and Financial Plan. These include (1) operating funds for access, completion and student success, (2) increase faculty salaries, (3) student financial aid, (4) online education expansion and modernization, (5) STEM-H Express, (6) cybersecurity, (7) Commonwealth Center for Recurrent Flooding Resiliency – post event economic analysis component, and (8) Center of Excellence in Falls Prevention. Together these initiatives total \$23M in 2019 and \$32.7M over the biennium. The Plan, which was recently presented in Richmond, was noted as one of the best received from all the universities. He must now attest that the Board has formally approved the Plan and offered a resolution for such approval. A motion was made by Mr. Mugler, and seconded by Mr. Henry that the Board approves University's 2018-2024 Six-Year Academic and Financial Plan as presented. The motion was unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

The President provided an update on several new initiatives. The first meeting of the board of the Online Virginia Network was held at Old Dominion University in July. Seven of the eight

General Assembly members attended as well as the Board's representative, Ron Ripley. Andy Casiello and his staff in Distance Learning did a remarkable job and the OVN is off to a good start. Vice President Neufeldt will serve on the Board as the University's representative. The next Board meeting will be hosted by George Mason University.

A \$500,000 National Science Foundation grant was received to expand programming for Cybersecurity undergraduates. Engineering faculty also received a \$115,000 grant for the National Security Agency to develop a Risk Management Cybersecurity course. The University opened the new Cybersecurity Lab and has hired two new faculty members. The Cybersecurity online degree program is part of the Online Virginia Network offerings and three new courses – Digital Forensics, Cyber Law and Reverse Software Engineering – have been developed. In addition, separate majors in Enterprise Cybersecurity (for business students) and Cybercrime (for criminal justice students) have been created a Cybersecurity internship program with Sentara Healthcare has been developed resulting in eight students being hired as paid “junior security specialists.” An articulation agreement with Northern Virginia Community College is being finalized and the current agreements with Tidewater and Thomas Nelson Community Colleges are being updated. The President commended Vice Provost Brian Payne for his leadership in this effort.

Provost Agho is working closely with faculty in the College of Health Sciences to identify short- and long term steps to solidify Old Dominion's presence in Virginia Beach. Existing programs will be expanded and offered at the Virginia Beach Higher Education Center and new centers such as telehealth training and simulation centers and nursing and physical therapy clinics are being identified. Resources will be reallocated to achieve these expansion goals and the University is working with the City of Virginia Beach to secure funding for a building to house new graduate health professions programs.

Fundraising is another important initiative and the President expressed his appreciation to the Board members for the discussion earlier in the day and their support of this initiative.

President Broderick noted that ODU made history last year by awarding over 4,000 bachelor's degrees and having its highest graduation rate. Women's volleyball will begin in 2020 and will be the University's 17th intercollegiate program. A new partnership with Sentara Heart Hospital will provide baseline heart testing of all incoming student-athletes to help detect pre-existing conditions or serious abnormalities standard physical examinations typically cannot detect. While many universities across the country offer this service for football and basketball players, this program will screen all ODU sports teams.

The University received several awards recently. Procurement Services was awarded the annual Achievement of Excellence in Procurement award by the National Procurement Institute for innovation, professionalism, productivity, e-procurement and leadership in best procurement practices. The University won the Gold Leave Award from the International Society of Arboriculture recognizing outstanding local service in landscape beautification and/or Arbor Day activities. Dr. Johnny Young, Associate Vice President for Student Engagement and Enrollment Services, will receive the 2017 Minority Access National Role Model Award from Minority Access. Minority Access is also honoring Old Dominion as an institution committed to diversity in 2017.

At the conclusion of his report, Vice Rector Smith asked about the location of expanded services in Virginia Beach, President Broderick said that the existing facility will be used and the University may partner with Sentara for needed additional space. There may be other space available in other part of the city that could provide a short-term solution.

REPORTS OF STANDING COMMITTEES

AUDIT COMMITTEE

The Rector called on Mr. Mugler for the report of the Audit Committee. Mr. Mugler reported that Amanda Skaggs, Internal Audit Director, presented the report of the Internal Audit Department's quality assurance improvement program and the results of that program as required by the Institute of Internal Auditors' standards. She also presented proposed revisions to Board Policy 1610, Charter of the Internal Audit Department.

The following resolution was brought forth as a recommendation of the Audit Committee and was unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

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 proposed revisions Policy 1610, Charter of the Internal Audit Department, effective immediately.

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; Revised September 24, 2015

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 21st 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 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. A comprehensive follow-up report will follow that of the original report. ~~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 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.

The Committee received an update from Ms. Skaggs on internal audits currently in progress. She then provided details of recent engagements performed in Facilities Management and the Confucius Institute. The system of internal controls in effect over Facilities Management was noted as adequate with five reportable items relating to small purchase card use and reconciliations, key collection process, gas card interdepartmental transfers, labor rates not agreeing to the University's Tuition and Fees Schedule, and the monitoring of fuel pumps. Agreed upon procedures were performed for the Confucius Institute at the request of the granting agency and it was determined that there was a lack of internal controls over the reporting by the Confucius Institute to Hanban (the granting agency) for calendar year 2015. There were reportable items related to the required match contribution, the amount of funds reported as spend, Banner reconciliations, and tracking of expenses by projects.

ACADEMIC & RESEARCH ADVANCEMENT COMMITTEE

The Rector called on Mr. Henry for the report of the Academic & Research Advancement Committee. Mr. Henry reported that the Committee met in closed session to discuss the appointment of faculty representatives to standing committees of the Board.

Following closed session, committee members approved by unanimous vote the appointment of faculty representatives to the standing committees of the Board for 2017-2018. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

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 2017-18 academic year, effective September 21, 2017: Academic and Research Advancement, Andres Sousa-Poza; Administration and Finance, Ingrid Whitaker; Institutional Advancement, Sebastian Kuhn; and Student Advancement, Linda Miller-Dunleavy.

Dr. Sebastian E. Kuhn is Professor of Physics and Eminent Scholar. He joined Old Dominion University in 1992. Kuhn earned a Dr. rer. Nat. (Ph.D.) in Physics from the University of Bonn. His awards and honors include election as a Fellow of the American Physical Society, the annual Research Award at ODU, and the Faculty Excellence Award, Distinguished Teaching Award, and Gene W. Hirschfeld Award of the College of Sciences. Kuhn has served as the primary advisor to 11 Ph.D. students and supervised seven undergraduate senior thesis research projects. He has been continuously funded since 1993 by the U.S. Department of Energy as well as the National Science Foundation and through Jefferson Lab, with total funding of \$15.2M as PI or Co-PI. He has published 154 refereed papers and has 14,000 citations. Kuhn has been active in the American Physical Society and has been a Faculty Senator since 2003.

Dr. Linda Miller-Dunleavy is a Master Lecturer of Communication Disorders and Special Education and has been a professional educator for over 39 years. She received an M.S.Ed. in Special Education from Old Dominion University. She began her teaching career teaching students with mental illnesses in the state of Virginia. Invited to share her practical experience with students at Old Dominion University, she accepted a full-time position at the University in 1997. As a professional businesswoman, Miller-Dunleavy started two companies, Education Resources Institute and Adaptive Movement Programs (AMP4Kids). The premise of AMP4Kids is to provide quality physical education programs and activities to all kids with disabilities. Miller-Dunleavy is an advocate for individuals with special needs, and she brings her vast educational experiences, knowledge, and passion to the special education arena. She is active in both the University community and the local community.

Dr. Andres Sousa-Poza is a Professor and chair of the Engineering Management and Systems Engineering department. He has been a faculty member at Old Dominion University since 2000. He is an educator, researcher, mentor and consultant with over 25 years of experience in academia and industry. Sousa-Poza holds a B.Sc. in Mechanical Engineering from the University of Cape Town, South Africa and M.S. and Ph.D. degrees in Engineering Management from the University of Missouri-Rolla. While at ODU, Sousa-Poza has taught over 50 courses, reaching more than 1000 graduate students, and has been awarded 21 projects by external sponsors (15 as PI) worth more than \$8.5 million. He has published extensively in peer-reviewed journals and presented his work at a variety of academic and industry conferences and venues.

Dr. Ingrid Phillips Whitaker is a native of Trinidad and Tobago West Indies. She immigrated to the United States at the age of four and was raised on the south side of Chicago where she completed her elementary and high school education. She continued her education at the University of Illinois at Chicago where she earned a Bachelor's degree in Psychology and Sociology. Upon completion of her undergraduate degree, Whitaker was awarded a minority graduate fellowship at the University of Michigan where she earned a Master's degree in

Sociology, a Masters of Social Work, and a Ph.D. in Sociology and Social Work. Whitaker currently serves as a tenured Associate Professor and Graduate Program Director in the Department of Sociology and Criminal Justice at Old Dominion University.

Committee members approved by unanimous vote the resolutions on 37 faculty appointments and 41 administrative appointments. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

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. Jennifer L. Baker Visiting Assistant Professor of Communication and Theatre Arts	\$55,000	7/25/17	10 mos

Ms. Baker received an M.F.A. in Scenography and Theatre Design from the University of North Carolina at Greensboro and a B.F.A. in Art from Longwood University. Previously she was an Adjunct Professor in Communication and Theatre Arts and Costume Shop Manager at Old Dominion University.

Ms. Abbie Basile Engineering and Physical Sciences Librarian	\$59,000	7/10/17	12 mos
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Ms. Basile received an M.L.S. from State University of New York at Buffalo and a B.A. in Philosophy from State University of New York College at Buffalo. Previously she was Library Coordinator at Tidewater Community College.

Dr. Lorri J. Birkholz Lecturer of Nursing	\$74,000	7/25/17	10 mos
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Dr. Birkholz received a Doctorate of Nursing Practice from Old Dominion University, an M.S.N. in Nursing Leadership and Administration from the University of Texas Arlington and a B.S.N. from the University of Wisconsin – Green Bay. Previously she was Director of Emergency Services at Montrose Memorial Hospital and a Graduate Teaching Assistant in the School of Nursing at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Megan Boeshart Lecturer of English	\$50,400	7/25/17	12 mos

Ms. Boeshart received an M.A. in English from Texas State University, a B.A. in English from The Ohio State University and is pursuing a Ph.D. in English from Old Dominion University. Previously she was a Graduate Writing Assistant and Assistant Writing Center Director at Old Dominion University. (Designated as Writing Center Director)

Mr. Derrick Borte Visiting Professor of Practice Department of Communication and Theatre Arts	\$55,000	8/25/17	10 mos
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Mr. Borte received an M.A. in Media Studies from Parsons, The New School for Social Research and a B.F.A. in Multi Media Arts from Old Dominion University. Previously he was the owner of The Freerange Group, Inc, which specializes in film and video production.

Dr. Raúl A. Briceño Assistant Professor of Physics (Tenure Track)	\$99,000	7/25/17	12 mos
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Dr. Briceño received a Ph.D. and an M.S. in Physics from the University of Washington and a B.A. in Physics from New College of Florida. Previously he was a Nathan Isgur Distinguished Research Fellow at the Thomas Jefferson National Accelerator Facility.

Mr. Richard J. Button Lecturer of Finance	\$100,000	7/25/17	10 mos
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Mr. Button received an M.S. in Real Estate Investment and Asset Management from New York University and a B.S. in Finance from The Pennsylvania State University. Previously he was Interim Executive Director of the Everitt Real Estate Center at Colorado State University. (Designated as the Wendell C. Franklin Real Estate Management Lecturer) (New Position)

Dr. Lisa Byrum Lecturer of Nursing	\$65,000	7/25/17	10 mos
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Dr. Byrum received a Ph.D. in Biomedical Sciences from Eastern Virginia Medical School and an M.S. in Biological Sciences and B.S. in Elementary Education from Old Dominion University. Previously she was an Adjunct Anatomy Instructor at Old Dominion University and an Assistant Professor of Health Sciences at South University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Kristy L. Carlisle Assistant Professor of Counseling and Human Services (Tenure Track)	\$59,000	7/25/17	10 mos

Dr. Carlisle received a Ph.D. in Counselor Education and Supervision from Old Dominion University, an M.A. in Counseling Services from Rider University, and an M.A. in French and a B.A. in French: International Studies & Economics from Middlebury College. Previously she was a Doctoral Graduate Instructor in the Department of Counseling and Human Services at Old Dominion University.

Dr. Jing Chen Assistant Professor of Psychology (Tenure Track)	\$82,000	8/25/17	10 mos
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Dr. Chen received a Ph.D. in Cognitive Psychology from Purdue University, an M.S. in Industrial Engineering from Purdue University, and an M.Ed. in Cognitive Psychology and a B.S. in Psychology from Zhejiang University. Previously she was Assistant Professor of Engineering Psychology in the Department of Psychology at New Mexico State University.

Dr. David Courson Lecturer of Chemistry and Biochemistry	\$47,000	7/25/17	10 mos
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Dr. Courson received a Ph.D. in Biochemistry and Molecular Biophysics from the University of Chicago and a B.A. in Biophysics and a B.A. in German from Johns Hopkins University. Previously he was a Postdoctoral Fellow at the University of North Carolina.

Dr. Anthony W. Dean Assistant Dean for Research and Associate Professor	\$120,000	7/25/17	12 mos
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Dr. Dean received a Ph.D. from the Department of Engineering Management and Systems Engineering and a B.S. in Nuclear Engineering Technology from Old Dominion University and an M.B.A. from the College of William and Mary. Previously he was an Associate Professor of Practice in the Engineering Fundamentals Division at Old Dominion University. (New Position)

Dr. Feng Dong Visiting Assistant Professor of Finance	\$112,000	7/25/17	10 mos
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Dr. Dong received a Ph.D. in Finance from Old Dominion University, a Master's degree in Finance from The Ohio State University and a B.S. in Business with majors in Finance and Economics from Oklahoma City University. Previously he was a Research Assistant and Teaching Assistant in the Department of Finance at Old Dominion University. (New Position)

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Darryl C. Draper Lecturer in Leadership	\$70,000	7/25/17	10 mos

Dr. Draper received a Ph.D. and an M.Ed. in Instructional Systems from Pennsylvania State University and a B.A. in Art History from Temple University. Previously she was Provost's Fellow for the College of Continuing Education and Professional Development, Director of Integrative Learning in the Center for High Impact Practices, and Assistant Professor at Old Dominion University. (New Position)

Dr. Dana Harrington Visiting Assistant Professor of English	\$59,000	7/25/17	10 mos
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Dr. Harrington received a Ph.D. and an M.A. in English from the University of Texas at Austin and a B.A. in English from Hendrix College. Previously she was a Writing Instructor at Springfield College.

Ms. Emily M. Hartley Lecturer of Physical Therapy and Athletic Training	\$55,000	7/25/17	10 mos
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Ms. Hartley received a Master of Science in Athletic Training from the University of Kentucky, a Bachelor of Science in Athletic Training from the University of North Florida and is pursuing a Doctor of Philosophy in Health Services Research at Old Dominion University. Previously she was a Research Assistant at Old Dominion University and an Adjunct faculty member at the University of North Florida.

Ms. Jamie Hartsfield Lecturer of Counseling and Human Services	\$47,000	7/25/17	10 mos
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Ms. Hartsfield received an M.Ed. in Marriage and Family Counseling from The College of William and Mary and a B.A. in Psychology from Texas A&M University. Previously she was a Counselor (LPC) at the Southside Counseling Center and an Adjunct Instructor in the Department of Counseling and Human Services at Old Dominion University.

Dr. Bin Hu Lecturer of Engineering Technology	\$67,500	7/25/17	10 mos
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Dr. Hu received a Ph.D. in Electrical Engineering from Notre Dame, an M.S. in Control Science and Engineering from Zhejiang University and a B.S. in Electrical Engineering and Automation from Hefei University of Technology. Previously he was an Adjunct Assistant Professor in the Klipsch School of Electrical and Computer Engineering at New Mexico State University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Mercedes M. Hunt Lecturer of Human Movement Sciences	\$45,000	7/25/17	10 mos

Ms. Hunt received an M.S. from the Department of Recreation, Parks, and Tourism at San Francisco State University, a B.S. in Leisure Studies and Recreation from California State University, Northridge and is pursuing a Ph.D. from the Department of Parks, Recreation and Tourism at the University of Utah. Previously she was an Instructor in the Department of Parks, Recreation and Tourism at the University of Utah.

Ms. Amber Walters Hunt Visiting Assistant Professor of Dental Hygiene	\$64,000	7/25/17	10 mos
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Ms. Hunt received an M.S. and a B.S. in Dental Hygiene from Old Dominion University. Previously she was an Adjunct Assistant Professor in the School of Dental Hygiene at Old Dominion University.

Dr. Soad Ibrahim Lecturer of Computer Science	\$48,960	8/25/17	10 mos
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Dr. Ibrahim received a Ph.D. in Computer Science and an M.Sc. and a B.Sc. in Computer Science and Engineering from the School of Computer Science at the University of Guelph, Ontario. Previously she was an Adjunct Faculty member in the Department of Computer Science at Old Dominion University.

Dr. Danielle Jackson Lecturer of Communication and Theatre Arts	\$50,000	7/25/17	10 mos
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Dr. Jackson received a Ph.D. in Communication from Arizona State University and an M.A. and a B.A. in Communication from the University of Nevada, Las Vegas. Previously she was an Assistant Professor at Mansfield University. (New Position)

Dr. Shubham Jain Assistant Professor of Computer Science (Tenure Track)	\$90,000	7/25/17	10 mos
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Dr. Jain received a Ph.D. and an M.S. in Electrical and Computer Engineering from Rutgers University and a B.Tech in Electronics and Communication Engineering from UP Technical University, India. Previously she was a Research Intern at Microsoft Research.

Dr. Michiko Kaneyasu Assistant Professor of World Languages and Cultures (Tenure Track)	\$52,000	7/25/17	10 mos
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Dr. Kaneyasu received a Ph.D. in Japanese Linguistics, an M.A. in East Asian Linguistics and a B.A. in Linguistics from the University of California, Los Angeles. Previously she was an Instructor in the Department of Asian Languages and Civilizations at the University of Colorado Boulder.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Thomas J. Kennedy Lecturer of Computer Science	\$48,960	7/25/17	10 mos

Mr. Kennedy received an M.S. and a B.S. in Computer Science from Old Dominion University. Previously he was a Lecturer of Computer Science at Old Dominion University.

Ms. Jennifer Klinger Lecturer of Management	\$53,000	7/25/17	10 mos
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Ms. Klinger received a Master's degree in Business Administration and a Bachelor of Science in Marketing from the University of Florida. Previously she was Associate Relations Specialist for Dollar Tree Corporate and an Adjunct Instructor in the Department of Management at Old Dominion University.

Ms. Ann Marie Kumm Lecturer, English Language Center	\$48,960	8/10/17	12 mos
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Ms. Kumm received an M.A. in Applied Linguistics and a B.A. in English from Old Dominion University. Previously she was a Lecturer of English as a Second Language at Old Dominion University.

Dr. Kendall A. Leser Assistant Professor of Community and Environmental Health (Tenure Track)	\$80,000	7/25/17	10 mos
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Dr. Leser received a Ph.D. in Public Health, an M.S. in Public Health and a B.A. in Psychology from The Ohio State University. Previously she was a Research Associate in the Scripps Gerontology Center at Miami University.

Ms. Katelyn Makovec Lecturer of Human Movement Sciences	\$45,000	7/25/17	10 mos
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Ms. Makovec received an M.S.Ed. and a B.S. in Health and Physical Education from Old Dominion University. Previously she was an Adjunct Professor of Human Movement Sciences at Old Dominion University.

Mr. Kole A. Matheson Instructor of English	\$42,000	7/25/17	10 mos
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Mr. Matheson received an M.A. in Applied Linguistics and a B.A. in English from Old Dominion University. Previously he was an Affiliate Instructor of English in the Department of English at Old Dominion University and Adjunct Instructor of English as a Second Language at Old Dominion University and Tidewater Community College.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Georg K. Menz Professor of Political Science and Geography	\$105,000	7/25/17	10 mos

Dr. Menz received a Ph.D. and an M.A. in Political Science from the University of Pittsburgh and a Bachelor's of Arts in International Relations from James Madison College at Michigan State University. Previously he was a Professor of Political Economy in the Department of Politics at Goldsmiths College, University of London.

Ms. Kelly Morse Lecturer of English	\$44,000	7/25/17	10 mos
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Ms. Morse received an M.F.A. in Creative Writing-Poetry from Boston University and a B.A. in Spanish Literature from Boise State University. Previously she was a Sustainable Arts Foundation Fellow at Mineral School Artist Residency and a Program Coordinator for the EcoLeague Consortium at Northland College.

Dr. Natalia Pilato Lecturer of Art	\$47,000	7/25/17	10 mos
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Dr. Pilato received a Ph.D. in Art Education, an M.Ed., and a B.F.A. in Sculpture from Pennsylvania State University. Previously she was a Faculty Instructor at the University of South Carolina. (New Position)

Ms. Chawntile D. Rasheed Lecturer of Dental Hygiene	\$67,000	7/25/17	10 mos
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Ms. Rasheed received an M.S. and B.S. in Dental Hygiene from Old Dominion University. Previously she was an Assistant Professor, Curriculum Review Lead and the Director of Clinical Affairs at Thomas Nelson Community College Department of Dental Hygiene. (Salary includes \$3,000 for serving as Director of Clinical Affairs)

Ms. Jennifer Simmons Lecturer of Counseling and Human Services	\$47,000	7/25/17	10 mos
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Ms. Simmons received an M.S. in Psychology from Nova Southeastern University and a B.A. in Psychology from the University of North Florida. Previously she was a Teaching Assistant at Nova Southeastern University and Old Dominion University.

Ms. Kelly Vega Lecturer of Communication Disorders and Special Education	\$60,000	8/25/17	12 mos
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Ms. Vega received an M.S. in Speech-Language Pathology and a B.S. in Psychology from Old Dominion University. Previously she was a Speech-Language Pathologist at Sentara Life Care Portsmouth, Legacy Healthcare, and Medi Home Health Care. (Designated as Clinical Educator – ODU Speech and Hearing Clinic)

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. James F. Weiner Lecturer of Human Movement Sciences	\$45,000	7/25/17	10 mos

Mr. Weiner received an M.Ed. in Sport Leadership from Virginia Commonwealth University, a B.S. in Kinesiology – Sport and Recreation Management from James Madison University and is pursuing a Ph.D. in Educational Leadership and Organizational Development from the University of Louisville. Previously he was an Adjunct Lecturer and University Fellow in the Sport Administration Program at the University of Louisville.

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>
Ms. Daphne Allen Admissions Counselor and Assistant Instructor	\$36,414	8/10/17	12 mos

Ms. Allen received a B.S. in Criminal Justice from Old Dominion University. As a student, she served in several leadership positions, including tour guide for Undergraduate Admissions and President of the Panhellenic Council. Since graduating, she has served as a scheduling assistant for the Office of Leadership and Student Involvement.

Ms. Patricia Arbuckle Nurse Practitioner/Physician Assistant and Instructor	\$77,000	8/10/17	11 mos
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Ms. Arbuckle received a B.S. and an M.S. in Nursing from Wilmington College. She is a board-certified Family Nurse Practitioner with 17 years of experience in a variety of settings. Ms. Arbuckle has worked in several local family practices and urgent care settings, most recently as a Family Nurse Practitioner at Oceana Naval Medical Clinic in Virginia Beach.

Mr. Ed Baldwin Assistant Women’s Basketball Coach and Assistant Instructor	\$102,000	5/31/17	12 mos
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Mr. Baldwin received a B.S. in Social Studies from North Carolina Central University. Previously, he worked as an assistant coach in the WBNA for the Dallas Wings and the Tulsa Shock; he also served as the head women’s basketball coach for the University of North Carolina at Charlotte for 13 years.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Tanisha Bradley Student Success Advisor, Advising and Transfer Programs, and Instructor	\$44,000	6/10/17	12 mos

Ms. Bradley received an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she served as a graduate intern for the College of Arts and Letters.

Mr. Michael Brady Director of Facilities Management and Instructor	\$163,200	5/25/17	12 mos
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Mr. Brady received an M.S. in Civil and Environmental Engineering from the University of Illinois and a B.S. in Marine Engineering from the United States Naval Academy. Previously, he worked as the Assistant Director of Engineering for Old Dominion's Facilities Management Department and as the Director of Production Operations for the Naval Facilities Engineering Command.

Mr. Noah Butler Admissions Counselor and Assistant Instructor	\$36,414	8/10/17	12 mos
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Mr. Butler received a B.S. in Communication from Old Dominion University. As a student, he participated in several leadership positions, including the Student Government Association, and served as an Admissions Tour Guide.

Ms. Jennifer Cohen Associate Director for Fraternity and Sorority Life and Instructor	\$49,000	8/25/17	12 mos
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Ms. Cohen received an M.S.Ed. in Higher Education Administration from Old Dominion University. Previously, she served as the interim Associate Director for Fraternity and Sorority Life for the Office of Leadership and Student Involvement.

Ms. Carolyn Cooper Assistant Athletic Director of Marketing and Promotions and Instructor	\$52,500	6/10/17	12 mos
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Ms. Cooper received an M.S. in Sport Management from the University of Tennessee. Previously, she worked as the Assistant Director of Athletics, Marketing, and Community Relations for Princeton University.

Ms. Brittany Dick Instructor of Early Care and Education, Children's Learning and Research Center, and Assistant Instructor	\$38,760	8/25/17	12 mos
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Ms. Dick earned a B.S. in Interdisciplinary Studies from Old Dominion University. Previously, she worked as a Teacher's Assistant for the University's Children's Learning and Research Center.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Jacquelyn Duggins Second Assistant Women's Lacrosse Coach and Assistant Instructor	\$30,000	8/25/17	12 mos

Ms. Duggins received a B.S. in Psychology from Virginia Tech. Previously, she worked as a Volunteer Women's Lacrosse Coach for the University of Virginia.

Ms. Rachael Edmonds Admissions Counselor and Assistant Instructor	\$36,414	8/10/17	12 mos
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Ms. Edmonds received a B.S. in Leadership from Old Dominion University. As a student, she held positions of increasing responsibility with the Student Government Association, serving as its president during the 2016-17 academic year.

Mr. Cameron Evon Admissions Counselor and Assistant Instructor	\$36,414	8/10/17	12 mos
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Mr. Evon received a B.S. in Political Science from Old Dominion University. During his time as a student, he served as a Congressional Intern with Congressman Randy Forbes and was employed at the Student Recreation Center.

Mr. Richard Fortune, Sr. Assistant Women's Basketball Coach and Assistant Instructor	\$90,000	5/31/17	12 mos
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Mr. Fortune received a B.S. in Public Administration from Virginia State University. Previously, he served as an assistant women's basketball coach at Virginia Commonwealth University and Old Dominion University.

Dr. Ravi Garimella Cosmic NMR Manager, College of Sciences, and Assistant Professor	\$51,000	7/25/17	12 mos
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Dr. Garimella received a Ph.D. in Physics from the University of Hyderabad. Previously, he worked as the NMR Facility Manager at the University of Oklahoma.

Ms. Nina Gonser Director of Finance and Operations, College of Engineering and Technology, and Assistant Instructor	\$70,000	8/10/17	12 mos
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Ms. Gonser received a B.A. in Finance from Temple University. Previously, she worked as the Director of Executive Program Operations at Temple University and as the Executive Director of Financial Operations and Campaign Logistics at Drexel University. (New Position)

Mr. Andrew Grizzard Advisor/Success Coach, Center for Major Exploration, and Instructor	\$44,000	9/25/17	12 mos
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Mr. Grizzard earned an M.Ed. in Counselor Education from Virginia Commonwealth University. Previously, he worked as the Undergraduate Program Coordinator for ODU's School of Nursing.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Irvin Harrell Coordinator of Strategy and Marketing, College of Health Sciences, and Assistant Instructor	\$56,702	8/25/17	12 mos

Mr. Harrell received a B.S. in Journalism from the University of Florida. Previously, he served as the interim Coordinator of Strategy and Marketing for the College of Health Sciences.

Ms. Khristy Horne Manager of Operations and Business, College of Education, and Instructor	\$63,000	7/31/17	12 mos
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Ms. Horne received an M.P.A. from North Carolina Central University. Previously, she worked as the Coordinator of Testing Services at Tidewater Community College and as the Acting Director of the University Testing Center at North Carolina Central University. (New Position)

Ms. Desiree' Johnson Residential Conduct Coordinator and Instructor	\$35,000	6/10/17	12 mos
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Ms. Johnson received an M.S. in College Student Personnel Services from the University of Central Arkansas. Previously, she worked as the Coordinator of Operations and Development at the University of Central Arkansas.

Mr. Joshua King Athletic Academic Advisor and Instructor	\$40,800	7/10/17	12 mos
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Mr. King received an M.S. in Sports Entertainment Management from the University of South Carolina. Previously, he worked as the Compliance Coordinator for Texas A&M University.

Ms. Christina Koenig Recruitment Coordinator and International Advisor, English Language Center, and Instructor	\$41,616	8/25/17	12 mos
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Ms. Koenig received a Master of Engineering Management from Old Dominion University. Previously, she was the interim Recruitment Coordinator in the English Language Center.

Ms. Staci Kohen Residence Hall Director and Assistant Instructor	\$32,000	7/10/17	12 mos
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Ms. Kohen received a B.S. in Family Sciences from Towson University. Previously, she worked as the Assistant Complex Director in University Housing and Dining Services for Western Illinois University.

Ms. Pachia Martin Academic Initiatives Coordinator, Housing and Residence Life, and Instructor	\$37,500	6/25/17	12 mos
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Ms. Martin received an M.S. Education and Human Development from Radford University. Previously, she worked as a Residence Education Coordinator for Longwood University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Elizabeth Moore Gift Officer and Instructor	\$62,000	6/10/17	12 mos

Ms. Moore received a B.A. in History from Providence College. Previously, she worked as the Director of Corporate and Foundation Relations for the VMI Foundation.

Ms. Nikki McCray Head Women's Basketball Coach and Assistant Instructor	\$250,000	5/31/17	12 mos
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Ms. McCray received a B.S. in Sports Marketing from the University of Tennessee. Previously, she served as an assistant coach at South Carolina and Western Kentucky University. A two-time Olympic gold medal winner and Women's Basketball Hall of Fame inductee in 2012, McCray enjoyed a nine-year career in the WNBA following a two-year stint in the American Basketball League.

Ms. Angela Moening Assistant Athletic Trainer and Instructor	\$37,500	7/17/17	12 mos
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Ms. Moening received an M.S. in Health and Physical Activity from the University of Tennessee at Chattanooga. Previously, she worked as an athletic trainer for Samford University.

Ashley Morris Director of Women's Basketball Operations and Assistant Instructor	\$40,800	6/25/17	12 mos
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Ms. Morris received a B.A. in Management Information Systems from Temple University. Previously, she worked as the Head Coach for Girls Varsity Basketball at Central High School in Philadelphia, PA.

Ms. Megan Mulligan Coordinator of Operations and Aquatics, Recreation and Wellness, and Instructor	\$37,500	7/25/17	12 mos
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Ms. Mulligan received an M.S.Ed. in Physical Education from Old Dominion University. Previously, she worked as a graduate assistant for the Department of Recreation of Wellness.

Mr. Rupert Neish II Residence Hall Director and Instructor	\$32,000	7/17/17	12 mos
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Mr. Neish received an M.A. in Education from the University of Central Florida. Previously, he worked as the Coordinator of Academic Services for UCF's Department of Legal Studies.

Ms. Leah Pfitzinger Study Abroad Coordinator and Instructor	\$42,340	9/10/17	12 mos
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Ms. Pfitzinger received an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she served as a Graduate Assistant for the Office of Study Abroad.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Keith Pierce Director of Communications and Marketing, Batten College of Engineering and Technology, and Assistant Instructor	\$60,000	8/25/17	12 mos

Mr. Pierce received a B.A. in Communications from La Salle University. Previously he was the Public Relations and Marketing Manager for the Department of Outreach and International Affairs at Virginia Tech and President of his own public marketing consulting firm. (New Position)

Mr. Logan Robbins Assistant Baseball Coach and Assistant Instructor	\$47,300	6/25/17	12 mos
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Mr. Robbins received a B.S. in Kinesiology from Western Kentucky University. Previously, he served as the assistant baseball coach at Kentucky Wesleyan University and as a professional baseball player for the Atlanta Braves.

Mr. Christopher Schaefer Director of Athletic Development and Instructor	\$57,250	7/25/17	12 mos
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Mr. Schaefer received an M.S.Ed. in Sports Management from Old Dominion University. Previously, he worked as the Assistant Director of Athletic Development for the Old Dominion Athletic Foundation.

Ms. Sharon Shiokawa-Baklan Director of ODU Online International, Distance Learning, and Instructor	\$81,600	8/25/17	12 mos
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Ms. Shiokawa-Baklan received an M.A. in Literature from Longwood University. Previously, she worked as the interim Director of ODU Online International and as the Special Assistant to the Associate Vice President for Distance Learning.

Ms. Mallory Tuttle Program Manager, Strome Entrepreneurial Center, and Instructor	\$55,200	7/10/17	12 mos
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Ms. Tuttle received an M.S. in Hospitality and Tourism Management from Virginia Tech. Previously, she worked as the Business Development Manager for Franklin Southampton Economic Development, Inc.

Mr. Matthew Wagner Residence Hall Director and Instructor	\$32,000	7/10/17	12 mos
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Mr. Wagner received a B.S. in Building Science from the Pennsylvania College of Technology. Previously, he worked as a graduate assistant for Bloomsburg University of Pennsylvania.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Rachel Walker Assistant Women's Golf Coach and Assistant Instructor	\$28,000	8/25/17	12 mos

Ms. Walker received a B.S. in Health and Physical Education from Old Dominion University. Previously she was a Volunteer Assistant Coach for ODU's women's golf team.

Mr. Phillip Wilkerson Head Athletic Trainer for Football and Instructor	\$62,000	6/25/17	12 mos
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Mr. Wilkerson received an M.A. in Nutritional Science from Marshall University. Previously, he worked as the Head Athletic Football Trainer for the University of Dayton and as the Head Athletic Trainer for Quincy University.

Mr. Michael Willett Assistant Director of Outdoor Adventure Programming, Recreation and Wellness, and Instructor	\$46,000	7/25/17	12 mos
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Mr. Willett received an M.S. Recreation and Tourism Management from Clemson University. Previously, he worked as the Coordinator of the Outdoor Adventure Program at Old Dominion University.

Mr. Dennis Wolff Coordinator of Player Personnel and Assistant Instructor	\$36,000	7/17/17	12 mos
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Mr. Wolff received a B.A. in Business from the University of Connecticut. Previously, he served as the Director of Basketball Operations for Old Dominion University and as the Head Women's Basketball Coach at Virginia Tech.

Ms. Brittany Young Assistant Women's Basketball Coach and Instructor	\$66,910	5/31/17	12 mos
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Ms. Young received an M.S. in Sport and Entertainment Management from the University of South Carolina. Previously, she served as an assistant coach at Stetson University and as a recruiting coordinator at Daytona State College.

Provost Austin Agho presented an overview of issues considered by the Academic and Research Advancement Committee and information on honorary degree recipients for the last five years. He introduced Dr. Hongyi Wu, Director of the Center for Cybersecurity Education and Research, Batten Chair of Cybersecurity, and Professor of Electrical and Computer Engineering, who gave a presentation in ODU's cybersecurity programs. He discussed the demand for workers in cybersecurity positions, the interdisciplinary approach used in ODU's cybersecurity programs, articulation agreements with Tidewater and Thomas Nelson Community Colleges, outreach efforts and publicity, and research and IT security.

Committee members asked for information at an upcoming meeting on ODU's salaries as compared to our competitors and the number of degree programs added and eliminated in the last five years.

ADMINISTRATION & FINANCE COMMITTEE

The Rector called on Mr. Tata for the report of the Administration & Finance Committee. Mr. Tata reported that the first portion of the meeting was held in closed session to receive a briefing on the University's updated Crisis and Emergency Management Plan by Rhonda Harris, Assistant Vice President for Public Safety and Chief of Police. Following closed session, the Committee reconvened in open session and approved by unanimous vote the University's Crisis and Emergency Management Plan. The following resolution approval of the appointment of faculty representatives to the standing committees of the Board for 2017-2018. A resolution was brought forth as a recommendation of the Administration and Finance Committee and was unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

Deb Swiecinski, Associate Vice President for Financial Services, briefed the Committee on the University's compliance with the Board's Debt Management Policy. The University's Fiscal Year 2016-2017 debt service expenses total \$26,688,027. The debt service associated with this current debt represents a Debt Burden Ratio of 6.16% (annual debt service to total operating expenses). This debt burden ratio incorporates both the University's 9(c) and 9(d) debt and the Real Estate Foundation's debt supported by the University's master lease for facilities, which includes housing, parking, bookstore, the President's house and the Barry Art Museum. The debt service costs related to the University's efforts to expand student housing and athletic facilities identified in the institution's Strategic and Capital Plans will begin to increase as these projects are initiated in future years. The projected FY18 debt is estimated at \$25,681,925 with a projected Debt Burden Ratio of 5.81% and complies with the Board's Debt Management Policy.

The Committee received the Capital Outlay Projects Status Report from Dale Feltes and the Educational Foundation's Investment Report from Maggie Libby, Director of Accounting for Foundations and CFO.

STUDENT ENHANCEMENT AND ENGAGEMENT COMMITTEE

The Rector called on Mr. Harris for the report of the Student Enhancement and Engagement Committee. Mr. Harris reported that Vice President Neufeldt discussed new student enrollment totaling over 6,200 new students at ODU. She also discussed the University's demonstration protocols and student space in Webb Center, and reviewed the athletic student conduct protocol to comply with Code of Virginia Section 23.1-1303.

Ivan Militar, student representative to the Board, reported on Week of Welcome events, beginning with early move-ins from Living-Learning communities and Freshmen Service

Experience; a spirit rally; Transfer Tuesday, on Kaufman Mall, with activities specifically for transfer students; involvement fair that introduces students to the student organizations; and concluding on Saturday with the Albany football game. He also reported on the commUNITY forum on inclusion that provided students a safe place to express their feelings in a respectful and civil way.

Chief Rhonda Harris provided the second quarter update of the campus crime statistics reportable to the U.S. Department of Education as required by the Clery Act. Comparison numbers from the previous four years were also included.

Athletic Director Wood Selig provided Academic Progress Reports on student-athletes. All men's and women's athletics programs met or exceeded APR standards for post-season eligibility. He noted the top academic majors of junior and senior student-athletes and reported that 13 teams achieved a 3.0 GPA or better for the spring 2017 semester. The football team won its first-ever bowl game over Eastern Michigan in the Bahamas Bowl and tied Western Kentucky for first place in the C-USA East.

UNIVERSITY ADVANCEMENT COMMITTEE

The Rector called on Mr. Mugler for the report of the University Advancement Committee. Mr. Mugler reported that Vice President Alonzo Brandon presented dashboard items measuring productivity in University Advancement and gave a brief orientation of University Advancement.

Cathy Lewis, Community Engagement Liaison, presented on the CIVIC Scholars Program, a collaboration between the CIVIC Leadership Institute and Old Dominion University.

Giovanna Genard, Assistant Vice President for Strategic Communication and Marketing, gave a marketing overview and discussed the marketing agency that ODU is currently working with.

Jena Virga, Senior Associate Athletic Director, discussed 2017 highlights of the Old Dominion Athletic Foundation and focus areas for the fundraising initiative.

At the conclusion of the standing reports, the Rector shared with the Board that President Broderick was named to the GoVirginia Regional Council and to the St. Patrick's Catholic School Board, and also received the Men of Hope Trailblazer Award. The Rector and the Board congratulated President Broderick on these important distinctions.

CLOSED SESSION

The Rector recognized Ms. Allmond, who made the following motion, "Mr. Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711(A) (1), for the purpose of discussing the evaluation of a department of the University where such evaluation will necessarily involve discussion of the performance of specific individuals." The

motion was seconded and unanimously approved by all members present and voting. (*Allmond, Bradley, Harris, Henry, Jones, Kemper, Mugler, Scassera, Slaughter, Smith, Tata*)

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of the closed session, the meeting was reconvened in open session, at which time the Interim Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed and (2) only such public business matters as were identified in the motion by which the closed session was convened were heard, discussed or considered. The certification of compliance vote was nine in favor and none opposed. (*Allmond, Bradley, Henry, Jones, Kemper, Mugler, Scassera, Smith, Tata*)

OLD/UNFINISHED BUSINESS

There was no old or unfinished business to come before the Board.

NEW BUSINESS

There was no new business to come before the Board.

With no further business to be discussed, the meeting was adjourned at 1:48 p.m.