

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Thursday, September 17, 2020

MINUTES

An emergency meeting of the Board of Visitors of Old Dominion University was held on Thursday, September 17, 2020, at 10:00 a.m. The meeting was held electronically via the Zoom application pursuant § 4-0.01(g) of Chapter 1289 of the 2020 Acts of Assembly. Present from the Board:

Kay A. Kemper, Rector
Yvonne T. Allmond
Carlton F. Bennett
R. Bruce Bradley
Robert A. Broermann
Robert S. Corn
Unwana B. Dabney
Peter G. Decker, III
Jerri F. Dickseski

Larry R. Hill
Toykea S. Jones
Ross A. Mugler
P. Murry Pitts
Maurice D. Slaughter
Lisa B. Smith
Armistead D. Williams, Jr.
Bridget Groble (*Student Representative*)

Absent from the Board: Alton J. Harris

Also present were:

John Broderick, President
Austin Agho
Bruce Aird
Alonzo Brandon
Jane Dané
Traci Daniels
Greg DuBois
Lauren Eady
Morris Foster

Giovanna Genard
Rob Grandon
Velvet Grant
Scott Harrison
Casey Kohler
Donna Meeks
Harry Minium
R. Earl Nance
Tom Odom

Brian Payne
James Rhoades
September Sanderlin
Wood Selig
Amanda Skaggs
Don Stansberry
Jay Wright
Johnny Young

CALL TO ORDER AND APPROVAL OF MINUTES

The Vice Rector presided and called the meeting to order at 10:00 a.m. He said that the Rector will join the meeting shortly and, on behalf of the Board, wished her a speedy recovery. Upon a motion made by Dr. Williams and seconded by Mr. Hill, the minutes of the Board of Visitors meetings held on June 18, 2020 and August 17, 2020 were approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Decker, Dickseski, Hill, Jones, Mugler, Pitts, Slaughter, Williams; Nays: None*).

VICE RECTOR'S REPORT

The Vice Rector provided an update on the Presidential Search process, noting that open forums with faculty, students, classified employees and alumni are being held this week. From the input received thus far, the WittKieffer consultants have commented that they have never seen a president so highly regarded as President Broderick, especially from staff members. It is apparent that John is much loved and will make the Board's choice that much more difficult.

Mr. Bradley presented the proposed revisions to the Board's Bylaws to add a Governance Committee as a standing committee of the Board. Upon a motion made by Ms. Dickeski and seconded by Mr. Broermann, the proposed revisions were approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

BYLAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS

PREFACE

The Board of Visitors adopts the bylaws that follow for the orderly and efficient conduct of its meetings and the business of Old Dominion University. This preface is to provide a brief overview of the source of the Board's authority as a public institution of higher education, and a component of the executive branch of the government of Virginia.

The Virginia statutes specific, or organic to the University, Va. Code §§ 23.1-2000 through 23.1-2004, 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 bylaws, 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 who 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's 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 institutions 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 § 23.1-1300, 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 § 23.1-1304, 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

§ 23.1-1304 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 (§ 23.1-2002, *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; or (2) 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 ten 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 ten 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 and Compliance Committee, Governance Committee, Student Enhancement and Engagement Committee, and University Advancement Committee. The chairs and members of the seven standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. All members 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 and Compliance 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 and Compliance 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 and Compliance Committee. The Audit and Compliance 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 external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; and (4) oversight of the University compliance function. Members of the Audit and Compliance Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. The Committee may also receive reports from the Chief Audit Executive on matters of economy, efficiency and effectiveness of operations and internal controls and from the Vice President for Administration and Finance on matters of compliance.

(e) Governance Committee – The Governance Committee provides oversight of functions relating to board governance and conduct of business. The Committee develops the Board's annual planning retreat and self-assessment process, regularly reviews the Board's Bylaws for recommended amendments to the Board of Visitors and oversees a formal review process for Board policies and procedures. The Committee also develops a set of qualifications and competencies for members on the Board of Visitors and assists with Board nominations to the Governor.

(f) 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, enrollment, government relations, and communication and marketing. 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. Additionally, the Committee will periodically receive updates from Strategic Communication and Marketing and Government Relations.

(g) 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, fund raising, community relations, and alumni activities.

(h) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions to the Governance Committee 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 April 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 May 1. Nominations shall be submitted in writing to the committee chair and shall be due no later than 15 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 prior to the June 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 annual meeting in June of even numbered years, the Board shall elect its officers from its own body (' 23.1-2002(C), *Code of Virginia*). Newly elected officers shall take office on July 1 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 ' 7.03 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. Chief Audit Executive. The Chief Audit Executive (CAE) is appointed by the Board of Visitors and is the internal auditor for the University. The CAE 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 CAE shall report to the Board through the Audit and Compliance Committee, 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 and Compliance Committee. The authorization of positions in the University Audit Department shall be reviewed and recommended to the Board for approval via the Audit and Compliance Committee.

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

(b) Resignation. A resignation by the CAE must be submitted to the President, the chair of the Audit and Compliance 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 and Compliance 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 University Audit Department

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 '6.01(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 § 7.03) 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 17th day of September 2020. All former Bylaws of the Board of Visitors are hereby repealed.

Mr. Bradley provided an update on the Board’s operating budget, noting that to date, \$300 has been spent from the budget.

PRESIDENT’S REPORT

In his report to the Board, President Broderick stated that ODU welcomed 6,248 new freshmen, transfer, and graduate students for the fall semester. Total enrollment is up 2.5% from last year, positively impacting revenue. Of ODU’s 24,233 students, 58% attend fully online classes due to the pandemic.

Old Dominion University was listed in two national rankings. Princeton Review rated ODU among the best colleges in the Southeast, highlighting research orientation and professors who balance lectures with real-world applications. Times Higher Education Impact Ranks 2020 named ODU

as a world leader and among the top 10 nationally in addressing inequality as measured by metrics including first-generation students, students from developing countries, students and staff with disabilities, measures against discrimination, and the amount of research performed on reducing inequities. The President noted that Vice President Sanderlin's office led an initiative to identify strategies and approaches to develop as a leadership team to better serve and reflect the changing needs of our campus community.

The University continues to make progress on research funding and donor giving. The Virginia Modeling, Analysis, and Simulation Center (VMASC) was awarded its first ever Templeton Foundation grant of \$4 million for modeling religion change to lead research that will better understand its impact on population dynamics such as immigration, regionalism and insurgency. The University won a \$775,000 grant from the Department of Defense to create a wind energy siting solution to mitigate the effects of location decision on military training, readiness and research, covering both offshore and onshore wind projects ODU's Educational Foundation received a \$1.3 million planned gift from Chandra Qureshi Brooks and Stephen Brooks in memory of Dr. Usman Qureshi and to honor Jean Qureshi by awarding scholarships for women majoring in economics.

The first School of Cybersecurity in Virginia, led by Dr. Hongyi Wu, Batten Chair of Cybersecurity, was recently launched. Approximately 30 faculty members from all Colleges will be affiliated with the School and more than 700 students enrolled in the combined programs featuring a BS in Cybersecurity with majors in cybersecurity and cyberoperations, an M.S. in Cybersecurity, and an Interdisciplinary minor in Cybersecurity. ODU's School is one of the only programs in the nation to address cybersecurity through an interdisciplinary lens. The President recognized Brian Payne for his efforts in this initiative.

ODU's Educator Preparation Programs received accreditation from the Council for the Accreditation of Educator Preparedness, which is considered the "gold standard" in educational accreditation. ODU is one of 60 providers from 29 states, the District of Columbia and Puerto Rico to receive accreditation. The program includes 30 graduate and undergraduate programs and are a collaborative among the Darden College of Education and Professional Studies, the College of Arts and Letters and the College of Sciences.

President Broderick shared activities related to COVID-19, noting that members of his administrative team have been in the office or have met almost every day since March 17. Faculty have assisted in this effort by assisting local schools in transitioning to online learning, developing statistical models to predict progression and emerging hotspots, predicting local resident evacuation behaviors if a hurricane occurs during the pandemic, and providing needed PPE for the local medical community. Bonnie Van Lunen has been instrumental in our ability to return to campus and provide the testing that is needed. The non-instructional, on-campus workforce remains staggered during this time, with 23% working remotely 100% of the time and 77% maintaining a 25-100% on-campus presence for continuity of services. He recognized Vice Presidents Sanderlin and DuBois for their leadership in this area. The Remote Experience for Young Engineers and Scientists (REYES) program was launched as a STEM-based summer enrichment program covering topics such as small sats artificial intelligence, crime-solving through technology, engineering, coronavirus simulation with gaming technologies, psychology,

Python coding, and more. More than 7,300 learners from 114 countries around the world enrolled in this program. He recognized Giovanna Genard for her leadership in this program. Virtual engagements have also continued. Thirty-two events by Alumni Relations, Community Engagement and University Events have been held involving over 475,000 participants from countries such as India, Switzerland, Mexico, United Kingdom, France, Kenya, Canada, Azerbaijan and Australia.

The President noted new dining options in Webb University Center with the addition of Chick-Fil-A, Steak n Shake, Qdoba and Ruby's Café (which the Board named after a long-standing employee), as well as the new Starbucks being added to Chartway Arena.

In the University's efforts to combat student food insecurity, a \$50,000 donation was made to the University's food pantry from the PRA Group. A food donation event, Pack the Pantry, was held between September 2 and 10. The Office of Community Engagement collected more than a half ton of non-perishable food and toiletries – the largest driving in ODU's history. The Pantry has been open for students since late spring. Support has also been received from the Rise to the Challenge Fund, Aramark and Student Engagement & Enrollment Services. He recognized Vice Presidents Brandon and Stansberry for their leadership in this effort.

President Broderick said he and Wood Selig co-authored a *Washington Post* op-ed about the University's decision to cancel its football season. He was appointed to the Norfolk International Airport Board of Commissioners, named the 2020 First Citizen of Hampton Roads by the Hampton Roads Chamber of Commerce, and participated in a college access and affordability panel for Hunt Institute. The University received a \$105,000 Lumina Foundation grant for improving outcomes for learners of color and for efforts related to social mobility. He thanked the Vice Rector for his efforts made on behalf of the University over the last month.

REPORTS OF STANDING COMMITTEES

ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE

The Vice Rector called on Ms. Jones for the report of the Academic and Research Advancement Committee. Ms. Jones reported that Committee members approved the appointment of 12 faculty, nine administrative faculty, three named chairs, and two emeritus/emerita faculty. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by the Board by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseki, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

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>
Dr. Waleed Khairallah Al-Assadi Senior Lecturer of Electrical and Computer Engineering	\$90,000	7/10/20	12 mos

Dr. Al-Assadi received a Ph.D. in Electrical Engineering from Colorado State University and an M.Sc. and B.Sc. in Electrical Engineering from the University of Baghdad, Iraq. Previously he was a private Consultant Engineer and an Assistant Professor in the Department of Electrical and Computer Engineering at the University of South Alabama. (new position)

Dr. Victoria M. Goode Visiting Associate Professor of Nursing	\$80,242	7/25/20	10 mos
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Dr. Goode received a Ph.D. from the University of Virginia and an M.S.N.A. and B.S.N. from Virginia Commonwealth University. Previously she was Program Director for the Nurse Anesthesia Program and Faculty Associate at Johns Hopkins University School of Nursing.

Dr. Emily J. Hawkins Lecturer of Rehabilitation Sciences	\$70,000	7/25/20	10 mos
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Dr. Hawkins received a Doctor of Physical Therapy from Old Dominion University, a B.S. in Exercise Physiology from East Carolina University and is pursuing a Ph.D. in Kinesiology and Rehabilitation at Old Dominion University. Previously she was a Physical Therapist, Acute Care at Chesapeake Regional Medical Center and an Adjunct Instructor and Lecturer in the School of Rehabilitation Sciences at Old Dominion University. (Designated as Director of Clinical Education)

Ms. Amber W. Hunt Clinical Assistant Professor of Dental Hygiene	\$65,000	7/25/20	10 mos
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Ms. Hunt received an M.S. and a B.S.D.H. from the Old Dominion University School of Dental Hygiene. Previously she was a Lecturer in the School of Dental Hygiene at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Tan Le Research Assistant Professor, Coastal Virginia Center for Cyber Innovation	\$80,000	7/25/20	10 mos

Dr. Le received a Ph.D. from Institut National de la Recherche Scientifique (INRS), Canada and an M.Eng. and B.Eng. from Ho Chi Minh University of Technology, Vietnam. Previously he was a Postdoctoral Research Associate in Electrical and Computer Engineering at Utah State University. (new position)

Dr. Yan Lu Research Assistant Professor, Coastal Virginia Center for Cyber Innovation	\$80,000	7/25/20	10 mos
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Dr. Lu received a Ph.D. from the Department of Computational Modeling and Simulation Engineering at Old Dominion University, a Master of computer Science from Virginia Commonwealth University, a Master of Circuit and System from Chinese Academy of Sciences and a Bachelor of Computer Science from Beijing Jiao Tong University. Previously she was an IT Specialist in the School of Graduate Studies at Norfolk State University. (new position)

Ms. Emily Anne Ludwig Assistant Professor of Dental Hygiene (Tenure Track)	\$68,000	7/25/20	10 mos
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Ms. Ludwig received an M.S. and a B.S. in Dental Hygiene from Old Dominion University. Previously she was a Lecturer and Clinical Session Supervisor in the School of Dental Hygiene at Old Dominion University.

Dr. Rui Ning Research Assistant Professor, Coastal Virginia Center for Cyber Innovation	\$80,000	7/25/20	10 mos
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Dr. Ning received a Ph.D. from the Department of Electrical and Computer Engineering at Old Dominion University, an M.S. in Computer Science from the University of Louisiana at Lafayette and a B.S. in Computer Science and Engineering from Lanzhou University. Previously he was a Graduate Assistant at Old Dominion University. (new position)

Dr. MyNgoc Nguyen Lecturer of Community and Environmental Health	\$57,000	8/25/20	10 mos
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Dr. Nguyen received a Ph.D. in Health Services Research, an M.S. in Community Health, a Graduate Certificate in Global Health and a B.S. in Environmental Health and Chemistry from Old Dominion University. Previously she was Program Manager for the Center for Global Health and an Adjunct Assistant Professor in the School of Community and Environmental Health at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Mahboubeh Hosseinalizadeh Nobarinezhad Post-Doctoral Research Associate in Biological Sciences	\$40,000	9/1/20	12 mos

Dr. Nobarinezhad received a Ph.D. in Biology from Mississippi State University, an M.S. in Plant Biology and Ecology from Alzahra University, Iran and a B.S. in Animal Sciences from Kharazmi University, Iran. Previously he was a Research Scholar in the Department of Biological Sciences at Old Dominion University. (new position)

Dr. Faryaneh Poursardar Lecturer of Computer Science	\$55,000	7/25/20	10 mos
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Dr. Poursardar received a Ph.D. in Computer Science and Engineering from Texas A&M University, an M.S. in Computer Engineering from Isfahan University, Iran and a B.S. in Computer Engineering-Software from Azad University, Iran. Previously she was an Instructor in the Department of Physics, Computer Science and Engineering at Christopher Newport University. (new position)

Dr. Ashish Tamhane Lecturer of Mechanical and Aerospace Engineering	\$48,500	8/25/20	12 mos
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Dr. Tamhane received a Ph.D. in Mechanical Engineering and an M.S. in Aerospace Engineering from Old Dominion University and a Bachelor of Engineering, Mechanical Engineering from the University of Mumbai, India. Previously he was an Adjunct Faculty member and a Research Associate at Old Dominion University. (new position)

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. Bonita Anthony Academic Advisor and Program Manager, Computational Modeling and Simulation Engineering, and Instructor	\$63,422	8/10/20	12 mos

Ms. Anthony received a B.S. in Electrical Engineering and an M.E. in Modeling and Simulation both from Old Dominion University. Previously, she worked as an Academic Advisor for the Batten College of Engineering and Technology.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. John Costanzo Coastal Virginia Center for Cyber Innovation, Administrative Officer and Instructor	\$80,000	6/10/20	12 mos

Mr. Costanzo received a B.A. in History from Old Dominion University and an M.B.A. from Averett University. Previously, he was Project Manager for the University's Coastal Virginia Center for Cyber Innovation. (new position)

Mr. Joseph Diasanta CRM Manager for Enrollment Management and Assistant Instructor	\$54,000	6/10/20	12 mos
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Mr. Diasanta received a B.S.B.A. from Old Dominion University. Previously, he worked as a CRM Analyst for the University's Department of Enrollment Management.

Ms. Lexi George Assistant Athletic Trainer and Instructor	\$38,000	8/25/20	12 mos
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Ms. George received a B.S. in Applied Science and an M.S. in Athletic Training both from Youngstown State University. Previously, she worked as an Athletic Trainer for Appalachian State University.

Mr. James Haeseker Director of Athletic Development and Instructor	\$77,000	8/25/20	12 mos
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Mr. Haeseker received a B.A. in Exercise and Sports Science from the University of North Carolina at Chapel Hill and an M.S. in Sports and Entertainment Management from the University of South Carolina. Prior to accepting this role, he worked as an Athletic Development Officer for the Old Dominion Athletic Foundation.

Mr. Ryan Hardie Assistant Sports Performance Coach and Instructor	\$41,200	7/10/20	12 mos
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Mr. Hardie received a B.S. in Physical Education and an M.B.A. both from Walsh University. Previously, he worked as a Sports Performance Assistant for ODU Athletics.

Ms. Sarah Kalafsky Professional Counselor and Instructor	\$52,000	8/25/20	12 mos
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Ms. Kalafsky received a B.S. in Psychology from James Madison University and an M.S.Ed. in Clinical Mental Health Counseling from Old Dominion University. Previously, she worked as a Mental Health Triage Counselor for the University's Office of Counseling Services.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Joseph Kosteczko Assistant Director of Digital Shipbuilding, Office of Research, and Instructor	\$120,000	7/10/20	12 mos

Mr. Kosteczko received a B.S. in Marine Transportation from the US Merchant Marine Academy and an M.S. in Operations and Project Management from Southern New Hampshire University. Previously, he worked as the Program Manager for the Virginia Digital Shipbuilding Program at the Old Dominion University Research Foundation. Mr. Kosteczko has also worked as a Program Manager for Epsilon Systems in Portsmouth, VA and as a Senior Management and Training Consultant for Alpha Solutions Corporation in Virginia Beach, VA. (new position)

Mr. Brad Williamson Executive Director, Maritime Industry Base Ecosystem, Office of Research, and Instructor	\$170,000	7/10/20	12 mos
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Mr. Williamson received a B.S. in Engineering from the United States Naval Academy and an M.S. in National Security Strategy from the National War College. Previously, he worked as the Chief Operating Officer for ITA International in Newport News, VA. Mr. Williamson also serves as the Chairman of the Virginia Peninsula Chamber of Commerce’s Military Affairs Council and is the CEO of MVSEA, a strategic planning and economic analysis firm. (new position)

**APPOINTMENT OF ENDOWED PROFESSORSHIPS IN THE
BATTEN COLLEGE OF ENGINEERING AND TECHNOLOGY**

RESOLVED, that, upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of the following individuals as Endowed Professors in the Batten College of Engineering and Technology for 2020-2021 through 2024-2025. A summary of each person’s career is included below for information purposes.

“The purpose of the award of a named professorship is to recognize and provide support to an Old Dominion University faculty member who has exhibited sustained excellence in teaching and/or research as well as a continuing, exemplary commitment to the University. Appointments to named professor positions are for a five-year period, and they are renewable based on an in-depth performance review. Each named professor shall receive a document from the Dean, with input from the department/school chair or center director where appropriate, outlining research, teaching, and service expectations over the next five years. The recipient will serve as a model of professional accomplishment and commitment to the mission of the University. The recipient must hold a full-time faculty or senior research appointment at Old Dominion University.”

Colin Britcher**Professor of Mechanical and Aerospace Engineering and P. Stephen Barna Endowed Professor**

Dr. Britcher joined ODU as an Assistant Professor in 1988, received tenure and promotion to Associate Professor in 1993, and has been Professor in the Department of Mechanical and Aerospace Engineering since 2002. He has authored or co-authored over 100 journal publications or conference proceedings and has \$4.8M in funded research and \$11M in affiliated commercial revenues for his research activities. He is nationally recognized as a leader in experimental aerodynamics, which is the same academic field as Dr. Barna. Dr. Britcher maintains some of Dr. Barna's original notebooks and cited in his application the various parallels and intersecting points of his career with Dr. Barna's. He has an impressive reputation as the definitive authority in magnetic suspension and balance systems for wind tunnels and a continuous professional and research affiliation with NASA Langley, while also serving as an active instructor and research mentor to undergraduate and graduate students.

Dr. Britcher received unanimous endorsement from the Named Chair Committee. He will receive endowment support of \$15,000 per year for five years, pending availability of funds.

Abdelmageed Elmustafa**Professor of Mechanical and Aerospace Engineering and Mitsubishi Kasei Endowed Professor in Manufacturing Engineering**

Dr. Elmustafa joined ODU as an Assistant Professor in 2005, received tenure and promotion to Associate Professor in 2010, and has been Professor in the Department of Mechanical and Aerospace Engineering since 2016. He has authored or co-authored over 100 research papers or abstracts and has more than \$3M in funded research grants, with over 20 awards as Principal Investigator. He is nationally recognized as a leader and innovative researcher in plastic flow properties and fundamental atomic scale mechanisms, while advancing the reputation of ODU's research programs, building collaborative partnerships with industrial and research partners such as Jefferson Lab, and is an active instructor and research mentor to undergraduate and graduate students.

Dr. Elmustafa received unanimous endorsement from the Named Chair Committee. He will receive endowment support of \$25,000 per year for five years, pending availability of funds.

Mileta Tomovic**Professor of Engineering Technology and Mitsubishi Kasei Endowed Professor in Manufacturing Engineering Technology**

Dr. Tomovic has been Professor and Chair ((2008-2014) in the Department of Engineering Technology and has continued as Professor in that department, as well as the Department of Mechanical and Aerospace Engineering since 2015. He has authored or co-authored 85 journal papers or conference proceedings while at ODU and is nationally recognized as a leader in

manufacturing engineering, while advancing the reputation of ODU's research programs, building collaborative partnerships with industrial and national/international partners, and diligently recruiting and mentoring students in this field of study.

Dr. Tomovic was endorsed by a majority of the Named Chair Committee. He will receive endowment support of \$20,000 per year for five years, pending availability of funds.

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the title of emeritus/emerita for the following faculty members and faculty administrators/faculty professionals. A summary of their accomplishments is included.

Sridharan Krishnaswami
Lecturer Emeritus of Marketing

September 1, 2020

Kimberly Adams Tufts
Professor Emerita of Nursing

August 1, 2020

Sridharan Krishnaswami

Sridharan Krishnaswami, Lecturer of Management, received an MBA in business administration from the College of William & Mary and an MA in economics from the University of Madras. Before joining Old Dominion University, he taught at Tidewater Community College, the College of William & Mary, and Hampton University, where he served as chair of the Management Department.

Krishnaswami's entrepreneurial nature led him to launch several business ventures. He put together a business group to launch four health food stores and an import store. He started a marketing firm recruiting students for a school and later joined a consulting firm as Senior Vice President.

Krishnaswami began his career at Old Dominion University as an adjunct faculty member and was appointed a full-time instructor in 2008. He was passionate about teaching and encouraged his students to think critically, engaged them in provocative conversations, and went out of his way to help them. Due to his wide range of interests, he could teach a variety of courses. His entrepreneurial ventures and engagement in community activities helped the Department of Management launch its transitional entrepreneurship initiative.

Kimberly Adams Tufts

Kimberly Adams Tufts received a Bachelor of Science in Nursing from Ohio State University, a Master of Science in Nursing with a role specialization as a perinatal clinical nurse specialist, a Doctor of Nursing, and a Doctor of Nursing Practice certificate from the Frances Payne Bolton School of Nursing at Case Western Reserve University, and a Women's Health Nurse Practitioner certificate from Planned Parenthood of Wisconsin/University of Wisconsin. She joined the faculty of the School of Nursing at Old Dominion University in 2004 as an Associate Professor, earning tenure in 2015, and was promoted to the rank of Professor in 2018. She has received the Gene W. Hirschfeld Faculty Excellence Award (2013) and the College of Health Sciences Excellence in Teaching Award (2009).

Adams Tufts has taught both face-to-face and online baccalaureate, master's and doctoral level courses for the School of Nursing. She has served as a chair or committee member for several Ph.D. doctoral dissertation/thesis committees, as well as a supervisor/mentor for several Doctor of Nursing Practice student projects. Her administrative experience includes service as Associate Chair of the School of Nursing (2011-2014), Director of Nursing Community and Global Initiatives (2010-2016), Assistant Dean for Interprofessional Education for the College of Health Sciences (2014-2016), and Interim Associate Dean for the College of Health Sciences (2017-2018). She served on many key university-level committees and is the past president of the University Women's Caucus.

Adams Tufts was a principal investigator or co-investigator on 21 funded grants. She has published 28 papers, seven book chapters and presented her work related to women's health HIV/AIDS at over 80 regional, national and international professional meetings and numerous committee forums. She serves on the Board of Directors for the Association of Nurses in AIDS Care and Board of Directors for the Lake Taylor Foundation. Most notably, she is an elected fellow of the American Academy of Nursing.

Committee members approved two requests for leave of absence and then convened in closed session to discuss recommendations for faculty representatives to the Board of Visitors Committees and dual employment, and a faculty member's appeal of a severe sanction.

The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved by the Board by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

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 2020-21 academic year, effective September 17, 2020: Academic and Research Advancement, Nina Brown; Administration and Finance, Marc Ouellette; University Advancement, David Burdige; and Student Enhancement and Engagement, James Rhoades.

Nina W. Brown is a Professor and Eminent Scholar in the Counseling and Human Services Department. She received her doctorate from The College of William and Mary. She has published 35 books on group counseling and narcissism, over 50 journal articles, was elected as the President of the Faculty Senate four years, is the current Vice President of the Senate, served as chair of several Senate committees, and has been active in many Senate initiatives. She is the current chair of the Faculty Mediation Committee. Recent awards and honors include Group Psychologist of the Year (2019), Distinguished Fellow for the American Group Psychotherapy Association, and Fellow of the American Psychological Association (begin 2021).

David J. Burdige is a Professor and Eminent Scholar in the Department of Ocean, Earth and Atmospheric Sciences at Old Dominion University, where he has been a faculty member since 1985. He received a Ph.D. in oceanography from the Scripps Institution of Oceanography, UCSD in 1983. While at ODU his research has been continuously funded by numerous funding agencies including the National Science Foundation, the Office of Naval Research and US EPA Chesapeake Bay Program. He has published more than 90 peer-reviewed papers, and in 2006 authored the book *Geochemistry of Marine Sediments* (Princeton Univ. Press). Burdige is co-Editor in Chief of the journal *Estuarine and Coastal Shelf Science*, a fellow of the Association for the Sciences of Limnology and Oceanography (ASLO) and in 2016 was awarded the NSF Antarctic Service Award Medal. He has been a member of the Faculty Senate since 2006 and served as the Chair of the Senate in 2018-19.

Marc A. Ouellette is an Assistant Professor of English & Cultural Studies. He is an award-winning educator and the *Learning Games Initiative* Research Fellow. He received his M.A. and Ph.D. from McMaster University, where he taught for a decade prior to moving to ODU in 2015. His research focuses on the reproduction of gender in contemporary popular culture. His work has been supported by bursaries from the Hixon Fellowship and a Summer Research Fellowship from the College of Arts & Letters. Ouellette is the author (with Jason Thompson) of *The Post-9/11 Video Game* (McFarland, 2017) and *Playing with the Boys* (McFarland), which will be released this fall. He sits on the editorial boards of several leading journals including *Dialogue*, the official journal of the Southwest Popular & American Culture Association. He advises and sponsors Hampton Roads' only all-girl First Lego Robotics League team and is an academic advisor to the Ontario Hockey Federation's inclusivity and diversity programme.

Mr. James G. Rhoades is the Social Sciences Librarian at the Patricia W. and J. Douglas Perry Library at Old Dominion University, where he has been a faculty member since 2013. He received a Master of Library and Information Sciences from Florida State University in 2005. He works daily with undergraduates, graduates, and faculty regarding library research, resources, and

services. While at ODU Libraries, he has served as Chair of the Libraries Faculty Assembly, Chair of the Collection Development Team, and Chair of the Promotion Committee. He serves as the standing ODU representative on Virginia's Academic Library Consortium (VIVA) Collections Committee and the Virginia Tidewater Consortium for Higher Education Collection Development Committee. He serves as the Libraries' Federal Depository Library Program (FDLP) coordinator and established the Libraries' Association of Southeastern Research Libraries (ASERL) Centers of Excellence collections. He has presented both regionally and nationally on library instruction, marketing public services, discovery services, collection development, and scenario planning. He has been a member of the Faculty Senate since 2020.

The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was approved by the Board by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

**BOARD OF VISITORS
OLD DOMINION UNIVERSITY
RESOLUTION APPROVING DUAL EMPLOYMENT**

WHEREAS, pursuant to Virginia Code §2.2-3106(C)(2) immediate family members may both work at Old Dominion University if (i) they are engaged in teaching, research, or administrative support positions, (ii) this Board finds it is in the best interests of Old Dominion University to allow the dual employment, and (iii) the immediate family member does not have sole authority to supervise, evaluate or make personnel decisions regarding the other, and

WHEREAS, the following individuals both work in the Darden College of Education and Professional Studies and special care has been taken that neither has authority to evaluate, supervise or make personnel decisions regarding the other,

Tammi Dice and Robert Dice, wife and husband,

BE IT RESOLVED that the Board of Visitors of Old Dominion University finds that it is in the best interests of the University and the Commonwealth for the dual employment of the above named to exist.

BE IT FURTHER RESOLVED, that the dual employment of those listed above is recognized and approved effective retroactively to the date of their respective hire.

Upon a recommendation of the Academic and Research Advancement Committee, the Board approved by roll-call vote a motion to uphold President Broderick's decision on December 13, 2019 to impose a severe sanction on a faculty member (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

ADMINISTRATION AND FINANCE COMMITTEE

The Vice Rector called on Mr. Hill for the report of the Administration and Finance Committee. Mr. Hill reported that Bruce Aird, University Budget Officer, presented a resolution to authorize up to \$10,961,000 in 9(c) bond financing for the Student Housing Renovation Phase II project. The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was approved by the Board by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None*).

RESOLUTION OF THE RECTOR AND VISITORS OF OLD DOMINION UNIVERSITY

WHEREAS, there have been passed by the General Assembly of Virginia and signed by the Governor acts entitled “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2020” (the “2020 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2019” (the “2019 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2018” (the “2018 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2017” (the “2017 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2016” (the “2016 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2015” (the “2015 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2014” (the “2014 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2013” (the “2013 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2012” (the “2012 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2011” (the “2011 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2010” (the “2010 Act”), “Commonwealth of Virginia Parking Facilities Bond Act of 2009” (the “2009 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2009” (the “2009 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2008” (the “2008 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2007” (the “2007 Act”), and “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2006” (the “2006 Act” and, together with the 2007 Act, 2008 Act, 2009 Acts, 2010 Act, 2011 Act, 2012 Act, 2013 Act, 2014 Act, 2015 Act, 2016 Act, 2017 Act, 2018 Act, 2019 Act and the 2020 Act, the “Acts”);

WHEREAS, pursuant to the Acts, the Treasury Board of the Commonwealth of Virginia (the “Treasury Board”) is authorized, by and with the consent of the Governor, to sell and issue bonds or bond anticipation notes of the Commonwealth of Virginia (the “Commonwealth”) for the purpose of providing funds, together with other available funds, for paying the cost of acquiring, constructing, renovating, enlarging, improving and equipping certain revenue-producing capital projects at certain institutions of higher learning of the Commonwealth and for paying issuance costs, reserve funds and other financing expenses (the “Financing Expenses”), all in accordance with the provisions of Section 9(c) of Article X of the Constitution of Virginia;

WHEREAS, for Old Dominion University (the “Institution”), such revenue-producing capital projects include Student Housing Renovation Phase II, 221-17945 (each individually, a “Project” and, collectively, the “Projects”); and

WHEREAS, the Treasury Board is proposing to sell and issue bonds or bond anticipation notes pursuant to the Acts for such revenue-producing capital projects, in one or more series;

NOW, THEREFORE, BE IT RESOLVED BY THE RECTOR AND VISITORS OF Old Dominion University:

Section 1. The Board of Visitors of the Institution (the “Board”) requests the Treasury Board to sell and issue bonds (the “Bonds”) or bond anticipation notes (“BANs”) in an aggregate principal amount not to exceed \$10,961,000 to finance all or a portion of the costs of each Project plus Financing Expenses (for each individual Project, the “Individual Project Bonds” or “Individual Project Notes” and, collectively, the “Individual Project Borrowing” and for all Projects, the “Project Bonds” or “Project Notes” and, collectively, the “Project Borrowings”). The Individual Project Borrowings will be identified by amount by the State Treasurer upon issuance of any Bonds or BANs.

Section 2. With respect to each Project, the Board (a) covenants to fix, revise, charge and collect a **housing** fee and other rates, fees and charges, for or in connection with the use, occupation and services of such Project and (b) pledges such rates, fees and charges remaining after payment of (i) the expenses of operating such Project and (ii) the expenses related to all other activities funded by the housing reserves and housing fees (“Individual Project Net Revenues”) to the payment of the principal of, premium, if any, and interest on the Individual Project Borrowing relating thereto. The Board further covenants that it will fix, revise, charge and collect such rates, fees and charges in such amounts so that Individual Project Net Revenues will at all times be sufficient to pay, when due, the principal of, premium, if any, and interest on the related Individual Project Borrowing and on any other obligations secured by such Individual Project Net Revenues (such payments collectively the “Required Payments”). Each Individual Project Borrowing shall be secured on a parity with other obligations secured by the Individual Project Net Revenues relating to such Individual Project Borrowing (other than any obligations secured by a prior right in Individual Project Net Revenues). Any Individual Project Net Revenues pledged herein in excess of the Required Payments for an Individual Project Borrowing may be used by the Institution for any other lawful purpose.

Section 3. It is hereby found, determined and declared that, based upon responsible engineering and economic estimates and advice of appropriate officials of the Institution, as shown on the Financial Feasibility Study attached hereto as Exhibit A, with respect to each Project, the anticipated Individual Project Net Revenues pledged herein will be sufficient to pay the Required Payments for such Project so long as the aggregate amount of net debt service on the Individual Project Borrowing for such Project actually payable in any bond year does not exceed the amounts assumed in the Financial Feasibility Study relating thereto.

Section 4. The Board covenants that the Institution will furnish the Treasury Board its general purpose financial statements, within 30 days of their issuance and receipt, audited by a firm of certified public accountants or the Auditor of Public Accounts which shall include a schedule of revenues and expenditures for auxiliary enterprise systems. If Individual Project Net Revenues for any Project are

insufficient to pay Required Payments for such Project during such period, the Institution shall provide evidence of a plan to generate Individual Project Net Revenues for such Project sufficient to make such Required Payments in the future.

Section 5. The Board covenants that so long as any of the Project Notes are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest payment date, an amount estimated by the State Treasurer to be due and payable on such date as interest on the Project Notes. The Board covenants that so long as any of the Project Bonds are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest or principal payment date, the amount certified by the State Treasurer to be due and payable on such date as principal of, premium, if any, and interest on the Project Bonds.

Section 6. The Board covenants that the Institution will pay from time to time its proportionate share of all expenses incurred in connection with the sale and issuance of any series of Bonds that includes Project Bonds or Project Notes and all expenses thereafter incurred in connection with the Bonds, including without limitation the expense of calculating any rebate to the United States of the earnings derived from the investment of gross proceeds of the Bonds, all as certified by the State Treasurer to the Institution.

Section 7. The Board covenants that the Institution will not take or omit to take any action the taking or omission of which will cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the “Code”), or otherwise cause interest on the Bonds to be includable in the gross income of the owners thereof for federal income tax purposes under existing laws. Without limiting the generality of the foregoing, the Institution will pay from time to time its proportional share of any rebate to the United States of the earnings derived from the investment of the gross proceeds of the Bonds.

Section 8. The Board covenants that the Institution will proceed with due diligence to undertake and complete the Projects and that the Institution will spend all of the available proceeds derived from the sale of the Project Borrowings for costs associated with the Projects and appropriated for the Projects by the General Assembly.

Section 9. The Board covenants that the Institution will not permit the proceeds of each Individual Project Borrowing to be used in any manner that would result in (a) 5% or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds being used with respect to any output facility within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any persons other than a governmental unit, as provided in Section 141(c) of the Code. The Institution need not comply with such covenants if the Institution obtains the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income of the owners thereof for federal income tax purposes.

Section 10. The Board covenants that for so long as any of the Bonds are outstanding the Institution will not enter into any operating lease, management contract or similar agreement with any person or entity, other than a state or local governmental unit, for all or any portion of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that entering into such agreement will not cause the interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 11. The Board covenants that for so long as any of the Bonds are outstanding, the Institution will not sell or dispose of all or any part of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such sale or disposition will not cause interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 12. The officers of the Institution are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the Bonds.

Section 13. The Board acknowledges that the Treasury Board will rely on the representations and covenants set forth herein in issuing the Bonds, that such covenants are critical to the security for the Bonds and the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes, that the Board will not repeal, revoke, rescind or amend any of such covenants without first obtaining the written approval of the Treasury Board, and that such covenants will be binding upon the Board so long as any of the Bonds are outstanding.

Section 14. This resolution shall take effect immediately.

The undersigned Secretary of the Board of Visitors of Old Dominion University does hereby certify that the foregoing is a true and correct copy of a resolution adopted at a meeting of the Board of Visitors of Old Dominion University duly convened and held on September 17, 2020 at which a quorum was present and voting, and that such resolution is now in full force and effect.

Mary Deneen, Assistant Vice President for Finance and University Controller, briefed the Committee on the University's Annual Debt Report. The debt service associated with FY20 projected debt represents a Debt Burden Ratio of 6.48% and for FY21 a ratio of 6.75%. These ratios remain in compliance with the Board's Debt Management Policy.

Todd Johnson, Assistant Vice President for Auxiliary Services, Rusty Waterfield, Associate Vice President for Information Technology Services and CIO, and Mike Brady, Assistant Vice President for Facilities Management and Construction, briefed the Committee on efforts to prepare the fall semester under COVID-19 restrictions. At the conclusion of their report, Vice President DuBois complimented his colleagues for their efforts and said that he feels comfortable with how well students and staff have responded thus far.

In her standing report to the Committee, Chief Rhonda Harris also reported on the fall opening under COVID-19 from a security perspective and noted that crime stats are significantly lower than normal because of fewer individuals on campus.

David Robichaud, Director of Design and Construction, provided an update on Owens House Residence Hall, the Chemistry Building, Women's Volleyball facility, the new Health Sciences Building and the new Student Health & Wellness Facility.

Maggie Libby, Associate Vice President for Advancement-Foundations, gave an update on Educational Foundation investments.

AUDIT AND COMPLIANCE COMMITTEE

The Vice Rector called on Ms. Dickeski for the report of the Audit and Compliance Committee. Ms. Dickeski reported that Amanda Skaggs, Chief Audit Executive, reviewed the Committee's charter and the briefings the Committee received over the past year. Upon the completion of her report, the Committee unanimously affirmed that it had met the responsibilities under its charter.

Ms. Skaggs briefed the Committee on the University Audit Department's quality assurance improvement program and its internal assessment to validate the office's conformance to the Institute of Internal Audit's professional standards and confirm its independence and objectivity.

Ms. Skaggs then reported on the results of audits on Active Directory and NCAA Compliance with financial aid for student athletes. She provided an update on open action items, noting that of the 41 open audit issues during this reporting cycle, 18 have been completed, 14 are in progress, and four are planned. Five action plans related to the Board Governance Audit are pending, but in the interim the Executive Secretary to the Board of Visitors has implemented the necessary actions related to closed session meeting activities, presence of counsel at open and closed meetings, and the Board's operating budget.

The Committee received, in closed session, a briefing on the University's information technology security plan and discussed the evaluation of the performance of specific departments of the University.

STUDENT ENHANCEMENT AND ENGAGEMENT COMMITTEE

The Vice Rector called on Mr. Corn for the report of the Student Enhancement and Engagement Committee. Mr. Corn reported that Don Stansberry, Interim Vice President for Student Engagement and Enrollment Services, highlighted recent student events, including the first virtual convocation at ODU and scores of Week of Welcome events, some live and many virtual. He provided an update on Owens House, which will open in October, and reviewed division highlights including the SEES Innovation Program,

expanded coaching, retention/persistence specialists, and Esports. He reported that more than 10,000 ODU students received funds from the CARES Act.

SGA President Danielle Carter and Vice President Melvin Roy, reviewed the SGA goals for the year, which were described as being intentional, accountable, and purposeful. Bridget Groble, student representative to the Board, reported that her goal as student representative is to increase student engagement for all ODU students. Her ideas include peer major mentors for freshmen and sophomores, Kaufman Mall study groups, student public health ambassadors, and a student-led media committee.

UNIVERSITY ADVANCEMENT COMMITTEE

The Vice Rector called on Dr. Dabney for the report of the University Advancement Committee. Dr. Dabney reported that Alonzo Brandon, Vice President for University Advancement, presented dashboard items measuring productivity in the area of University Advancement including total giving and Fundraising Initiative breakdowns by focus area and donors. The Fundraising Initiative has raised over \$185 million since July 2016. He gave an orientation to University Advancement's division and responsibilities that covered the areas of Development, Athletic Development, Foundations, Alumni Relations and Community Engagement. He also reviewed policies as they relate to the Committee. Policy 1801 was briefly discussed and will be further reviewed at the next meeting.

REPORT OF THE PRESIDENTIAL SEARCH COMMITTEE

Mr. Bradley provided a status report on the presidential search. The Committee is pleased with the work of WittKieffer, its search consultant. Over 60 one-on-one conversations were held and open forums with faculty, students, staff and alumni are underway. An early draft of the presidential profile was shared with the Board. WittKieffer will write a more robust version based on these conversations, which will be shared with the Board. He thanked the Board members on the search committee who participated in the forums. The search timeline targets an announcement of President Broderick's successor in February/March.

Two items require the Board's approval. The first is the proposed search budget. Vice President DuBois presented the details of the \$248,000 proposed budget. Upon a motion made by Mr. Mugler and seconded by Ms. Dickeski, the Board approved the presidential search budget by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Decker, Dickeski, Hill, Jones, Mugler, Pitts, Slaughter, Williams; Nays: None*).

Mr. Bradley noted that Nancy Badger has taken a position at Purdue University and the Board has the option to replace her or to keep the position vacant. Deb Love, counsel to the Committee, advised that if replaced, she should be replaced with a non-Board member. Consensus was to replace her with a classified employee, since classified employees are not currently represented. Vice President Sanderlin suggested three individuals for the search committee to consider, but the Board must first approve that the position be replaced with a classified employee. Upon a motion

made by Ms. Kemper and seconded by Mr. Mugler, the Board approved this recommendation by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Decker, Dickeski, Hill, Jones, Mugler, Pitts, Slaughter, Williams; Nays: None*).

Mr. Bradley expressed to Rector Kemper the Board's wish for her speedy recovery. She thanked Mr. Bradley, Ms. Smith and President Broderick for their assistance in the last few weeks, as well as for the many well wishes she received from the Board and administration.

MOTION FOR CLOSED SESSION

The Rector recognized Ms. Jones, who read the following motion: "Mister Vice Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Sections 2.2-3711(A) (1), (6), (19), and (29) for the purpose of discussion of prospective candidates for employment, discussion or consideration of the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the governmental unit would be adversely affected, reports or plans related to the security of any governmental facility, building or structure, or the safety of persons using such facility, building or structure, and discussion of the award of a public contract involving the expenditure of public funds, including interviews of bidders or offerors, and discussion of the terms or scope of such contract, where discussion in an open session would adversely affect the bargaining position or negotiating strategy of the public body. The motion was approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Decker, Dickeski, Jones, Mugler, Pitts, Slaughter, Williams; Nays: None*).

In addition to the Board members in attendance, President Broderick, Earl Nance, Greg DuBois, Wood Selig and Donna Meeks were present during closed session.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of Closed Session the Vice Rector reconvened the meeting and the following Freedom of Information Act Certification was read: "Any person who believes that the Board discussed items which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Decker, Dickeski, Hill, Jones, Mugler, Pitts, Williams; Nays: None*).

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 discuss, the meeting was adjourned at 12:11 p.m.