

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Tuesday, May 18, 2021

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 10:00 a.m. on Tuesday, May 18, 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. Dickseski, 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:

Austin Agho
Alonzo Brandon
Dan Genard
Scott Harrison
Donna Meeks
Tom Odom
Amanda Skaggs
Jay Wright

The Chair called the meeting to order at 10:01 a.m.

APPROVAL OF MINUTES

Upon a motion by Mr. Corn and seconded by Ms. Allmond, the minutes of the Governance Committee meetings held on March 16, 2021 and April 12, 2021 were approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper; Nays: None*).

DISCUSSION ON DEVELOPMENT OF A PROCESS FOR REVIEWING PROPOSED NAMES

Ms. Kemper expressed her appreciating for the willingness of the committee members to lead in this effort for developing a process for moving forward. The chair noted that she has had discussions with Provost Agho, Vice President Brandon and others to understand the work of the task force. She suggested that the Governance Committee meet with Provost Agho for a briefing, after which a subcommittee of the Governance Committee will be appointed that will include Bob

Corn, Lisa Smith, Unwanna Dabney and Provost Agho and Dr. Dabney. The role of the subcommittee will be to develop criteria for the naming process that would include proposed language to be added to the Board's Bylaws clarifying the process, and to recommend the members of an external committee that would include some board members but also faculty and community members to represent diversity and inclusivity. This committee would apply the criteria approved by the Board to make a recommendation to the Board for any name changes. This will be a time-consuming effort - recognizing the time and effort that has already been devoted to this important issue - but it is important to develop criteria flexible enough to apply to things that could happen in the future.

Ms. Allmond asked if there is any documentation from the work of the Provost's committee. The chair said that there is documentation that will be shared with the committee members and presented by Provost Agho, but it did not specify the criteria. Mr. Bradley said he was told by Vice President Brandon that the committee has been meeting since last August and they have minutes of their meetings.

Mr. Wright stated that the Rector has suggested that the Committee look at the policy and process developed by the University of Virginia, which could be applied to the Board's current Naming Policy. He suggested that he draft a policy for the Committee to review at its next meeting. Ms. Kemper has also reviewed the policies at JMU, William and Mary and VCU, and has heard that the policy developed by Yale is a good one, so suggested that those policies be reviewed when ODU's policy is drafted.

The chair stated that once the Committee has had an opportunity to meet with the Provost to learn the progress that has already been made, she will ask the subcommittee to begin meeting to review the other institutions' policies, develop criteria and proposed language for the bylaws and recommendations for the new naming committee for consideration by the Governance Committee and then approval by the full Board. Mr. Bradley asked that President-elect Hemphill be briefed on this plan. Ms. Kemper said that she has discussed this with the President-elect and he seemed pleased with the proposed plan.

Ms. Allmond commented that this is a passionate issue so it is important that it be done right. The chair agreed and added that while we may not be able to make everyone happy, the Board must make the tough decisions and this process will ensure that it receives the broadest input possible. She emphasized that the Governance Committee will not be a decision-making body in this process, but will make a recommendation to the full Board on the criteria, process and bylaws language for their consideration, which will include Board participation but with broader input as well. Ms. Skaggs recommended that the subcommittee review the Yale reports on this issue, as they followed a very similar process as the chair has described. She will share a link to the report as well as a YouTube video that includes comments from those who were involved in their process.

REVIEW OF PROPOSED BYLAWS REVISIONS

Before asking Ms. Meeks to lead the discussion of the proposed Bylaws revisions that are considered best practices, she thanked her, Amanda Skaggs and Jay Wright for all of the work that went into preparing for this review. Ms. Meeks first shared with the Committee the Bylaws revisions previously approved by the Committee representing those needed statutorily or for

SACSCOC reaccreditation. She noted the need for the Committee to approve one additional change for approval by the Board in June that is a SACSCOC requirement and relates to what constitutes a quorum for the Executive Committee. The proposal is to change the quorum from three members to a majority of the members. Following a brief discussion, the word "present" was removed. The Committee agreed to this change and will include it in the vote that is taken following the review of the best practices revisions.

The Committee then reviewed the proposed revisions that reflect AGB best practices, current practices of ODU's Board or the practices of other Boards. The Committee agreed that Board Policy 1107 would be expanded regarding Board meeting scheduling rather than including it in the Bylaws and Ms. Meeks said that she'd draft proposed revisions for the Committee to review at a future meeting.

Under Section 4.02.e., Governance Committee, Mr. Bradley asked how involved the Governance Committee would be proposing nominations to the Governor for new Board members. Ms. Meeks stated that she must submit a Board Profile Sheet to the Secretary of the Commonwealth's office each spring that notes, among other things, the number of meetings held during the previous year and the attendance of individual board members. The form includes a section that allows the opportunity to share issues or concerns and to make general recommendations (not specific names) for individuals to serve on the Board; however, this does not preclude individual board members from recommending specific individuals for consideration. This form is shared with the President and Rector prior to it being submitted; it will now be sent to the Governance Committee members as well for any suggestions. Mr. Bradley suggested that the Board review Board 1103, Recommended Qualifications and Competencies for Members of the Old Dominion University Board of Visitors, on an as-needed basis in order to ensure it accurately reflects the Board's needs. Ms. Smith emphasized that the Board can only recommend, but the final decision rests with the Governor.

Under Section 4.02.f., Student Enhancement and Engagement Committee, the removal of the reference to strategic communication and marketing was questioned. The language was removed here because this area used to report to the SEES vice president but now reports to the Provost. Although a Marketing Subcommittee of the Board had been previously established, the Academic and Research Advancement Committee now receives periodic reports on strategic communication and marketing.

Under Section 4.02.g., University Advancement, the inclusion of the reference to Policy 1810 was discussed and how that may relate to the new committee that will be established to consider renaming. The Committee agreed that this reference relates to recognition of gifts to the University through the Office of Development and should remain in this section.

Under Section 6.05.a. Rector's Duties, the Committee agreed that Policy 1107 be expanded to clarify voting requirements of the rector and committee chairs in accordance with Robert's Rules.

At the conclusion of their discussion, Ms. Smith made a motion to approve the proposed revisions as discussed, subject to review by President-elect Hemphill. The motion was seconded by Mr. Corn and approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

PROPOSED REVISIONS TO BOARD POLICIES 1101 AND 1301

The committee reviewed the proposed revisions to Policy 1101, which includes specific language regarding the review of Board policies and procedures and updated Code citations. Upon a motion by Ms. Smith and seconded by Ms. Allmond, the Committee approved the proposed revisions by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

Mr. Wright explained that the revisions to Policy 1301, University Governance, were to note the various groups from which the Board may take advice, including the President's Cabinet, Provost's Council and Dean's Council, in addition to the Student Government Association and the Faculty Senate that were already included. He noted that he had reviewed best practices and looked at governance policies from other universities in developing the policy. Upon a motion made by Mr. Corn and seconded by Ms. Smith, the Committee approved the proposed revisions by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

REVIEW OF PROPOSED NEW BOARD CONFLICT OF INTERESTS POLICY

Ms. Meeks noted that SACSCOC requires the Board to have its own conflict of interests policy. The proposed draft policy was shared with Mr. Wright and Ms. Skaggs. It outlines a Board member's obligation to disclose if they have a conflict of interest, to report through the annual filing of the financial disclosure statement, and to participate in mandatory training. A section is also included that notes the assistance provided by the university administration to the Board in meeting these obligations, including review of financial disclosure statements by University Counsel and providing board members a list of vendors that do business with the University.

In response to a question, Mr. Wright said that a board member could possibly be removed by the Governor for failure to file the required financial disclosure form or take the mandatory training. Ms. Meeks added that she frequently follows up with board members who have not filed the financial disclosure statement and she is responsible for maintaining records of board members' participation in the conflict of interest training provided by the Ethics Council.

Following discussion, upon a motion made by Ms. Allmond and seconded by Mr. Decker, the Committee approved the proposed new policy by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*).

REVIEW UNIVERSITY COUNSEL'S RECOMMENDATIONS ON BOARD-LEVEL POLICIES

Ms. Meeks provided background on the review of Board policies that have taken place to date, noting that she Ms. Smith and Ms. Skaggs reviewed the list and suggested what they believed to were policies that needed to remain at the Board level. University Counsel was then asked to review the list for their input. The spreadsheet notes Counsel's feedback. Counsel recommends that a number of academic policies that are already in the Faculty Handbook, may not need to be board-level policies, but may need the consent of the Faculty Senate. Mr. Wright added that many of the academic policies are approved by the President and do not involve Board approval, thus his recommendation to remove them as a Board policy. He reiterated, however, that he is not

recommending that they cease to be a policy but need to exist at another level. In keeping with the Board's governance policy, he recommends that since faculty would be affected by these changes, the Faculty Senate should be consulted. He consulted with Vice President DuBois about several of the financial policies recommended for removal as a Board policy, and he has no objection.

Ms. Smith asked why some of these policies were approved at the Board level in the first place. Although most of them were added as Board policies before his time at the University, Mr. Wright said that there may have been a time when it made sense to be at the Board level or were required by the State or Federal government.

Following a discussion on Board Policy 1407, Guidelines for Named Professorships, and how or if that is under the purview of the Board's naming policy, Committee members concurred that they may need a better understanding of this and other Board policies. Each of the policies are available in OneDrive for the committee members to review and are linked to the spreadsheet. Mr. Wright also mentioned that the Faculty Senate is on hiatus during the summer months so the Committee would have time to consider the academic policies before requesting their input when they begin meeting in September. Further discussion was tabled until the next meeting.

Before adjourning the meeting, the Chair noted that the next regular scheduled meeting of the committee is on June 9. She asked Ms. Meeks to schedule a one hour meeting with the Provost as soon as possible for the purpose of receiving a briefing on the university's naming task force.

With no further business to discuss, the meeting was adjourned at 11:58 a.m.