

OLD DOMINION UNIVERSITY

**Board of Visitors Executive Committee Meeting
Monday, 13 November 2000**

MINUTES

The Executive Committee of the Board of Visitors met on Monday, 13 November 2000, at 3:00 PM in the Board Room of Webb University Center on the Norfolk campus. Present from the Executive Committee were:

Walter D. Kelley, Jr., Rector
Elizabeth W. Atkinson
Henry P. Bouffard
Edward L. Hamm, Jr.
Ronald John A. Villanueva

Absent from the Executive Committee were:

Mary C. Haddad
Patricia M. Woolsey

Also present from the Board of Visitors were:

Beverly G. Graeber
J. Jack W. Hilgers
William M. Lechler
Anthony C. Paige
James Toscano

Also present were:

James V. Koch, President
John R. Broderick
Maggi Curry-Williams
Stephen Daniel
Robert L. Fenning
Jo Ann M. Gora
James McLaughlin
Donna W. Meeks
C. Jay Robbins

CALL TO ORDER AND APPROVAL OF MINUTES

The Rector called the meeting to order at 3:05 p.m. and asked for approval of the minutes of the Executive Committee meeting of October 9, 2000. Upon a motion duly made by Mr. Bouffard and seconded by Dr. Hilgers, the minutes were approved as distributed. (*Atkinson, Bouffard, Graeber, Hilgers, Lechler, Paige*)

RECTOR'S REPORT

The Rector indicated that he had nothing to report, but noted that he has been visiting the various departments of the University for roughly a half-day per week. He commented that the experience has been worthwhile and suggested that other board members, time permitting, try to do so as well.

Mr. Kelley called on Mr. Bouffard who disclosed that his law firm represents S.B. Ballard, which is proposed successful bidder for the Convocation Center and one of the parties currently in litigation. He therefore would abstain for any discussions or votes concerning this matter to avoid any potential conflict of interests. Mr. Robbins confirmed that he and Mr. Bouffard discussed this prior to the meeting and will further discuss what further written disclosure may be necessary immediately following the meeting. Rev. Paige asked that the remaining board members be apprised of these discussions. Mr. Bouffard clarified that he will merely be required to sign a form which discloses the fact that he may have a conflict of interests in this particular matter, which ought to be resolved after the case goes to trial on Wednesday.

PRESIDENT'S REPORT

The Rector called on the President for his report. President Koch distributed copies of the newly published Old Dominion University History. He stated that this book was published on the occasion of Old Dominion's 70th anniversary coinciding with the year 2000, and praised Vice President Broderick and his staff for their good work. Maggie Bridges, a freelance writer in the community, is the primary author.

President Koch indicated that, as was recently reported in *The Virginian Pilot*, Danielle McNamara, a faculty member of the Department of Psychology, received a \$3.2 million grant over five years from a variety of federal agencies, including the National Science Foundation and the Department of Education, to support her research on reading education. While not the largest grant the University has ever received, it is one of the largest and certainly significant.

The President announced two upcoming events, the NCAA Division I Field Hockey Championship and the NATO Conference. The Old Dominion women's field hockey team will compete against Wake Forest in the first round of the NCAA championship hosted by Old Dominion University on Friday at 4:00. If the win the first round, the championship game will be played on Sunday. The

NATO Conference, co-hosted by Old Dominion, SACLANT and NATO, will feature this year the European Union and its relationship with NATO. More than 200 individuals will participate in this conference which will take place on Friday and Saturday, and will feature the Assistant Secretary of State for Europe and General Clark, the former Supreme Commander of NATO in Europe, as speakers. This conference is the result of an agreement Old Dominion has had with NATO spanning the last five or six years that allows NATO students to attend Old Dominion as in-state students in exchange for benefits to the University such as this conference. He asked the members of the Board to let him know if they would like to participate in either of these events.

COMMITTEE CHAIR REPORTS ON GOALS AND MILESTONES

The Rector indicated that the primary purpose of today's meeting was to hear reports from the committee chairs on their goals and milestones. In the absence of Ms. Haddad, chair of the Academic Affairs Committee, he called on Mr. Bouffard to report on behalf of the Administration and Finance Committee.

Administration and Finance Committee - Mr. Bouffard indicated that his goals for the Administration and Finance Committee focus on two areas. The first area is the annual budgeting process of the University, and how the Board can assist the administration in effectively increasing the University's budget. The second goal is a bit more complex and involves reviewing the various financial reports and financial commitments of the University, primarily so that the Committee, and ultimately the Board, can become educated in light of the tremendous expansion project currently being undertaken by the University. A subcommittee will be established to review the kinds of financial data presently available to the Board from both the State and internal audits, and what recommendations, if any, the Committee would make to the Board in terms of ensuring that the Board is performing its fiduciary responsibilities. The review will also include canvassing other universities to see what financial data are available to them. He plans for his Committee to finish its review and develop strategies for discussion at the Board's annual retreat in January. He concluded his remarks by emphasizing that he does not intend for his Committee to micro-manage the administration, but merely to function in an oversight and review capacity.

Institutional Advancement Committee - The Rector called on Ms. Atkinson for a report on the Institutional Advancement Committee. Ms. Atkinson reported that her priorities for the Institutional Advancement Committee include the following. She will ask that her Committee work with President Koch to increase the University's funding. She commented that the best strength of this Board is its relationships, both as a group and as individuals, with the Governor and the legislators. That relationship should be used to promote funding for Old Dominion University. Her goal is to increase that interaction with the legislators, either in Richmond or by inviting them to attend a meeting of the Committee. A second priority for the Committee is to increase the level of annual giving by the members of the Board. She stressed the importance of each Board member making a financial commitment to the University and assisting in fund-raising efforts. Another role of the Committee is to suggest the naming of buildings in honor of major donors to the University. The

Committee also has the opportunity to assist in the admission and retention of students by visiting with high school seniors in the community.

Ms. Atkinson expressed her pride in the work of Vice President Broderick and his staff on the quality publications produced by his office, and therefore sees no reason for the Committee to intervene in this area. A final priority of the Committee, however, is to review the University's Foundations and their relationship with the Board of Visitors, and suggested that each of the Foundations report to the Institutional Advancement Committee on a quarterly basis.

There followed a lengthy discussion concerning the Foundations and the Board's representation on each of the boards of those Foundations. Mr. Bouffard indicated that, according to the committee list distributed today by the Rector, members of the Board have been appointed as members of these Boards, and these individuals should be reporting back to Board on a regular basis. President Koch clarified that these individuals currently serve in a liaison role and are not voting members of those Boards. However, his discussions with the leadership of these Boards indicate that not only would Board participation be welcome, but is encouraged. If the Board of Visitors nominates individuals to serve as voting members of those Board, he would work with the Foundations to ensure that those nominations are accepted.

Mr. Lechler suggested that it is important to clarify the legal relationship between the Board of Visitors and the Foundations. President Koch indicated that many of the other universities in Virginia have members of their Boards of Visitors sitting on the Foundation boards. The Foundations are legally independent, but exist to work for the betterment of the University.

Ms. Graeber suggested that the Board formalize the request for voting participation on the Foundations in the form a motion, but at first the Rector stated that he did not think it was necessary. The Rector suggested that the Board receive a report on each of the Foundations and whether their Bylaws need to be amended to include Board members as voting members. Dr. Hilgers commented that the chairs of the various Foundations be approached informally on this matter. Mr. Lechler suggested that President Koch do this. President Koch indicated that he had already discussed this with the leadership of the Foundations and all have voiced support.

The Rector concluded that the Board should address this issue in the form of a motion, whereupon Reverend Paige made a motion that the Board of Visitors authority the President and the Rector to proceed with making the necessary arrangements to formalize the Board's participation on the boards of the various Foundations. The motion was seconded by Dr. Hilgers and unanimously approved. *(Atkinson, Bouffard, Graeber, Hamm, Hilgers, Lechler, Paige, Villanueva)*

The Rector asked President Koch to be prepared to report on this matter at the Board meeting in December.

Student Affairs Committee - Rector Kelley called on Mr. Villanueva for the report of the Student Affairs Committee. Mr. Villanueva thanked the Rector for the opportunity to chair the committee and thanked Ms. Cheng for her work as chair during the past year. He read from the Board of Visitors Bylaws the role of the Student Affairs Committee, as follows: "The Student Affairs Committee is responsible for making recommendations to the Board on matters and policies pertaining to the students, and shall continuously assess and appraise the quality of student life." Mr. Villanueva listed his goals and priorities for the Student Affairs Committee, in no particular order, as follows: (1) promote the mission of the student affairs committee; (2) solicit input from board members, the administration, students and alumni in support of the University's mission; (3) work with the administration in support of the University mission and the Student Affairs Committee; (4) encourage board member participation at student organizations and university and alumni events; (5) increase the knowledge of campus life for students among the board members; and (6) increase the students' knowledge about what the Board of Visitors does and its purpose. He will continue to solicit input from the Board as to Committee's role and will submit to the Bylaws Review Committee that the name of the committee be formally changed to the Student Advancement Committee. He commented that the Committee's role is to advance the students, therefore, the name change will help promote the Committee's proactivity in accomplishing the University's mission.

Mr. Villanueva indicated that Mr. Toscano said that he will be seeking input from the students. He suggested that the Board and the administration build on this concept and host a series of "town hall meetings" with the students, using the internet to communicate with distance learning students. Finally, he stressed the importance of the Committee being given adequate time at its next meeting to address the issue of increasing student activity fees, as was proposed by the student body president.

Presidential Transition Committee - The Rector called on Ms. Graeber for the report of the Presidential Transition Committee. Ms. Graeber reported that she met with Dr. Runte privately during her last visit to the University to discuss her needs during the transition and the role of the Presidential Transition Committee, and a similar meeting is planned with President Koch and the Rector within the next week to ten days. The Committee's role is to assist in Dr. Runte's introduction to the community leaders and the legislators. President Koch has already begun this process with the two receptions which were recently held in Dr. Runte's honor. Once she meets with President Koch and the Rector, she will call a meeting of the Committee and will then meet again with Dr. Runte the next time she is in town, at which time they will finalize the Committee's formal goals for presentation to the Board.

The Rector stated that a breakfast meeting is being organized on December 8th for those Board members who did not have an opportunity to meet with Dr. Runte during her last visit. He encouraged those individuals to make every effort to attend that breakfast. President Koch added that he arranged for Dr. Runte to visit the University at a time to coincide with the Board's December meeting in order for this breakfast meeting to be set at a time convenient to Board members. He also indicated that Dr. Runte will not be available during the time that the Board is planning its retreat,

but that following week she will be accompanying him to Richmond to meet with members of the General Assembly.

Ms. Graeber asked that if anyone had any suggestions for her Committee, to please forward those to her. The Rector underscored the importance of the Board's role in making this a smooth transition process for Dr. Runte.

Bylaws Review Committee - The Rector called on Dr. Hilgers for a report of the Bylaws Review Committee. Dr. Hilgers stated that the mission of the Bylaws Review Committee and the reports required are as set forth in the minutes of the last meeting. The rector directed that milestones be established and that the process be conducted in a manner such that all members of the Board are afforded an opportunity to participate. The committee members have received copies of all of the changes to the Old Dominion University bylaws from their inception to date, so that they will have an appreciation of what has happened historically. He also has copies of the bylaws of all the other state universities and is building on a matrix created by former board member Jo Ann Blair-Davis which summarizes and compares the institutions' bylaws. He will be requesting from the board members any proposed changes desired, and will summarize those proposed changes in time for the December meeting. In January, at the retreat, the Board will review the initial proposed changes and then, in February, as a result of that review, the Committee will revise the changes and distribute them to the Board by March. The Board will have another opportunity to comment on the proposed changes, which will be reported to the Board at its meeting in April. Depending on the date of the formal 30-day notice of bylaws revisions, the Board will either take action at its meeting in April or in June.

RETREAT PLANNING COMMITTEE REPORT

The Rector asked Dr. Hilgers to report on plans for the upcoming retreat. Dr. Hilgers indicated that, working with the Committee, he has polled Board members and confirmed 12-13 January as the date of the retreat, and has reserved a meeting room and six guest rooms at the Virginia Beach Resort and Conference Center for this purpose. The number of required guest rooms must be confirmed no later than December 22nd. Everyone has indicated that they are able to attend at that time, with the exception of Mr. Beamer and Ms. Perry. The University administration is welcome to attend and it will be an open meeting for members media and the public, although public comment will not be taken. He does not anticipate that minutes will be required because this will not be a decision-making forum, as was the last retreat. The Board will, however, go forward with recommendations from the retreat to the Board for action, if necessary, or by action of the appropriate committees of the Board.

Dr. Hilgers indicated that he will be soliciting input from the Board, but so far possible topics for consideration at the retreat include the following: review recommendations from the Fisher report related to the Board; clarify board procedures and processes; team building; habits of effective boards; duties of board officers and committee chairs; meeting schedules; proposed Bylaws

revisions; and Institutional Performance Agreements. In addition, there is a possibility the Board may want to hold committee meetings in conjunction with the retreat. He suggested that the President brief the Board on the IPA process at the December meeting in anticipation of these discussions at the retreat.

He notified Dr. Runte of the proposed date of the retreat and invited her to attend, but understands that she will be unable to do so. He requested suggestions and comments and indicated that he plans to send out something to the Board in writing on the retreat.

Ms. Atkinson asked Dr. Hilgers if he considered inviting a guest speaker, perhaps to discuss leadership issues. Dr. Hilgers thanked her for the reminder and asked that board members include suggestions for speakers in their feedback to him, and suggest the name of a particular speaker if appropriate.

Ms. Graeber asked if spouses would participate, and she advised that the retreat will be for board members and members of the administration only. She also asked about how the cost of overnight accommodations will be handled, to which Dr. Hilgers replied that the Board budget will handle the cost of overnight accommodations, but that any incidentals would be the guest's responsibility.

Rev. Paige expressed his concern that the list of topics be refined to those which the Board considers to be the most critical, in order that the Board have adequate time to discuss them thoroughly during the retreat. The Rector stated that Reverend Paige's comments are well taken and that list will be refined over the next several weeks. He encouraged board members to address their suggestions to Dr. Hilgers so that his committee can prepare for a report at the December meeting.

Mr. Bouffard asked what kind of business is usually conducted during board retreats, commenting that his company limits discussions at their annual retreats to issues facing the firm, and have a policy that no action be taken. Dr. Hilgers indicated that board retreats are similar and the focus is on reaching a consensus on issues of importance to the Board. Should anything require board action as a result of discussions at the retreat, that will occur at a subsequent meeting of the Board.

OLD/UNFINISHED BUSINESS

The Rector asked if there was any old or unfinished business to come before the Board. Ms. Graeber asked President Koch if he would inform the Board members of the outcome of the court hearing on Wednesday.

NEW BUSINESS

The Rector asked if there was any new business to come before the Board. The Rector stated that he will be soliciting from the Board items for inclusion on the agenda for the 7 December meeting.

He commented that he plans to draft an agenda that is a little more detailed than what the Board has had in the past, and he will distribute deadlines for submitting any topics for inclusion.

Vice Rector Hamm reported that this past month he spoke at a Virginia Power/NAACP conference on learning technology, and one of the things that they asked him to address was TELETECHNET. He discussed this with President Koch during the summer and provided a copy of his presentation to both the President and the Rector. In addition, he reported that his company has a fairly large contract with the Chief of Naval Education Training to study training delivery approaches. As part of that contract, he has agreed to involve Tidewater Community College in an aspect of that contract and Old Dominion if interested. He has discussed this with President Koch over the past several months and right now it appears that Anne Raymond-Savage may serve as a consultant to his company. Further, there are possible opportunities available for students and instructors as a result of this contract. The potential value of the contract for the University is approximately \$20-30,000.

The Rector asked Mr. Hamm if there are any conflict of interest issues that would arise from a contract with the University. Mr. Hamm indicated that he didn't believe that there would be, and he has discussed this with President Koch, but he has not discussed this yet with Mr. Robbins. President Koch commented that he has advised Mr. Hamm that it is his preference that the University not be involved officially so that no questions arise about the University's involvement with a business of one of its board members, but that it was entirely appropriate for him to contract privately with an individual.

Ms. Atkinson inquired as to the status of the Maglev project. President Koch asked Vice President Fenning to brief the Board. Vice President Fenning stated that the Transportation Board meets this Thursday in Richmond to consider a resolution by the Virginia Department of Transportation regarding the transfer of up to \$7 million to support Maglev. The University has entered into a Memorandum of Understanding with the Virginia Department of Transportation which will result in the University acting as a conduit for the funding for reporting purposes, but having no associated liability.

President Koch informed the Board that his assistant, Ms. Ellie Costulis, has been hospitalized for the past two weeks with gall bladder complications which will eventually require surgery. He spoke with her this morning and she is feeling much better and may be able to go home soon. The Rector asked that President Koch arrange for flowers to be sent to her on behalf of the Board.

Ms. Graeber, in flipping through the pages of the new history book, read a passage from the book in order to emphasize how far the University has come over the years, as follows: "May 26, 1955, students hold a door to door book drive in an effort to create an accredited library. They beat their own goal of \$500 and 2,500 books." She also indicated that pictures of her as an undergraduate appear on pages 114 and 120.

With no further business to be discussed, a motion to adjourn was made, seconded and unanimously approved. The meeting adjourned at 4:00 p.m.