

**OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE COMMITTEE MEETING  
Tuesday, March 16, 2021**

**MINUTES**

The Governance Committee of the Board of Visitors of Old Dominion University met at 2:00 p.m. on Tuesday, March 16, 2021. 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 Committee were:

Jerri F. Dickeski, Chair  
Yvonne T. Allmond, Vice Chair  
Kay A. Kemper, Rector (*ex-officio*)  
R. Bruce Bradley (*ex-officio*)  
Robert S. Corn  
Peter G. Decker, III  
Lisa B. Smith

Also present:

Casey Kohler  
Donna Meeks  
Tom Odom  
Amanda Skaggs  
Jay Wright

**CALL TO ORDER AND APPROVAL OF MINUTES**

The Chair called the meeting to order at 2:00 p.m. and asked for approval of the minutes of the Governance Committee meetings held on December 1, 2020 and February 10, 2021. Upon a motion made by Ms. Allmond and seconded by Ms. Smith, the minutes were approved by roll-call vote. (*Ayes: Allmond, Bradley, Decker, Dickeski, Kemper, Smith*).

**BYLAWS REVIEW**

The Chair commented that the main purpose of today's meeting was to begin review of the proposed revisions to the Board's Bylaws. Most of the proposed revisions were suggested as a result of the Board Governance Audit, but also include some that reflect current or best practices. As the Bylaws are reviewed, some revisions may be decided upon today while others may need additional consideration for follow-up at the April meeting.

At the request of the Chair, Ms. Meeks and Ms. Skaggs explained how the Bylaws were annotated to reflect the suggestions included in the appendices of the Board Governance Audit. Ms. Smith observed that some of the proposed revisions in referencing the information in the Code of Virginia and it may be better to provide the Code citations. This would also prevent the Board from having

to change the Bylaws each time the wording in the Code changed. The Chair agreed and Ms. Meeks said that she can embed the links to the Code sections.

The Committee briefly described the process. Mr. Wright clarified that the Committee should vote on the recommended provisions to take to the Board as a recommendation of the Committee at the June 17th meeting, and the revisions can be voted on once as a whole, or in groups, or separately if the Committee desires. The Chair said that she'd like to vote on all the agreed-upon revisions as a whole, though the Committee may not get through all of them today. Ms. Meeks said she will keep track of the Committee's decisions for each of the proposed revisions so that she can document them in track-changes format for the Committee to approve at its next meeting.

After the Committee reviewed some of the proposed revisions, Mr. Bradley suggested that it may be more expeditious if the Committee could see a document with the suggested revisions already made that the Committee could either agree with or not, than to try to draft the language by committee, and suggested that Amanda and Donna could do that. Ms. Smith noted, however, that some of the proposed revisions are decisions that must be made by the Board. The Chair suggested that the proposed revisions be done in groupings. Amanda suggested that she and Donna work on those that require Code updates while those that are more process-oriented be discussed by the Board members. The Committee agreed.

Ms. Skaggs noted that Board policies 1101 and 1301 need to be reviewed and updated, 1101 as a recommendation from the audit and 1301 as a SACSCOC requirement since it has not been updated since 1986. The question that needs to be addressed is, does this policy cover the entirety of the University's governance system, so it may need extensive revisions. She noted that some other institutions' policies include an organization chart showing how the Board, the President, the President's Council, the Provost's Council, and the Faculty and Student Senates are incorporated into the overall governance structure, and some other institutions referenced *ad hoc* and other committees that may not be standing committees but support institutional governance. Committee members concurred that this should be delegated to University Counsel and Mr. Wright volunteered to draft a revised policy. Section 3 of Policy 1101 addresses the process and timing of the review of the Board's bylaws and policies.

The Committee discussed the appropriate cycle for Bylaws and policies review, ranging from three to seven years. Ms. Skaggs noted that the Strategic Plan is updated every five years and University-level policies are also reviewed on a five-year cycle. The importance of committee member continuity was also suggested for consideration in determining the review cycle. It was suggested that University Counsel review the current Board policies to determine which may be relegated to a University-level policy to reduce the number of Board policies for review.

Ms. Smith volunteered to assist Amanda and Donna on grouping the proposed Bylaws revisions before the next meeting. For the next meeting in April, the Chair asked Jay to prepare the proposed revisions to Policy 1301 and she'll do the same for Policy 1101. She also asked Jay to review the list of Board policies for recommendations on which may no longer need to be a policy at the Board level.

With no further business to discuss, the meeting was adjourned at 3:18 p.m.