

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS RETREAT**

August 22-23, 2022

MINUTES

The Board of Visitors of Old Dominion University held its annual retreat on August 22-23, 2022, at The Cavalier Hotel in Virginia Beach, Present from the Board:

R. Bruce Bradley, Rector
Yvonne T. Allmond
Robert A. Broermann
Robert S. Corn
Peter G. Decker, III
Jerri F. Dickeski
Dennis M. Ellmer
Larry R. Hill
Brian K. Holland
E.G. Middleton, III
Elza H. Mitchum
Ross A. Mugler
P. Murry Pitts
Armistead D. Williams, Jr.

Kay A. Kemper attended remotely upon the approval of the Rector due to travel complications from Massachusetts.

Absent from the Board: Toykea S. Jones
Maurice D. Slaughter

Also present: Brian O. Hemphill, President
Donna Meeks
Ashley Schumaker
Allen Wilson

WELCOME AND OPENING REMARKS – RECTOR R. BRUCE BRADLEY ‘78

The Rector called the meeting to order at 9:15 a.m. and welcomed everyone to the Board’s annual retreat. He thanked Jerri Dickeski for her part as chair of the Governance Committee in organizing the retreat. As he mentioned at the Board orientation last week, this is an exciting time to be part of Old Dominion University. During the most recent presidential search process, there were 92 applications submitted and, as the consultants from WittKiefer noted, ODU was seen as an institution on the rise. President Hemphill arrived on the scene and has been a very charismatic and effective leader who is well regarded in the Hampton Roads area and beyond. Among the early accomplishments or progress toward accomplishments during his tenure are the ODU/EVMS integration, the new Maritime school, coastal resilience, continuing success in Cybersecurity, the R1 research designation, and the move to the Sun Belt Conference.

As a starting point to some areas of consideration he will propose, the Rector referenced former President Jim Koch's book, *Presidential Leadership*, which includes a chapter focusing on the fundamental responsibilities of a governing board - presidential appointment, presidential review or evaluation, presidential support (both moral and financial), overseeing board policies and institutional governance, overseeing the creation and implementation of the strategic plan, and helping to raise money. The point being that it is not the Board's job to run the institution – that is the job of the president.

In addition to the reading materials recommended by our guest speaker that were sent in advance of the meeting, the Rector quoted from Jeff Selingo's book, *College Unbound*, that was distributed before the last retreat when Jeff was the guest speaker. "Colleges and universities that the vast majority of Americans attend will need to change if they want to survive and thrive." So, the question for us is, what is Old Dominion going to change in the future? Jeff also recommended *The Ride of a Lifetime* by former Disney CEO Bob Iger. One of the chapters of the book is, "If you don't innovate, you die." The Board will hear more about this from the guest speaker during his fireside chat with President Hemphill.

During tomorrow's session, Jerri Dickeski will present the results of the Board's self-assessment survey. Following her presentation, he will lead a discussion about where we want to go in the future. In Article I of the Board's Bylaws under "Roles and Responsibilities, it states, "As the body responsible for the University, the Board of Visitors' focus shall be on student success, academic freedom, serving the public purposes of higher education, preserving and protecting institutional autonomy to the extent permissible under the Code of Virginia." It is of particular importance that student success is listed first. The Rector called attention to "The Chronicle of Higher Education" article that focuses on the efforts the University of South Florida put in place to raise its graduation rates. They raised their 2009 four-year graduation rate from 29% to 62.5%, and their six-year graduation rate from 52% to 73.2%. Unfortunately, President Hemphill inherited graduation rates that are even worse than USF's 2009 rates. According to the most recent five-year graduation rate data, ODU's four-year rates range from 22% to 29% and the six-year rates range from 49% to 54%. By comparison, UVa's four-year graduation rate is 89%.

The Rector asked that the Board members begin thinking of the one or two most important things for the Board and the administration to focus on for the next several years. He suggested student success as one of his top two, noting that graduation rates are only a part of student success. Secondly, he asked Board members to consider what Old Dominion University should be known for as an institution. For example, one that he has heard since he has been on the Board is that Old Dominion may be the best value in higher education, not only in terms of cost, but also the quality of the education received, research, athletics programming, etc. Finally, Board members should be thinking about what the one or two things are the Board needs to work in the upcoming year and beyond, and he has asked President Hemphill to share his thoughts on this well with the benefit of his having worked with two other boards.

REMARKS – PRESIDENT BRIAN O. HEMPHILL, PH.D.

President Hemphill reflected on this past year since becoming Old Dominion University's ninth president, highlighting the following:

- Monarch Nation Tour
- Creation of the School of Public Health with EVMS and Norfolk State University, with the support of Sentara
- Homecoming Weekend and the creation of new traditions – including the Alumni Chat – and the dedication of the new Chemistry Building
- Admission to the Sun Belt Conference
- The signing of the MOU with EVMS and Sentara to officially launch its partnership
- A graduation class of over 1870 students Spring Commencement, which included Angela Bassett as a keynote speaker
- Carnegie R1 Research Designation
- Institute for Advanced Learning and Research Partnership with Patrick Henry Community College
- Largest capital project in the University’s history, valued at \$188M
- Approval of the School of Supply Chain Logistics and Maritime Operations
- Celebrated two legends of the University upon their retirement – Cee Cee Tucker and Wayne Talley

To address some of the challenges facing the University, the inaugural Vice President for University Communications and Chief Marketing Officer was hired, and the position of Vice President for Digital Learning was established. The Board will receive an update on the digital learning, strategic planning, EVMS initiatives following the Fireside Chat with Michael Horn.

As we begin the new academic year, President Hemphill plans to share a clip with the administration that is being shared today. This clip sets the stage for the institution showing us where we have been to how radically things are changing as we prepare for the future. It demonstrates the importance of innovation.

NEW BOARD MEMBER INTRODUCTIONS

The Rector welcomed new Board members Dennis Ellmer, Brian Holland, Rudy Middleton, and Elza Mitchum. Each introduced themselves and then the remaining Board members and administrators introduced themselves.

FIRESIDE CHAT WITH *CHOOSING COLLEGE* AUTHOR MICHAEL B. HORN

President Hemphill hosted a fireside chat with Michael Horn, co-author of *Choosing College*. Board members were provided with copies of the book in advance and were asked to read the book in preparation for this discussion. Mr. Horn is the head of strategy for the Entangled Group and a senior partner for Entangled Solutions, which offers innovation services to education institutions. He is also the co-founder of and a distinguished fellow at the Clayton Cristensen Institute for Disruptive Innovation. A 45-minute question and answer session was facilitated by President Hemphill followed by discussion with Board members.

ODU'S FOCUS FOR THE FUTURE

Strategic Planning Process Update - Austin Agho, Ph.D., Provost and Vice President for Academic Affairs, and Suzanne Wright, Associate Professor and Chair of Nursing, both of whom are co-chairs of the Strategic Plan Steering Committee, provided an update on the Strategic Planning Process. They provided an overview of the objectives, background and scope, and milestones. The planning groups involved in the three stages of the process, the work completed to date, and the work in progress. The challenges and opportunities were presented as well as the proposed mission and core values. The goals and strategies in each of the areas of academic excellence; branding, marketing and communication; corporate/community participation and economic development; philanthropic giving and alumni engagement; research growth; strategic enrollment growth; and student engagement and success were provided. The next steps between now and the presentation to the Board for approval at their meeting in December for implementation in January 2023, were shared.

ODU/EVMS Integration – President Hemphill provided an overview of the ODU/EVMS integration and recent progress. He highlighted making the case for providing a profound opportunity in the Hampton Roads region to address the challenges and disparities in both healthcare and economic development, the future vision of the Eastern Virginia Health Sciences Center at ODU, its economic impact, recent progress, and path forward, structure and terms, data, and the ask.

Digital Learning Update – Nina Rodriguez-Gonser, Interim Vice President for Digital Learning, provided an overview of the current state of the program, its external and internal challenges, and the transformation of the program from the Office of Distance Learning/ODU*Online* to the Office of Digital Learning/ODU*Global*. She described ODU*Global's* mission and vision, foundation, areas of focus and priorities, previous and new organizational structure, the path forward, financials, revenue trends, and fund balance trends.

FINANCE OVERVIEW

Chad Reed, Vice President for Administration and Finance and Chief Financial Officer, provided a financial overview of the University. He described the various sources of funding and provided details on the revenue and expenditures for each of the programs – Educational & General (E&G), Student Financial Assistance, Sponsored Programs, and Auxiliary Services. He reviewed the fall enrollment outlook by headcount and FTE and by credit hour generation and consumption. He provided a comparison on affordability and accessibility among the Virginia public institutions. He then reviewed capital planning and debt management, state funded capital improvements for 2008-2023, capital planning project requests and future debt service capacity

RECESS

The meeting recessed on August 22 at 4:45 PM

RECONVENED

The meeting reconvened at 9:00 AM on August 23, 2022.

ODU'S FOCUS FOR THE FUTURE (Cont.)

Maritime Update – Morris Foster, Ph.D., Vice President for Research, and Elspeth McMahon, Associate Vice President for Maritime Initiatives, presented on the University's maritime initiatives and its goal to be a globally-recognized institution focused on maritime opportunities. They reviewed the region's unique maritime assets and opportunities, ODU's current maritime programs and centers, and the four initiatives identified in the TEconomy Report: (1) establish a leading maritime small business innovation research collaborative, (2) become a national hub in integrated autonomous systems, (3) advance a DoD Center of Excellence in shipbuilding, and (4) sustainment technologies, and create a sustainable home and brand for maritime innovation in Hampton Roads. They shared the details and progress toward goal for each of these initiatives and the role of the new Associate Vice President for Maritime Initiatives.

Coastal Resilience – Vice President Morris Foster and Jessica Whitehead, Ph.D., Joan P. Brock Endowed Executive Director of the Institute for Coastal Adaptation and Resilience, described what is meant by coastal resilience and the goal of moving beyond resilient projects to resilient systems to address the economic, social and environmental impacts to the region through the work of the Institute for Coastal Adaptation and Resilience. They described the role of state and local governments in funding resilience projects and the work of the University in resilience-related areas since 2017, its most recent success stories during 2021-2021 and activities during the upcoming academic year. ICAR's mission, vision and values were shared along with the administrative and operational team members.

BOARD SELF-ASSESSMENT

Part One – Survey Results Discussion – Jerri Dickeski, Chair of the Governance Committee, reviewed the results of the self-assessment survey that was conducted in early 2022. She reviewed the highs and lows of each of the categories and suggested that the results of the next survey be reviewed earlier in the year since the data is more meaningful when less time has elapsed. This year, 13 of the 17 board members completed the survey and she encouraged all Board members to complete the new survey that will be released in early January 2023. She noted that there are differing opinions on the correct timing and rhythm of the Board meetings and noted the reasoning for the switch from one-day to two-day quarterly Board meetings. The Governance Committee will review the survey at its meeting in December; in the meantime, she asked Board members to send her or Donna a note if they have any suggestions for the new survey.

Part Two – Future Focus Discussion – The Rector asked President Hemphill to offer his impressions and suggestions on the operation of the Board. He highlighted Board communications, noting that any issues of importance that he feels the Board needs to know about will be sent in a communication either from him or the Chief of Staff, with the request that Board members call him to discuss if desired, rather than through an email conversation. He also requested that if any members wish to request information, they do so through the Chief or Donna. If not of a personal nature, the request as well as the information gathered will be shared with the full Board so all

receives the information at the same time. He also invited Board members to host small events in their homes or the Jacobson House in support of the University's Capital Campaign and other initiatives. He used as examples the Young Presidents Organization (YPO) reception being hosted by Brian Holland at the Jacobson House in September and the recent event in support of ODU's baseball program. He requested that Board members, either through their own organizations or partnership organizations, assist in providing paid internship opportunities for ODU students to build relationships and help curb "brain drain." He continued to welcome their guidance and wisdom, particularly in dealing with difficult issues. In terms of Board meetings, he believes that having the Executive Committee meet every month is onerous and unnecessary and the Committee should meet only if there is a need to meet. At his former institutions, meetings of the Executive Committee were scheduled to coincide with the quarterly Board meetings.

Mr. Holland commented that many businesses do not know how to do internships well and suggested that there be some sort of training on best practices. President Hemphill said that the Secretaries of Education and Commerce & Trade are interested in meeting business leaders and university presidents to discuss internships and developing a video to highlight one of the companies that successfully provide paid internships.

The Rector facilitated the discussion on the three questions he posed to the group during his opening remarks; namely, (1) What do we need to work on as a Board to make us a more effective board?, (2) what's the most important thing for Old Dominion University to focus on?, and (3) What do we want Old Dominion University to be known for? He asked each Board member to suggest one or two from each category and then a vote will be taken to identify the top two.

The results of the discussion were as follows:

What does the Board need to work on?

- Schedule discussions on strategic topics during Board meetings
- Stay informed of strategic initiatives, such as the ODU/EVMS integration

What is the most important issue for ODU to focus on?

- Student success/graduation and retention rates
- Branding/marketing

What should ODU be known for?

- Quality and affordability of education
- World's largest Naval Base/Maritime and Supply Chain
- Medical innovation/healthcare/health sciences

MOTION FOR CLOSED SESSION

The Rector called on Ms. Dickeski, who made the following motion, "Mr. Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711(A), subsection (1), for the purpose of discussing the appointment and performance of specific employees." The motion was seconded by Mr. Pitt and approved by all members present and voting (*Ayes: Allmond, Broermann, Corn, Decker, Dickeski, Ellmer, Holland, Middleton, Mitchum, Mugler, Pitts, Williams; Nays: None*)

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 roll call vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matters 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, Broermann, Corn, Decker, Dickseski, Ellmer, Holland, Middleton, Mitchum, Mugler, Pitts, Williams; Nays: None*).

ACTION ITEMS

Upon motions duly made and seconded, the following resolutions were approved by roll-call votes (*Ayes: Allmond, Broermann, Corn, Decker, Dickseski, Ellmer, Holland, Middleton, Mitchum, Mugler, Pitts, Williams; Nays: None*).

President Brian O. Hemphill, Ph.D. Proposed 2022-2023 Performance Plan

Now Therefore Be it Resolved, that the Board of Visitors hereby approves President Brian O. Hemphill’s Performance Plan for 2022-2023, as discussed in closed session on August 23, 2022, and that said performance plan is considered a personnel record.

Vice President for University Communications and Chief Marketing Officer Appointment

Now Therefore Be it Resolved, the Board of Visitors hereby approves the appointment of Jaime L. Hunt as Old Dominion University’s Vice President for University Communications and Chief Marketing Officer, effective August 25, 2022, under the terms and conditions determined by President Brian O. Hemphill, Ph.D. and communicated to the Board.

Resolution of Appreciation Unwanna B. Dabney, Ph.D.

WHEREAS, Unwanna B. Dabney was appointed by Governor Ralph Northam to the Old Dominion University Board of Visitors on July 1, 2018; and

WHEREAS, during her four years on the Board, Unwanna served on the Board’s Academic & Research Advancement Committee, Audit & Compliance Committee, Athletics Committee, Executive Committee, Marketing Subcommittee, Student Enhancement & Engagement Committee, and as chair of the University Advancement Committee; and

WHEREAS, under her leadership as chair of the Board’s University Advancement Committee, the University embarked on a \$250 million fundraising initiative in support of academic, student success and athletic initiatives and established the Rise to the Challenge Campaign for emergency funding for students during the COVID-19 pandemic; and

WHEREAS, her efforts as a member of the Board’s Marketing Subcommittee led to the Branding, Marketing, and Communication initiative in conducting an in-depth review of current operations, practices, and procedures, which resulted in the establishment of a stand-alone unit and appointment of the University’s inaugural Vice President for University Communications and Chief Marketing Officer; and

WHEREAS, also during her time on the Board, the University had many significant achievements, including but not limited to receiving the R1 research classification from the Carnegie Classification of Institutions of Higher Education and establishing the School of Public Health, the Hampton Roads Maritime Collaborative for Growth & Innovation (HRMC), and the Institute for Coastal Adaptation and Resilience; and

WHEREAS, while her tenure on the Board has ended, her commitment to her *alma mater* endures, and she will be witness to transformational changes that began during her stewardship.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University expresses its gratitude to Unwana B. Dabney for her four years of service on the Board.

Committee Name Changes and Board Bylaws Update

Now Therefore Be it Resolved, the Board of Visitors hereby approves the following name changes.

- “Audit and Compliance Committee” to “Audit, Compliance, and Human Resources Committee;”
- “Student Enhancement and Engagement Committee” to “Student Enhancement and Engagement and Digital Learning Committee;” and
- “University Advancement Committee” to “University Advancement and University Communications Committee.”

Committee Name Changes and Board Bylaws Update

Now Therefore Be it Resolved, the Board of Visitors hereby approves the suspension of the required 30-day notice to amend the Bylaws to change the name of three Standing Committees.

CLOSING REMARKS

Rector Bradley reiterated his opening remarks that this is an exciting time to be a part of Old Dominion University, as illustrated by the great discussions over the past two days. He expressed his appreciation to President Hemphill, Vice President Schumaker and Donna Meeks for making it happen.

President Hemphill expressed his appreciation for the support of the Board in navigating a number of complex issues. He values full transparency and will ensure that Board members are kept informed on all of the issues facing the institution.

The meeting was adjourned at 12:47 PM.