

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Special Emergency Meeting
Thursday, May 21, 2020**

MINUTES

A special emergency meeting of the Board of Visitors of Old Dominion University was held on Thursday, May 21, 2020, at 2:00 p.m. The meeting was called by the Rector for the purpose of electing a nominating committee for officer elections. The meeting was held electronically via the Zoom application pursuant to Executive Amendment 28 to HB 29 (2020). Present from the Board were:

Lisa B. Smith, Rector
Yvonne Allmond
Carlton F. Bennett
R. Bruce Bradley
Robert Broermann
Robert S. Corn
Unwana Dabney
Jerri F. Dickeski
Alton J. Harris
Larry Hill
Toykea Jones
Kay A. Kemper
Pamela C. Kirk
Ross Mugler
Maurice Slaughter
Armistead Williams

Absent from the Board: Peter Decker, III

Also present were:

John Broderick, President	Annie Morris
Austin Agho	R. Earl Nance
Alonzo Brandon	September Sanderlin
Greg DuBois	Amanda Skaggs
Donna Meeks	Don Stansberry

CALL TO ORDER

The Rector called the meeting to order at 2:02 p.m.

ELECTION OF NOMINATING COMMITTEE

The Rector recognized Mr. Bradley, who suggested as an alternative to electing a nominating committee the Board consider extending the terms of the current officers for an additional year. He felt that continuity of leadership during this time of uncertainty due to COVID-19 is an important consideration. Prior to this meeting, he shared his thoughts with the Rector, President Broderick and Carlton Bennett as chair of the last Nominating Committee. In the interest of full disclosure, he said that Mr. Bennett is not in favor of this proposal. If the Board were to proceed, it would require a vote to suspend the Bylaws. Mr. Nance noted that the Bylaws can be suspended by a $\frac{3}{4}$ majority vote of Board members present.

Ms. Smith said that she has enjoyed her time working with the President as rector and is willing to continue to do so if that is the decision of the Board. She then opened the floor for discussion.

Mr. Bennett said he objects to this proposal because a new Rector should not be starting his or her tenure at the same time a new president arrives on campus. It would be helpful for the rector to have a year of experience to guide the new president. Mr. Hill and Ms. Kirk agreed.

Ms. Jones agreed with Mr. Bradley and said that it makes more sense to have the rector and president continue to work together during his last year. Mr. Slaughter agreed, particularly with concerns that the virus may ramp up again this winter. Dr. Williams said he was in favor of continuity during this time and Mr. Harris agreed.

Ms. Allmond said that she's not in favor of extending the terms for a full year but rather extending them until the Governor's reappointments are announced and more board members become eligible for consideration.

Mr. Broermann voiced his concern with having a new rector and president at the same time. Ms. Dickeski added that she sees both viewpoints but agrees that new officers should be elected now. In answer to a question about how other universities are handling this, Mr. Mugler said that he has been in contact with individuals on the boards of Virginia Tech and William and Mary and they are not extending the terms of their officers. He also said that it is generally not a best practice to have a new president and record start at the same time.

President Broderick was asked if he had anything to add before a vote was taken. He said that this is a board issue and he would rather avoid commenting on it. He has enjoyed working with Rector Smith and understands the rationale for the proposal, but it's not his place to support or oppose it.

Mr. Bradley withdrew his recommendation, noting that it not been offered in the form of a motion.

The Rector suggested that the members of the Executive Committee serve as the Nominating Committee, with Ms. Allmond, Mr. Harris and Mr. Mugler serving as three alternates. If a member of the Nominating Committee becomes a candidate, he or she would be removed from the committee and replaced by an alternate.

Mr. Bennett noted that the Bylaws state that there will be two alternates. Mr. Nance said that the Bylaws say "not less than" and thus allow additional alternates. Mr. Bennett disagreed.

Mr. Mugler stated that the Bylaws call for three members of the nominating committee, but he is not opposed to the Rector's proposal. Ms. Kirk said that in the past the nominating committee was comprised of current and former rectors; the Rector said that she is proposing a more structured approach.

Discussion continued on whether two or three alternates could be elected to the committee. The Rector asked Mr. Nance for a ruling on the Bylaws. He said that since the language in the Bylaws is not clear, the most conservative interpretation is that only two alternates can be elected. Ms. Smith said that the most senior of the three she recommended are Mr. Harris and Mr. Mugler, so she proposed they be elected as alternates. Whereupon, Ms. Dickseski moved that the members of the Executive Committee be elected as the Nominating Committee and Mr. Harris and Mr. Mugler serve as the two alternates. The motion was seconded by Dr. Dabney and approved by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Dickseski, Harris, Hill, Jones, Kemper, Kirk, Mugler, Slaughter, Williams; Nays: None*).

A motion was made by Ms. Dickseski that the Rector serve as chair of the Nominating Committee. The motion was seconded by Mr. Harris and approved by roll-call vote (*Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Dickseski, Harris, Hill, Jones, Kemper, Kirk, Mugler, Slaughter, Williams; Nays: None*).

The Rector thanked everyone for participating. Using a similar timetable as noted in the Bylaws, the call for nominations will be sent within seven days and nominations will be due within 15 days of the call. The Nominating Committee will meet to propose a slate of officers for the Board's approval at their meeting on June 18.

With no further business to be discussed, the meeting adjourned at 2:38 p.m.