

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
SPECIAL MEETING
Monday, 14 August 2000**

MINUTES

A special meeting of the Board of Visitors of Old Dominion University was held on Monday, 14 August 2000, at 2:30 PM in the Board Room of Webb University Center on the Norfolk campus. Edward L. Hamm, Jr., Vice Rector and Acting Rector, presided. Present from the Board were:

Edward L. Hamm, Jr., Acting Rector
Elizabeth W. Atkinson
James W. Beamer
Henry P. Bouffard
Nancy P. Cheng
Beverly B. Graeber
J. Jack W. Hilgers
Walter D. Kelley, Jr.
William M. Lechler
Anthony C. Paige
Patricia W. Perry
William E. Russell
Ronald J. A. Villanueva
Joel R. Wagner
Patricia M. Woolsey

Absent were: Mary C. Haddad
Lewis M. Warren, Jr.

Also present were: James V. Koch, President
Mike Arendall (Student Senate)
Dana D. Burnett
Lorraine Eaton (*The Virginian Pilot*)
Robert L. Fenning
Donna W. Meeks
Jennifer Mullen
C. Jay Robbins
Rebecca Schramm (WVEC-TV)
Philip Walzer (*The Virginian Pilot*)

CALL TO ORDER AND PURPOSE OF MEETING

The Rector called the meeting to order at 2:30 p.m. and indicated that this was a special meeting of the Board and the purpose of the meeting, as identified in the meeting notice, was to discuss three items: President-elect's contract, student representation on the Board, and the institutional review. The Rector indicated that the President-elect's contract would be the first item of discussion and called on the Secretary for a motion to go into executive session.

Mr. Lechler indicated that the special meeting was called by a vote of ten board members and not by three individuals, as indicated in the notice. Mr. Hamm commented that although Mr. Lechler was correct that the board, by majority vote, voted in favor of the special meeting, he had pointed out at the time that the motion was made by Dr. Hilgers for a special meeting that the Bylaws allow for special meetings to be called by either the Rector or by three members of the Board. Therefore, Mr. Kelley and Mr. Lechler seconded and "thirded," respectively, Dr. Hilgers' motion for a special meeting in order to be consistent with the Bylaws.

Mr. Lechler also asked why meeting announcements contain the phrase, "No public comment will be received by the Board." The Rector stated that the purpose of the statement is to make the public aware of whether or not the Board will receive public comment within the time frame of the meeting. At the Rector's request, Ms. Meeks added that this notice provision is required by law.

MOTION FOR EXECUTIVE SESSION

The Rector recognized Ms. Atkinson, Secretary, who made the following motion: "Mr. Rector, I move that this meeting be recessed and that we reconvene in executive session for the purpose of discussing a personnel matter, specifically, the terms of the contract of the president-elect, as permitted by subsection A, paragraph 1, of section 2.1-344 of the Code of Virginia."

The motion was seconded by Ms. Perry and unanimously approved (*Atkinson, Beamer, Bouffard, Cheng, Graeber, Hilgers, Kelley, Lechler, Paige, Perry, Woolsey*)

Before recessing, Ms. Graeber indicated that the staff secretary had expressed difficulty in accurately recording votes, particularly abstentions, during past meetings, and suggested roll-call voting as a way to remedy this. The Rector stated that this is something that is entirely at the pleasure of the Board and that he has no preference, except that it could be time-consuming, though not significantly so. Ms. Graeber requested roll-call votes on motions, to which the Rector responded that he would take the matter up at a later time.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of executive session, the meeting reconvened in open session, at which time the Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Infor-

mation Act were discussed and (2) only such public business matters as were identified in the motion by which the executive session was convened were heard, discussed or considered. The certification of compliance vote was eleven in favor and none opposed. (*Atkinson, Beamer, Bouffard, Cheng, Graeber, Hilgers, Kelley, Lechler, Paige, Perry, Woolsey*)

INSTITUTIONAL REVIEW

The Rector called on Dr. Hilgers for his comments regarding the Institutional Review. Dr. Hilgers referred to his comments made at the last meeting and his view that the Board discuss the recommendations made in the Review. After discussing it with President Koch, however, they concurred that it would be appropriate for the President to address those issues with the Board dealing with administration, specifically recommendations 1 through 48. The President was asked to make that report at the September meeting, and Dr. Hilgers requested in the form of a motion that President Koch send his comments in advance of the meeting.

Mr. Hamm added that President Koch should comment on recommendations that have already been implemented, if any, those that he thinks merit implementation and how and when they would be implemented, and those with which he does not concur or feels should be delayed until the new president's arrival.

The motion was seconded by Rev. Paige and unanimously approved. (*Atkinson, Bouffard, Cheng, Graeber, Hilgers, Kelley, Lechler, Paige, Perry, Russell, Villanueva, Wagner, Woolsey*) Mr. Beamer was not present during the vote.

Rev. Paige also suggested that President include any issues carried over from the previous review, as appropriate.

Dr. Hilgers indicated that the remainder of the recommendations be addressed by the Board, and suggested that a retreat be held for that purpose, possibly in lieu of the October Executive Committee meeting if there were no overriding reasons to hold an Executive Committee meeting. As an alternative, Ms. Woolsey, on behalf of out of town board members, suggested that the September board meeting be extended to a two-day meeting, with Wednesday afternoon and evening set aside for discussion on the Institutional Review and dinner. Mr. Beamer agreed that this would be a suitable alternative for him as well, and following a brief discussion, it was decided that the September meeting would begin at 1:00 p.m. on Wednesday, September 13, and the Rector and President would work together to determine the schedule which will be sent to the board members.

Mr. Lechler asked if this should be done through a change to the Bylaws. The Rector responded that this is not a bylaws issues, nor is it considered a special meeting when the schedule for a regular meeting is expanded to encompass two days.

STUDENT MEMBERSHIP ON THE BOARD OF VISITORS

The Rector indicated that a proposed policy had been distributed to Board members. President Koch, however, distributed a revised policy that reflects a compromise made between the administration and the president of the student body. He explained that after he distributed a proposal prior to the annual meeting in June, the Student Senate subsequently submitted a counterproposal. Because the issue was deferred, he asked Vice President Burnett to work with Mike Arendall, president of the student body, to draft a compromise policy, which is what is being distributed today. The main difference between the original and revised proposal is a paragraph describing the selection process. Now it is proposed that there be a selection committee, i.e., a nominating committee, comprised of the Vice President for Student Services, a student selected by the Student Senate, and the Director of Student Activities and Leadership, that would forward nominees to the Board for its consideration. He asked Mike Arendall to comment on the proposal.

Mr. Arendall made the following remarks: “This is something that I believe is going to be beneficial, now that we can come together on one proposal, and President Koch and Vice President Burnett have been very gracious in trying to work with me. I’m supportive of this proposal as it reads for a couple of reasons. I believe that the way it reads now, we can ensure that the selection committee can do its work. I’d like to be an optimist, but experience shows me that sometimes student leaders are not as initiative-driven or not as interested or responsible perhaps as in the past few years. So I don’t want to see a time when we may have irresponsible student leaders who have the responsibility for this process. And so the fact that we have the Vice President for Student Services, a student representative and the Director of Student Activities with whom we work, that gives a diverse group of administrators and students who are qualified and who are responsible to you for ensuring that this process happens. Students are not responsible. You obviously control the University but it would be much easier for this body to control a committee or to ensure that the committee does its job if it had diverse representation. So I support this proposal and I think it’s a good compromise and it provides a good process by which the Board can choose student members.”

Rector Hamm indicated that he would ask for comments from both President Koch and Ms. Cheng as Chair of the Student Affairs Committee. He called on President Koch first.

President Koch indicated that this is being proposed as a bylaws change, and as such, requires 30 days’ notice to the Board for it to take effect. Since the September board meeting happens to be 30 days from today, this could serve as notice if the Board agrees on the wording of the proposal. In addition, if the Board agrees, the process could actually begin so that, if adopted in September, a slate could already be ready for the Board’s consideration in order to expedite selection of the student member.

The Rector briefly reviewed the process and pointed out that the committee will suggest a list of three students, from which the Board would select one. The proposed policy calls for the process

to begin in March of each year, but this year the process would be expedited in order to allow the student member to come on board as soon as possible.

Rev. Paige expressed his concerns with the proposal as drafted. While he completely supports the idea of having a student member on the Board, his concern lies with the Board having to make the decision of which student should serve. He feels that this is a decision that should be made by the administration.

Dr. Russell asked if having the administration rank the three candidates would help to allay Rev. Paige's concerns. Ms. Graeber pointed out that the policy calls for the Student Affairs Committee to suggest a candidate for presentation to the Board. Dr. Hilgers stated that the law calls for the Board to make the appointment. Rev. Paige reiterated that he does not have a problem with the Board appointing the student member, but he has concerns with the Board making a selection from among a list of students. However, if the Board must do so, he feels it should end with the Student Affairs Committee.

Ms. Woolsey disagreed with Rev. Paige and stated that the Board has the responsibility to ensure that the process is a fair one so should be involved in the process.

Mr. Villanueva asked why the March 1st date is proposed. President Koch explained that the process must start early enough before the end of the school year in order for the Board to choose someone at the annual meeting in June to take effect on August 1 for the subsequent academic year.

Dr. Hilgers distributed a separate proposal that he and others prepared, explaining that it was their feeling that the process should involve the student governance structure of the University. In addition, he commented that the last two paragraphs do not provide any remedies, for removal and filling vacancies. Also, paragraph two limits the term of service to one year.

The Rector commented that the compromise policy proposed by President Koch does include a student appointed by the Student Senate as their representative. Dr. Hilgers countered, however, that having the backing of the Student Senate would help to ensure a more representative group of respondents.

President Koch commented that the Student Senate is not representative of the student body in that it is comprised of primarily undergraduate, full time students. Graduate students, part-time students and TELETECHNET students are not represented by the Student Senate. However, by having the Student Senate select one of the members of the Committee, that is how they get their input. Furthermore, the Board may not want to have a full-time undergraduate student on the Board, and the Student Senate may not be overly supportive of that position.

Dr. Hilgers agreed that the Student Senate is not representative of the student body as a whole, but there still needs to be a mechanism to solicit student participation and that mechanism should be something that represents the students. President Koch said that there are numerous other selection

processes on the campus, such as the Student Ambassadors, that do not go through the Student Senate. One gets wide participation by advertising in the *Mace and Crown*, posting notices on the University's web site, and by e-mail solicitation. While this year's student body president happens to be a very responsible individual, it has not always been that way, and there is no guarantee that it will be that way in the future.

The Rector reiterated that the proposal distributed by President Koch is a compromise which has been worked out between the administration and the president of the student body, and asked Mr. Arendall to comment further. Mr. Arendall pointed out that he supports the compromise proposal, as a representative of the student body, but that the Student Senate itself did not participate in deliberations since they do not meet over the summer months. He commented that it is understandable that the Student Senate does not always represent that diverse student body, but the opportunity is there and it is all the student body has. It is the governance body that was put in place by the students, by the President and by this Board to represent the student body. Despite its effectiveness, or lack thereof, it is the governance body for the students.

Mr. Bouffard commented that any student on campus who wishes to become involved should become involved and present his or her credentials to the committee. With the Student Senate being represented on the committee, there is no reason why someone who is not active in student government, or is a graduate or part time-student, cannot become a member of this Board. They should have that right. But if we "stack the deck" in favor of the Student Senate, somebody from the Student Senate is going to be the only person who is likely to be chosen. It is a better idea to open the process in a fair way to everybody in the University who wishes to become involved, and let the committee decide among the candidates, and present them to Board to choose the best person to fit the bill.

Mr. Kelley asked Mr. Arendall what the Student Senate proposal was prior to the compromise. Mr. Arendall indicated that the substitute proposal presented to the Board at the June meeting called for a student selection committee comprised of five students, chaired by the student body president. Those five students would not necessarily be members of the student senate; they could be members at-large of the student body. That committee, made up solely of students, would send its recommendations to the Student Affairs Committee for its consideration. However, Mr. Arendall commented that he was willing to sit down and work out a compromise, and he feels that the committee composition as composed in the compromise ensures that the committee will be responsible to this Board and to the process. Student involvement is preserved without having a selection committee totally comprised of students. Dr. Hilgers' proposal seems to be almost a challenge to the Student Senate to make sure that it is responsible and that it is on its feet.

Mr. Kelley expressed his concern that the three finalists not be hand picked by the administration, as it is his experience that the administration would not necessarily choose a diverse pool of candidates for the Board's consideration. Mr. Villanueva pointed out that the Board has the right to not accept any of the three candidates chosen by the committee and can reinstate the process if it feels it is necessary.

Ms. Graeber asked if the compromise proposal would allow for names to be added by the Student Affairs Committee for its consideration after the committee forwards its slate. While President Koch stated that he would have no problem with the Board doing so, Ms. Woolsey and Ms. Perry both stated their concern with bypassing the nominating and interview process established in the proposal which would ultimately defeat the purpose of involving the Student Senate in the process.

Mr. Hamm asked Ms. Cheng, as chair of the Student Affairs Committee, to comment, but Ms. Cheng chose not to comment. President Koch commented that, as far as he knew, he may be the only individual present who has served and worked with boards where there have been student members. Past history shows that sometimes it worked well and sometimes it did not. He pointed out, however, that the compromise proposal is based upon fairly solid experience, would work, and has the endorsement of the student body president.

Dr. Hilgers agreed that that is a fair assessment of the selection process, but asked if there was any reason why a student could not serve more than one year. President Koch indicated that the current proposal does not prohibit that. Dr. Hilgers then suggested that the last two paragraphs be revised to provide a structure for reappointment or to replace a student member should there be a change in student status, and to set up a more specific procedure for removal of a student member. He suggested that the criteria for removing a student member be the same as for revising the bylaws or something similarly significant; that is, by a three-quarters or two-thirds vote, or a minimum nine affirmative vote.

The Rector indicated that this criteria should not set a higher standard than for removal of an officer of the Board, and Dr. Hilgers agreed. Mr. Beamer suggested that the compromise proposal meets the intent of the legislative, which was to involve the students, and Mr. Arendall has agreed to the proposal as a representative of the student body. If it does not work, it can be changed later. In fact, he expressed his hope that this will serve as a catalyst for students to become more involved. He suggested that the Board agree to the compromise proposal for formal approval at the September meeting.

The Rector commented that he has served on a board of a university that had a student member for at least seven years, and it worked well, although that student was identified by the president and not elected by the student body. He observed that these student members have been some of the sharpest people he's ever had contact with, regardless of age, and most have used their experience as an opportunity to grow a lot faster than they would otherwise. They have made very strong contributions to that board of that university, and so he agrees that the concept is a good one but he is not hung up on the procedure. He reiterated that if the Board today could at least give a nod to what has been proposed, then we stand a chance of having something in place by September. If the Board does not agree, then there may be an issue that might result in delaying the process of choosing a student member even further. The administration would not be comfortable proceeding with the selection process if the Board does not leave here today demonstrating some reasonable agreement. He therefore asked Dr. Hilgers and others who share his opinions to allow the administration to go ahead and implement the proposal as structured.

Dr. Hilgers agreed that the compromise selection process was fair and that it was important to proceed with that selection process, but stressed the importance of revising the last two paragraphs to speak to a process for removal and replacement of a student member who leaves mid-year. A suggested process is contained in his handout, which says that the committee (rather than the Student Senate, as stated), in accordance with the fifth paragraph, will solicit and put forward additional nominations.

Ms. Woolsey suggested that the proposal include a provision allowing the 2nd and 3rd ranked candidates to serve as alternates should the student member be unable to serve. Mr. Bouffard offered as a suggestion that the student body president serve in an interim capacity until a new election is held. Dr. Hilgers agreed that those were appropriate suggestions.

The Rector asked President Koch if he could work with Vice President Burnett to incorporate those suggestions into the proposal. President Koch agreed to do so, and suggested that he and Vice President Burnett work with Dr. Hilgers as well in this regard. But he voiced his concern that this would mean that the Board will not have the required 30 days' notice for a bylaws change and therefore would not be able to proceed in September. He suggested that the Board agree to it now as written, and then later amend the bylaws to incorporate those changes. Otherwise, it must be amended today in order for the Board to receive the appropriate 30-day's notice.

Dr. Hilgers questioned why this needed to be incorporated into the bylaws. President Koch replied that it could be a policy rather than a bylaw. Ms. Graeber commented that she would like to see the Board proceed, and suggested that the suggested changes be incorporated now and posted to satisfy the 30-day notice.

Rector Hamm suggested that the proposal be revised today such that the candidates be ranked and then serve as alternates should the first choice be unable to serve, and that it would take a majority of the total board to remove a student. Those are two reasonable additions that he thinks the Board would approve.

Ms. Cheng asked to which committees the student member would be assigned, and Mr. Hamm indicated that the Rector, as required in the bylaws, would assign the student member to two standing committees as he would any other board member. Presumably one of those committees would be the Student Affairs Committee, and it may not be feasible to appoint the student to the Academic Affairs Committee, but it would ultimately depend on the individual who is chosen.

President Koch offered the following for inclusion in the proposal:

1. Change the second to last paragraph to read, "Recognizing possible changes that occasionally might occur in student status and eligibility, the Board will appoint two ranked alternate student body members.:"

2. Change the final paragraph to read, “The Board may remove any student board member with nine affirmative votes of the entire Board.”

The Board concurred with the proposed changes. President Koch reminded them that they would have the opportunity to vote on this at the Board meeting in September. If approved, it becomes a bylaw, and in the meantime the process for identifying candidates will begin so that the Board can make a selection in September.

NEW BUSINESS

The Rector asked if there was any business to come before the Board. Mr. Beamer indicated on behalf of the nominating committee that they have not received many recommendations, and reminded Board members to submit their recommendations by the end of the week so that the committee could present its report to the Board in September.

Ms. Atkinson reminded board members to complete and return to her the forms she faxed to them regarding the president’s evaluation.

MOTION FOR EXECUTIVE SESSION

The Rector recognized Ms. Atkinson, Secretary, who made the following motion: “Mr. Rector, I move that this meeting be recessed and that we reconvene in executive session for the purpose of discussing a personnel matter, specifically, the terms of the contract of the president-elect, as permitted by subsection A, paragraph 1, of section 2.1-344 of the Code of Virginia.”

The motion was seconded and unanimously approved (*Atkinson, Bouffard, Cheng, Graeber, Hilgers, Kelley, Lechler, Perry, Villanueva*)

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of executive session, the meeting reconvened in open session, at which time the Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed and (2) only such public business matters as were identified in the motion by which the executive session was convened were heard, discussed or considered. The certification of compliance vote was nine in favor and none opposed. (*Atkinson, Bouffard, Cheng, Graeber, Hilgers, Kelley, Lechler, Perry, Villanueva*)

Ms. Graeber asked Mr. Hamm to comment on his interview with the media. Mr. Hamm indicated that he was questioned only on the student board member. He mentioned that the proposal was a

suggested bylaws change that needed 30 days' notice, and when asked how soon we could have a student on the Board, he said it could be as early as September or as late as next September, but he expected it to be this September depending on the agreement of the Board. He was asked whether his position on student board members had changed, since earlier he had spoken against a student appointment. He clarified his position in that he had spoken in favor of a student being on the Board and had proposed that several years ago as an individual board member. As Rector, however, he had had discussions with the administration and the circumstances under which a student might be on the Board, and there was some concern at that time. However, he reiterated that both the President and the entire Board are in favor of the decision to have a student board member in support of the law passed by the General Assembly.

NEW BUSINESS

President Koch announced a gift by Tim Miller of Virginia Beach. Mr. Miller has given Old Dominion \$200,000 in the past and has recently given another \$800,000. In addition, he has made a commitment for an additional gift in the form of a trust, which, at a minimum, is worth \$3.4 million and will increase in value over time. Mr. Miller runs a computer supply firm and is involved in distance learning activities, primarily with the military. He attended Old Dominion for a while. Mr. Hamm added that Mr. Miller's company, ACS, is basically a government contractor which primarily installs equipment, including distance learning sites, across the country. President Koch said that the Board will likely receive a recommendation for an appropriate honor for Mr. Miller in the future.

With no further business to be discussed, the meeting adjourned at 6:00 p.m.