

DRAFT – SUBJECT TO COMMITTEE APPROVAL

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, June 2, 2022**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 3:00 PM on Thursday, June 2, 2022, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee were:

Jerri F. Dickeski, Chair
Yvonne T. Allmond, Vice Chair
R. Bruce Bradley, Rector (*ex-officio*)
Peter G. Decker, III
Lisa B. Smith
Antra Patel (*Student Representative*)

Absent from the Committee: Robert S. Corn
Toykea S. Jones (*ex-officio*)

Also present from the Board: Armistead D. Williams, Jr.

Also present: Brian O. Hemphill, President
Bruce Aird
Traci Daniels
Annie Gibson
Donna Meeks
Chad Reed
Ashley Schumaker
Amanda Skaggs
Don Stansberry
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 3:24 p.m. and asked for approval of the minutes of the Governance Committee meetings held on April 21, 2022, and May 11, 2022. Upon a motion made by Mr. Decker and seconded by Ms. Smith, the minutes were approved by all members present and voting (*Ayes: Allmond, Bradley, Decker, Dickeski, Smith; Nays: None*).

PROPOSED POLICY REVISIONS

The Committee reviewed the three remaining Board policies required by the SACSCOC reaccreditation review team. Policy 1415, Advanced Placement, International Baccalaureate and A/AS Level Credit; was reviewed by the Faculty Senate and no revisions were proposed. Policy

1810, Naming of University Buildings, Building Spaces, or Areas; was reviewed with no revisions proposed at this time. A summary of the proposed revisions to Policy 1530, Code of Student Conduct, was provided by Vice President Stansberry and Ms. Traci Daniels, SEES Advisor and Special Assistant to the Vice President.

The review of the Code of Student Conduct was initiated during academic year 2020. Feedback was obtained from student leadership and the Faculty Senate and University Counsel consulted during the process. The revised Code was reviewed and endorsed by the Student Enhancement and Engagement Committee at its meeting in April. The Executive Summary provides additional background information and highlights the proposed revisions, which include reorganizing and summarizing content, adding a hazing policy, including a section that addresses interim suspensions and measures, and modifying provisions to ensure compliance with the law (interim suspension, Title IX, harassment/bullying).

A motion was made by Ms. Smith to approve the proposed revisions to Board Policy 1530, Code of Student Conduct. The motion was seconded by Mr. Decker and approved by all members present and voting (*Ayes: Allmond, Bradley, Decker, Dickeski, Smith; Nays: None*).

A motion was made by Mr. Decker to approve Board Policies 1415 and 1810 with no revisions. The motion was seconded by Ms. Smith and approved by all members present and voting (*Ayes: Allmond, Bradley, Decker, Dickeski, Smith; Nays: None*).

GOVERNANCE COMMITTEE CHARTER

The Chair stated that all Board committees were asked to review proposed charters for recommendation to the Governance Committee at its meeting in September. The Governance Committee's proposed charter was distributed with the agenda. Upon a motion made by Mr. Decker and seconded by Ms. Smith, the proposed charter was approved by all members present and voting (*Ayes: Allmond, Bradley, Decker, Dickeski, Smith; Nays: None*).

BOARD OF VISITORS GOVERNANCE COMMITTEE CHARTER

Purpose and Responsibilities

To assist the Board of Visitors in fulfilling its oversight responsibilities relating to board governance and conduct of business, the Governance Committee was established by the Board of Visitors on September 17, 2020, to fulfill the following responsibilities:

- Develop a set of qualifications and competencies for members of the Board of Visitors, as needed;
- Serve as the nominating committee and recommends the process for Board elections for Board approval;
- Develop and implement the Board's annual planning retreat;
- Implement the Board's annual self-assessment process;
- Oversees the formal review of the Board's Bylaws and policies and procedures; and
- Assist with recommended Board nominations to the Governor.

Composition

The Governance Committee will consist of an odd number of members of the Board of Visitors. Committee members, the chair and vice chair shall be appointed through the normal processes as defined in the Board Bylaws. The Rector and Vice Rector will also serve as *ex-officio* members of the Committee. A quorum of the Committee shall be three members.

Meetings

Meetings of the Committee will occur in conjunction with regular meetings of the Board of Visitors, which happen 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. The Committee will also meet, if necessary, in conjunction with the meetings of the Executive Committee, which meet as needed on the months in which the quarterly meetings are not held. The Committee shall have the authority to convene additional meetings as circumstances require. All committee members are expected to attend each meeting. The Committee, through its chair, will invite members of management or others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and distributed in advance of subsequent meetings.

Administrative Liaison

The Chief of Staff and Vice President for Strategic Operations will serve as the administrative liaison to the Governance Committee and will work with the chair and the president in the development of meeting agendas, preparing meeting minutes, and any other support as needed. The Chief of Staff and Vice President for Strategic Operations will be assisted by the Executive Secretary to the Board of Visitors.

NEXT STEPS

The Chair noted that the Governance Committee will continue its review in the fall of the remaining eleven Board policies that are older than five years. This will be further discussed at the September meeting. Once complete, the regular five-year review of Board policies will be scheduled as needed.

With no further business to discuss, the meeting was adjourned at 3:38 p.m.