

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Wednesday, May 11, 2022

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 12:00 p.m. on Wednesday, May 11, 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*)
Toykea S. Jones (*ex-officio*) (via Zoom)
Robert S. Corn (via Zoom)
Peter G. Decker, III
Lisa B. Smith (via Zoom)
Omotomilola Jegede (*Student Representative*)

Also present from the Board: Kay A. Kemper (via Zoom)
Murry Pitts

Also present: Austin Agho
Donna Meeks
Tom Odom
Ashley Schumaker
Amanda Skaggs
Don Stansberry
Allen Wilson

Committee members Robert Corn, Toykea Jones and Lisa Smith participated via Zoom in accordance with [Va. Code § 2.2-3708.2](#). Mr. Corn had work commitments that prevented him from participating in person, Ms. Jones participated remotely due to a medical issue, and Ms. Smith participated remotely due to a family member's medical condition. Board member Kay Kemper attended via Zoom due to a travel conflict. A quorum of the Committee was physically present.

CALL TO ORDER

The Chair called the meeting to order at 12:07 p.m. and stated that the only business for the Committee today is to determine the slate of candidates to recommend to the Board at its meeting on June 3. She expressed her appreciation for all who submitted nominations. The nominations are as follows:

Rector – Bruce Bradley
Vice Rector – Toykea Jones and Murry Pitts
Secretary – Jerri Dickeski

She called on University Counsel Allen Wilson to describe the process to be followed in accordance with the Board's Bylaws and Robert's Rules of Order. Mr. Wilson said that his interpretation of the Freedom of Information Act and those of his colleagues in the Attorney General's office is that this meeting must be held in open session as there is no specific exemption to go into closed session. Since all seven committee members are present as well as two additional Board members, a quorum of the full Board is present. With that in mind, only committee members may vote, and non-committee members should keep their participation at a minimum. As a nominee, Mr. Pitts may speak when called on to do so. In addition, since three committee members are also nominees, Robert's Rules should be followed which states that a member should abstain from voting on a question of a direct personal interest.

Since there are two nominees for the Vice Rector's position, Ms. Dickeski said that each will have the opportunity to address the committee (while the other nominee is out of the room) for up to five minutes each. Ms. Jones will speak first. The preference would then be for the Committee to have a discussion with both nominees out of the room. In response to a question from Ms. Smith, each nominee was given in advance the following questions to address: (1) Why do you want to be vice rector? (2) What do you bring to the position that makes you the best choice? (3) How does your experience and qualifications fit with what you believe to be the future focus of ODU?

Mr. Pitts was asked to leave the room while Ms. Jones made her remarks to the Committee. Ms. Jones was then asked to leave the meeting while Mr. Pitts made his remarks. Following his remarks, Mr. Pitts was excused from the meeting and the Committee held a brief discussion on the nominees. During their discussions the Committee agreed that both were very qualified to serve, but unfortunately Ms. Jones only has two years left on her second term and would not have the opportunity to serve as Rector. Mr. Pitts would have at least four more years if reappointed by the Governor and would be eligible for a second four-year term since he is currently filling an unexpired term. He would have the opportunity to work alongside the Rector over the next two years and could then be eligible for consideration as Rector. Succession planning is a common practice in the corporate world and should be a focus of the Board during this critical time during the University's history with discussions underway with EVMS to address the health disparities of the region. The Committee also concurred that a written development plan for the Vice Rector should also be adopted that emphasizes the importance of succession planning.

Ms. Jones rejoined the meeting via Zoom and the voting process was again reviewed by University Counsel. With the Board's Bylaws silent on the voting process, Robert's Rules will be followed whereby a Committee member will abstain from voting on the office for which he/she is a nominee. Each office will be voted on separately. The Chair has the option to ask for nominations from the floor, but since the nominations process was open and only one nomination each was received for Rector and Secretary, he recommended not requesting nominations from the floor. He also reminded the Committee that a roll-call vote is necessary since some members are participating remotely. Because the Board approved the process in advance, no motions are required.

Ms. Dickeski presented Bruce Bradley as the nominee for Rector. The nomination was approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

The nomination of Ms. Dickeski for Secretary was presented. The nomination was approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Jones, Smith; Nays: None*).

Committee members were asked to vote, by name, for their choice for Vice Rector (*Allmond-Murry Pitts; Bradley-Murry Pitts; Corn-Murry Pitts; Decker-Murry Pitts; Dickseski-Murry Pitts; Smith-Murry Pitts*).

The slate of officers to be presented to the Board on June 3, 2022, is as follows:

Rector: Bruce Bradley
Vice Rector: Murry Pitts
Secretary: Jerri Dickseski

Nominations will also be accepted from the floor at that time.

The Chair thanked Mr. Wilson for his guidance on the process and, with no further business to be discussed, the meeting was adjourned at 12:50 p.m.