

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Special Emergency Meeting
Monday, August 17, 2020**

MINUTES

A special emergency meeting of the Board of Visitors of Old Dominion University was held on Monday, August 17, 2020, at 1:00 p.m. The meeting was called by the Rector for the purpose of delegating authority to the Presidential Search Committee, discussing the proposed creation of a Governance Committee, and to receive a briefing from University leadership on the opening of campus. 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 Board were:

Kay A. Kemper, Rector
Yvonne T. Allmond
R. Bruce Bradley
Robert A. Broermann
Robert S. Corn
Unwanna B. Dabney
Jerri F. Dickseski
Larry R. Hill
Toykea S. Jones
Ross A. Mugler
Murry Pitts
Lisa B. Smith
Armistead D. Williams, Jr.

Absent from the Board:

Carlton F. Bennett
Peter G. Decker, III
Alton J. Harris
Maurice D. Slaughter

Also present were:

John Broderick, President
Ashraf Amrou
Phoebe Chappell
Kelly Dietz
Greg DuBois
Lauren Eady
Mathew Fitzpatrick
Christopher Fleming
Michele Floyd
Mary Hayward

Sarah Herzog
Tihomir Hristov
Amy-Leah Joaquim
Christina Lipuma
Elizabeth Lucas
Donna Meeks
Karen Meier
Harry Minium
Krista Moore
R. Earl Nance

William Nuckols
John Poggi
James Rhoades
Dana Schilling
Kim Sibson
Amanda Skaggs
Doug Streit
Cullen Strong
Frederick Tench
Rusty Waterfield

CALL TO ORDER

The Rector called the meeting to order at 1:02 p.m. and welcomed Murry Pitts to the Board. Mr. Pitts is a 1980 graduate of Old Dominion and is currently CEO of Burlington Medical.

DELEGATION OF AUTHORITY TO THE PRESIDENTIAL SEARCH COMMITTEE

The Rector called on Mr. Bradley, Chair of the Presidential Search Committee, to present resolutions for the Board's consideration. Mr. Bradley noted that the Bylaws state the search committee is "to provide the requisite number of candidates, previously specified by the Board, to the Board for consideration." The question for the Board is how many candidates it wishes the committee to bring forward for consideration. He and the Rector have spoken with approximately 50-60 individuals to get their views on the qualifications of candidates to be considered, including people from other schools who were involved in presidential searches. William & Mary's search committee brought three candidates to their Board for consideration, and he is recommending that ODU's search committee do the same. Based on the current timetable, that would be late the first quarter or early the second quarter.

Mr. Bradley made a motion that the Board charge the Search Committee to search for suitable candidates to assume the office of President of the University, and to present three finalists to the Board for its consideration. The motion was seconded by Mr. Mugler and approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

Mr. Bradley explained the selection of three search firms that were invited to submit proposals from the list of the Commonwealth's approved firms. These firms were involved in recent presidential searches at William and Mary, University of Virginia, George Mason and Norfolk State University, and those involved with those searches were very complimentary. All three submitted proposals and will be making presentations to the search committee on Thursday. The Bylaws state that "the Board may secure the services of a search firm or consultant to assist in the search and selection," so a motion is needed to delegate this task to the search committee.

Mr. Bradley made a motion that the Board delegate to the Search Committee the authority to select and engage a search firm or consultant to assist with the search. The motion was seconded by Mr. Hill. Prior to taking a vote, Mr. Bradley responded to a question that the contract is fee-based, and the State does not mandate which firm is selected. The fee structure submitted by all three firms were basically the same – one-third first year's compensation plus expenses. The motion was approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

Mr. Bradley indicated that after the search committee hears presentations from the three search firms on Thursday, it will vote on the selection of the search firm. The next meeting of the committee is scheduled for August 28 and the search firm will be asked to participate in that meeting. By the end of August, all members of the Board, deans, key community leaders and alumni and members of the President's Cabinet will have been interviewed and then open forums will be scheduled in September for faculty, staff and students. Once completed, a presential profile will be prepared for use in the search.

Deb Love, Senior Assistant Attorney General, who is serving as Counsel for the search committee, advised that while it is not expected that Board members who are not on the search committee attend meetings of the committee, the Board's Bylaws allow them to do so, but in a non-voting capacity. Mr. Bradley asked that those who want to attend meetings let Donna know ahead of time.

PRESENTATION ON PROPOSED CREATION OF A GOVERNANCE COMMITTEE

The Rector reminded the Board that a notice had been sent regarding a proposed amendment to the Bylaws to create a Board Governance Committee, a recommendation that was made as part of the Board Governance Audit. She invited Amanda Skaggs, Chief Audit Executive, to provide background information on this proposal.

Ms. Skaggs reported that a governance committee is generally created by provisions within the Board's Bylaws that set forth its functions and responsibilities and it's being proposed to be considered at the September board meeting. There should also be a written charge to guide the work of the Committee once it's established.

The Association of Governing Board's publication on Governance Committees lists three primary functions of the committee: (1) identification of governance best practices relevant for the organization it oversees, adopting those that promise to improve its effectiveness in exercising its oversight responsibilities, with any changes in best practices that lead to a change in established policy or bylaws taken to the full Board for approval; (2) responsibility for board self-management that typically includes a program of orientation, mentorship, continuous board education, bylaw reviews and regular assessment of the board and its members; and (3) maintenance of a record of board members' expertise relative to the mission and strategic priorities of the institution in order to assist the rector with committee assignments and to keep current what is submitted to the Governor's Office in terms of needed qualifications in board members. AGB states that the governance committee is arguably the most important committee that the Board can empower.

A governance committee should be established to most effectively accomplish the governance functions that are being proposed as bylaw revisions, development of a self-assessment process, regular board bylaw and policy reviews, annual planning retreat, and creating a set of qualifications and competencies for board members. The proposal is supported by the recent board governance audit opinion that several of these were not conducted as expected and are typically the responsibility of a governance committee.

Establishment of this committee as a standing committee will provide the structure to support those needed processes. This is especially important as it relates to ODU's SACS accreditation. SACS conducts their reviews on a ten-year cycle and ODU's decennial is 2023. The self-study portion of this review is due about a year prior. Board self-assessment is now explicitly required as part of the SACS standards. In order to sufficiently document board self-assessment, two cycles of a self-assessment are minimally expected, which needs to include a documented effective review, a board policy addressing the self-evaluation, documentation of appropriate approvals and outcome of the process, and a timeline for both future and past implementations of recommended changes.

Ms. Skaggs noted the other five public institutions that currently have a governance committee – Virginia Tech, VCU, Radford, Mary Washington and VMI. Collectively, their governance

responsibilities include developing the annual retreat, board self-assessment, reviewing bylaws and board policies, and setting qualifications and competencies for board appointment. Virginia Tech also notes that their committee is responsible for reviewing new or revised charters of all committees prior to adoption.

At the conclusion of the report, several Board members voiced support for the proposal. Mr. Mugler noted that it is a best practice for universities of ODU's size and is long overdue. Mr. Hill asked about the ability to choose board members since these are gubernatorial appointments and boards do not have any input on that process. Mr. Mugler agreed that while the Governor makes these appointments, the Secretary of the Commonwealth takes recommendations into consideration, some of which are submitted by the alumni board. Recommendations from a Board's governance committee may be more persuasive and certainly would not hurt. Ms. Smith added that sometimes boards may seek individuals with specific areas of expertise that would be helpful for the Governor to consider. Ms. Skaggs noted that AGB recognizes that the board has the ability to develop the list of competencies and qualifications as a starting point, but it's also a good idea to create an inventory of the current members and how they match up with those expected competencies and qualifications. That would demonstrate that the Governance Committee has done its due diligence to further support the kind of member that might be lacking or the direction the Board is taking where that expertise might be needed. Ms. Dickeski added her support for the proposal, noting that her company has always had a governance committee. It makes sense for the Board to add this committee considering the landscape in which it is currently operating. Ms. Dabney agreed, noting that she serves on corporate and industry boards that have governance committees that provide a great deal of support to the board.

Rector Kemper thanked Ms. Skaggs for her presentation and board members for their comments. She welcomed any additional questions or comments between now and the Board meeting in September.

MOTION FOR CLOSED SESSION

The Rector recognized Ms. Jones, who read the following motion: "Madam Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711(A) (19), for the purpose of discussion of reports or plans related to the security of any governmental facility, building or structure, or the safety of persons using such facility, building or structure." The motion was seconded by Ms. Smith and approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

In addition to the Board members in attendance, President Broderick, Greg DuBois, Earl Nance and Donna Meeks were present during closed session.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of Closed Session the Rector reconvened the meeting and the following Freedom of Information Act Certification was read: "Any person who believes that the Board discussed items which were not specifically exempted by law or not included in the motion, must now state

where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote (*Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

With no further business to be discussed, the meeting adjourned at 2:00 p.m.