

**OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
Executive Committee Meeting  
Monday, May 13, 2013**

**MINUTES**

A meeting of the Executive Committee of the Old Dominion University Board of Visitors was held on Monday, May 13, 2013, at 12:00 Noon in the Board Room of Webb University Center on the Norfolk campus. Present from the Committee were:

Barry M. Kornblau, Vice Rector  
Frank Batten, Jr.  
Marc Jacobson  
Andrea M. Kilmer  
Pamela C. Kirk

Also present from the Board was:

Judith O. Swystun

Present from the administration were:

John R. Broderick, President  
Robert Fenning  
David Harnage  
Donna W. Meeks  
Earl Nance  
Ellen Neufeldt  
September Sanderlin

**CALL TO ORDER AND APPROVAL OF MINUTES**

In the absence of the Rector, Vice Rector Kornblau presided and called the meeting to order at 12:05 p.m. He asked for approval of the minutes of the Executive Committee meeting held on February 25, 2013. Upon a motion made by Mr. Batten and seconded by Ms. Kirk, the minutes were approved unanimously by all members present and voting. (*Batten, Jacobson, Kilmer, Kirk, Swystun*)

**LEGISLATION IMPACTING BOARDS OF VISITORS**

President Broderick asked Earl Nance, University Counsel, to brief the Committee on the amendments to the *Code of Virginia* impacting Boards of Visitors that will take effect July 1, 2013. Mr. Nance described revisions made to §23-9.14:1 instructing the State Council of Higher Education for Virginia to ensure that Board members receive adequate training and requiring new board members to attend SCHEV's training at least once during the first two years of

service. The legislation also listed specific topics to be covered by SCHEV and the requirement that the training be offered on an annual basis.

The legislation also added Sections 23-2.01 through 23-2.05 to the *Code* detailing additional requirements of Boards of Visitors and their Executive Committees. Boards will be required to: establish transparency, to the extent required by law, in all board actions; include certain provisions of the Freedom of Information Act (open meetings, written minutes, public notice, etc.) in the Board Bylaws; evaluate president's performance on an annual basis; designate the Executive Committee to organize the working process of the Board and recommend best practices for governance; and, annually deliver an executive summary of interim activities to the General Assembly and the Governor. Executive Committees will be required to: develop and recommend to the Board a statement of governance setting out the Board's role; periodically review and recommend amendments to the Board's Bylaws; provide advice to the Board on committee structure, appointments and meetings; develop orientation process that includes training on FOIA; create, monitor, oversee and review a Code of Ethics for board members; and develop a set of qualification and competencies for board membership for approval by the Governor.

Mr. Nance stated that the Board is already meeting most of these requirements, but needs to approve a Code of Ethics. He distributed a draft that was prepared for the Committee's consideration, noting that the intent is to seek Board approval at its meeting in June to take effect on July 1. He commented that he and his colleagues at the other Virginia institutions worked together in developing their draft Codes. A brief discussion followed. Mr. Nance confirmed that the University has its own Code of Ethics for employees, but the General Assembly now requires one of each of the Boards. Mr. Jacobson noted that he had concerns with the wording of Item No. 2; Ms. Kilmer suggested that language noting that the Board would "*make its best efforts* to protect and preserve university resources and ensure their proper use," be added. Mr. Batten moved that the Committee approve the following draft Code of Ethics, to include the additional language suggested by Ms. Kilmer. The motion was seconded by Ms. Kirk and approved unanimously by all members present and voting. (*Batten, Jacobson, Kilmer, Kirk, Swystun*)

## Code of Ethics

### OLD DOMINION UNIVERSITY

Integrity is one of the core values of Old Dominion University. Thus, we are committed to lawful and ethical behavior in all of the university's activities. At ODU, we insist that all members of the university community –board members, employees, students, and volunteers – comply with all laws, regulations, policies and ethical norms applicable to them. More generally, we are to be honest, fair, and trustworthy ourselves and to take care that other members of the university community are as well.

The Board of Visitors of Old Dominion University acknowledges the Code of Ethics established for its employees, students, volunteers and vendors ([University Policy 1002 – Code of Ethics](#)), and adopts its own Code of Ethics for members of the Board.

We, as members of the Old Dominion University Board of Visitors, will:

1. Obey the laws, regulations, and policies applicable to our positions and university-related activities;
2. Protect and preserve university resources and ensure their proper use;
3. Avoid both conflicts of interest and the appearance of such conflicts;
4. Promptly complete Conflict of Interest Training and Certification as required for board membership;
5. Safeguard confidential information;
6. Make procurement decisions impartially and objectively;
7. Ensure, through open communication with the University's internal and state auditors, that effective internal controls are in place to safeguard the regularity and integrity of our activities;
8. Treat other people with dignity and respect, ensuring there is no discrimination or harassment at Old Dominion University; and
9. Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

This Code of Ethics was adopted by the Board of Visitors of Old Dominion University on \_\_\_\_\_.

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The Vice Rector asked if there are any other requirements that ODU's Board is not currently doing. Mr. Nance stated that the requirement to send an executive summary of Board's interim activities to the Governor and General Assembly will be handled by Ms. Meeks. The report will note the Board's annual evaluation of the President. The Executive Committee is now required to develop a set of requirements and competencies for approval by the Governor. Mr. Batten said that these competencies ought to be non-controversial. The Vice Rector suggested that a minimum attendance requirement be included. The Committee also discussed the requirement that the Board's Executive Committee periodically review the Board's Bylaws and recommend amendments. It was noted that a Bylaws Review Committee is appointed by the Rector and will meet as needed to review the Bylaws; University Counsel usually advises when it is necessary.

Mr. Jacobson asked about the meeting of Rectors and Vice Rectors. Vice Rector Kornblau said it was well-attended and it was interesting to hear about the similarities and differences among the institutions. Tuition was a topic of discussion.

### **OLD/UNFINISHED BUSINESS**

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

## **NEW BUSINESS**

Under new business, Vice Rector Kornblau questioned why the Bylaws call for officer elections to take place in September rather than June, possibly leaving a vacancy in leadership if the Rector's or Vice Rector's term ended in June. President Broderick noted that the Bylaws were changed after the individual who was elected Rector in June was not reappointed by the Governor. Ms. Kilmer stated that should no longer be an issue since the Bylaws require that a Board member have at least two years left on his/her term to be considered for office. Mr. Batten added that the change was also made to give newly appointed board members not only a say in who would be the new officers, but to also give them an opportunity to be an officer. The President noted that this is not the case at most of the other institutions. Mr. Kornblau commented that he preferred June elections. It was suggested that the Bylaws Review Committee should decide if a change should be considered.

With no further business, the meeting adjourned at 12:45 p.m.