

FINAL - APPROVED BY BOARD 12/13/02

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
September 13, 2002**

MINUTES

The Board of Visitors of Old Dominion University met in regular session on Friday, September 13, 2002, at 1:15 p.m. in the Board Room of Webb University Center on the Norfolk campus. Present from the Board were:

Walter D. Kelley, Jr., Rector
Frank Batten, Jr.
Henry P. Bouffard
Nancy P. Cheng
Kendra M. Croshaw
Beverly B. Graeber
Mary C. Haddad
James A. Hixon
William M. Lechler
Prabhav Maniyar
Ross A. Mugler
Anthony C. Paige
Scott D. Pattison
William E. Russell
Moody E. Stallings, Jr.
Joel R. Wagner
Patricia M. Woolsey

Also present were:

Roseann Runte, President
Julie Adie
Robert L. Ash
John R. Broderick
Dana D. Burnett
Ellie Costulis
Stephen P. Daniel
Robert L. Fenning

David R. Hager
Jack Hilgers
Lauren Marsh (*Student Representative*)
Donna W. Meeks
Jennifer Mullen
Philip R. Walzer (*The Virginian-Pilot*)
Rita Woltz

CALL TO ORDER AND APPROVAL OF MINUTES

The Rector called the meeting to order at 1:20 p.m. and asked for approval of the minutes of the annual meeting held on June 14, 2002. Upon a motion made by Mr. Lechler and seconded by Rev. Paige, the minutes were approved unanimously as distributed by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Paige, Pattison, Russell, Stallings, Wagner, Woolsey)*

ELECTION OF OFFICERS

The Rector reminded the Board that the Nominating Committee in June had recommended the following slate of officers: Rector - Henry Bouffard; Vice Rector - William Lechler; and Secretary - Mary Haddad. He noted that nominations would also be considered from the floor and elections will be held on an office-by-office basis. Each candidate will be given the opportunity to make a three-minute opening statement and then each member of the Board may make a statement or ask questions. Each candidate may then make a closing statement. Because of the Freedom of Information Act, all votes must be public and will be done by a show of hands.

For the office of Secretary, Mary Haddad had been nominated by the Nominating Committee. The Rector asked for nominations from the floor. Ms. Haddad withdrew her nomination and nominated Ross Mugler for Secretary. No other nominations were offered, whereupon the Board elected Mr. Mugler as Secretary by unanimous vote. *(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Paige, Pattison, Russell, Stallings, Wagner, Woolsey)*

For the office of Vice Rector, Bill Lechler had been nominated by the Nominating Committee. The Rector asked for nominations from the floor. Mr. Lechler withdrew his nomination and made the following statement:

“I’ve made this decision based on several factors, and if I may Mr. Rector, I’d like to explain my withdrawal. A serious personal flaw suggested by a few is that I dig too deeply for facts during deliberations, and I do so correctly because I firmly believe that facts are the basis for accountability. Facts let in the sunlight of truth and credibility. Ad hominem attacks by several members of this Board have disseminated information that indicates President Runte would prefer that I not be elected as Vice Rector, as I would be difficult for her to work with. They and she are correct, knowing that I would continue to probe for those facts necessary to fulfill that office’s requirements and my fiduciary responsibilities. Therefore, in an effort to further board harmony, I would like to nominate Ms. Graeber to continue as Vice Rector for another year and further the excellent job she has done.”

Ms. Croshaw nominated Mary Haddad. The Rector asked if there were any other nominations from the floor and, hearing none, closed the nominations. Each candidate made a brief statement in support of her candidacy. No questions or comments were offered by the other members. The Rector then called for a vote on the two candidates by a show of hands. In favor of electing Ms. Graeber as Vice Rector were Bouffard, Cheng, Graeber, Lechler, Kelley, Pattison, Russell and Wagner, for a total of eight. In favor of Ms. Haddad as Vice Rector were Batten, Croshaw, Haddad,

Hixon, Maniyar, Mugler, Paige, Stallings and Woolsey, for a total of nine. Whereupon, Ms. Graeber requested that a unanimous vote be cast in favor of Ms. Haddad.

For the office of Rector, Mr. Bouffard had been nominated by the Nominating Committee. The Rector asked for nominations from the floor. Rev. Paige nominated Frank Batten, stating that Mr. Batten will be able to bring to the Board a level of solidarity and support at this time when we are going to be entering into a major capital campaign. He will also be able to open a lot of doors that very few Virginians would be able to open and will bring unity on the Board.

No other nominations for Rector were made from the floor and the nominations were closed. The candidates chose not to make statements. The Rector then called for a vote on the two candidates by a show of hands. In favor of electing Mr. Bouffard as Rector were Bouffard, Cheng, Graeber, Lechler, Kelley, Pattison, Russell and Wagner, for a total of eight. In favor of Mr. Batten as Rector were Batten, Croshaw, Haddad, Hixon, Maniyar, Mugler, Paige, Stallings and Woolsey, for a total of nine. Whereupon, Mr. Kelley congratulated Mr. Batten on his election to the office of Rector.

RECTOR'S REPORT

The Rector had no report to make but thanked the Board for the support given to him during his term as Rector.

PRESIDENT'S REPORT

The Rector called on President Runte for her report. President Runte reported on the *U.S. News and World Report* rankings that have recently been published, and announced that Old Dominion University, which is now included among the national rankings, was elevated from the fourth to the third tier.

Enrollment has now exceeded 20,000. In addition, 700 potential students attended an open house during the first week of classes, indicating their interest in enrolling next year.

President Runte distributed copies of a recent editorial that ran in *The Virginian Pilot* which was very supportive of Old Dominion. She asked for the Board's support for a fee change that is being implemented for a CD-ROM course designed for members of the military. The proposed fee of \$360 for the course will apply to all students regardless of whether they are on ship or shore. Ms. Woolsey asked if there are any other institutions offering courses in this fashion. President Runte replied that other universities are offering courses on CD-ROM, but none are doing it specifically for the Navy. She announced that the first graduation for these students will take place on December 15th, and this will be an international graduation, as students will participate from all around the world.

The President distributed three versions of a Vision Statement that was drafted in response to comments made during the Focus Group process. The Vision Statement will be used in public relations and fund-raising. She asked for suggestions and comments from the Board. She also

distributed information about the University Motto. The Committee that suggested the new motto was comprised of faculty, staff, students, alumni and Board members. The motto “Portals to New Worlds” (*Porta ad Mundos Novos*) was suggested, and it will be used at ceremonial occasions and on programs and catalogs. She asked for the Board’s approval, whereupon Ms. Haddad made a motion to approve the motto. The motion was seconded by Ms. Croshaw and was approved unanimously by all Board members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Paige, Pattison, Russell, Stallings, Wagner, Woolsey*)

President Runte distributed a bumper sticker in support of the Bond Referendum and urged all Board members to vote on November 5th and to spread the word among their family, friends and business associates about the importance of the bond referendum to the future of Old Dominion University. Ms. Haddad commented on the economic development aspects of the bill, noting that, if passed, 14,000 new jobs will be generated. President Runte thanked Ross Mugler and the alumni for their contribution to and support of the campaign. She also recognized John Broderick and Elizabeth Wallace who were asked to lead the regional campaign. Vice President Broderick commented that not only is this an economic development issue, but it will also help in addressing access to the estimated 32,000 Virginians expected to enter higher education in the next five years.

The President indicated that date of the Higher Education Summit has been postponed. Two issues to be discussed at the Summit are Six Sigma and anticipated enrollment increases. She described Six Sigma, and stated that Old Dominion University would be willing to undertake the training for Six Sigma and, in turn, provide the training for other institutions, as long as funding is provided by the state for this initiative. She added that students could also benefit from the training, giving them an extra edge in their search for jobs after graduation.

Mr. Batten suggested that, before Old Dominion commits to this, it would be beneficial to learn from other organizations who have implemented it, because its application to higher education would not be as immediately obvious as it is to other types of organizations. Mr. Hixon explained how Norfolk Southern has benefitted from Six Sigma, first in the manufacturing side and then in the accounting and other departments where it would not initially seem applicable. He said it is working.

The Rector asked Mr. Hixon for a brief explanation of Six Sigma,. Mr. Hixon explained that the goal of Six Sigma is to eliminate the statistical variance in whatever function you’re examining. The goal is to reduce the number of defects to six sigma, which is a very small number of defects per million. The concept can be applied to, for example, the billing process, and be used to eliminate the number of bills that are sent out in error and thereby increasing the quality of service and reducing costs. Mr. Bouffard suggested the book, “Six Sigma for Managers,” to those who are interested in reading about the program. President Runte suggested inviting an expert in Six Sigma to make a presentation at a future Board meeting.

The second issue for the Higher Education Summit is a discussion of what the state can do to accommodate the 32,000 additional students expected at higher education institutions during the next several years. The majority of these students are expected in the Northern Virginia and Hampton Roads markets. President Runte shared with the Board her idea for using TELETECHNET in collaboration with the community colleges to produce a CD-ROM for up to 30 core courses

traditionally offered at the community colleges. The credits for these courses would be transferable to all of the four-year institutions, and would be available at all community colleges. Old Dominion University has offered to create those 30 courses by coordinating the teaching of those courses by the best professors from all of the state colleges and universities.

Rev. Paige asked President Runte about other distance learning programs in the state and how well those programs compare with Old Dominion's. President Runte indicated that Old Dominion University is the leader in distance learning in the state, with Virginia Tech being the only other institution that offers a large number of classes through distance learning. National competitors include the University of Maryland and the University of Arizona.

The other proposal to deal with increased enrollments is to create a committee of high school teachers and university professors to develop basic math courses that would prepare all high school students to enter higher education with the basic math skills needed to succeed. This would significantly decrease, and eventually eliminate, the need for colleges and universities to teach remedial math courses. The Dean of the College of Sciences has drafted a written proposal for this program.

In response to a question about base adequacy that came up during the budget presentation earlier in the day, President Runte distributed a chart showing a comparison of per FTE funding among each of the doctoral institutions. The Rector commented that the most effective way to present the issue is to say that Old Dominion University receives 63 cents for each dollar given to UVA. The fact that Old Dominion has been able to grow and move up in the rankings despite this underfunding is a tribute to the faculty and staff.

President Runte announced upcoming events, including the Fay Slover Vessel Dedication on October 1; Founders' Day and the Grand Opening of the Constant Convocation Center on October 25; and the Maglev dedication ceremony on November 15.

REPORTS OF STANDING COMMITTEES

INSTITUTIONAL ADVANCEMENT COMMITTEE

The Rector called on Ms. Graeber for the report of the Institutional Advancement Committee. Ms. Graeber reported that Joseph Badali, President of the Alumni Association, reported on the actions taken by the Alumni Board of Directors at its annual retreat, which included the overwhelming support of the bond referendum with their gift of \$20,000 for this effort. President Badali has written a letter expressing the Board's support of the bond referendum and the board approved funding that will go out to all of the ODU alumni in Virginia who are registered voters, asking for their support of the referendum.

Vice President Broderick, one of five regional statewide chairs for the Higher Education Bond Campaign, told the Committee about the numerous activities being implemented on campus and in the region to gain public support for the Nov. 5 referendum.

The Committee took a brief tour of Batten Arts and Letters, where members met with Interim Dean Janet Katz, and the Technology Building, where they met with Dean Cheryl Samuels. Both of these buildings are part of the bond referendum and badly in need of repair.

Ms. Kerry Beers, Associate Director of Admissions, introduced three outstanding freshmen who have enrolled at Old Dominion this fall. A total of 1,735 freshmen enrolled, an increase of 175 students from a year ago. Equally important, according to Ms. Beers and Vice President Broderick, is the quality of the students. The average SAT score this year increased by more than 20 points; more incoming students are in the upper third of their graduating class; and the average high school grade point average for freshmen is about 3.3. Ms. Beers and Vice President Broderick also noted that this semester saw the largest number of transfers ever to enroll at Old Dominion, at nearly 1,800. This surpassed last year's mark of 1,500.

STUDENT ADVANCEMENT COMMITTEE

The Rector called on Mr. Wagner for the report of the Student Advancement Committee. Mr. Wagner reported that the Student Advancement Committee has the opportunity to experience student life and meet with students yesterday.

Main Street, the University's activities fair, was held. It provides students with an opportunity to discover ways to get involved in campus life in a festive-like atmosphere. 125 of the University's student organizations promoted their organizations and involvement. Break-dancers, balloons, food, energy, enthusiastic students, international activities, pride, activism, volunteerism, diversity, singing, music, poetry and FUN!! are just some of the words that can be used to describe this event.

The Committee had lunch with selected students. They described a day in their lives as commuters and residents. Committee members found that commuters and residents alike can be involved in their school work and activities. Excellent support services were especially designed for both commuters and residents.

The Committee also learned about the Student Health Services, located in Webb Center. Student who had recently been patients lauded the merits of the Center.

ACADEMIC ADVANCEMENT COMMITTEE

The Rector called on Ms. Haddad for the report of the Academic Advancement Committee. Ms. Haddad reported that the Committee approved by unanimous vote the award of five honorary degrees. The following resolutions were brought forth as recommendations of the Academic Advancement Committee and were unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Pattison, Russell, Wagner, Woolsey*)

HONORARY DEGREE

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the awarding of the honorary degree of Doctor of Humane Letters (*honoris causa*) to Mr. Frank Batten Sr., a prominent civic leader in Hampton Roads and former Chairman of Landmark Communications. A summary of his career is included with the Academic Advancement Committee Agenda.

HONORARY DEGREES

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the awarding of the honorary degree of Doctor of Laws (*honoris causa*) to Mr. Kofi Annan, Secretary-General of the United Nations; Doctor of Humane Letters (*honoris causa*) to Mr. Earvin “Magic” Johnson Jr., a retired Los Angeles Laker and founder of the Magic Johnson Foundation; Doctor of Humane Letters (*honoris causa*) to Mr. Elie Wiesel, author of 36 works dealing with Judaism, the Holocaust, and the moral responsibility of all people to fight hatred, racism and genocide; and Doctor of Humane Letters (*honoris causa*) to Mr. Wole Soyinka, playwright and first African writer to be awarded the Nobel Prize for Literature. A summary of each individual’s career is included with the Academic Advancement Committee Agenda.

Acting Provost Hager informed the Committee that enrollment for Fall 2002 is at 19,400, with 1,750 entering freshmen. Enrollment is expected to be more than 20,400 when all registrations have been processed, which will be a 2.5% increase. He announced that the new B.F.A. degree program in Acting was approved by the State Council of Higher Education and implemented this Fall. The proposal for a Ph.D. in Community College Leadership has been submitted to the Council for consideration this Fall, perhaps at their October meeting. Three major administrative searches have been deferred because of the state-mandated budget reductions: the Dean of the College of Engineering and Technology, the University Librarian, and the Associate Vice President for Graduate Studies. The searches that are currently underway are for the Dean of Arts and Letters and the Dean of Business and Public Administration.

Dr. Hager also informed the Committee about the recent graduation ceremony held for Military Career Transition Program students in Washington State. He announced that Old Dominion has been informed that it will move into the third tier for national universities in the rankings to be published by *U.S. News & World Report*. Committee members received several publications for their information: the 2002-04 University Catalog; “Focus,” a brochure on research enterprises in the College of Engineering and Technology; the brochure for the upcoming Literary Festival; a brochure on the University Theatre series; and the recent issue of *Catalyst*, the research magazine produced by the College of Sciences.

The Committee received information on two requests for leaves of absence without compensation and a briefing on SCHEV's Policies and Procedures for Program Approval.

The Committee approved by unanimous vote the resolutions on faculty appointments, administrative appointments, a posthumous emeritus appointment, title changes in Distance Learning, and special salary supplements for eminent scholars for 2002-03. The following resolutions were brought forth as recommendations of the Academic Advancement Committee and were unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey*)

FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the following faculty appointments.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Gerald M. Augustin Lecturer of Psychology	\$31,000	7/25/02	10 mos

Dr. Augustin received a Doctor of Psychology in 2002 from The Virginia Consortium Program in Clinical Psychology and a B.A. in Psychology in 1998 from the College of William and Mary. Since 2001, he has been in a Doctoral Psychology Internship at Ulster County Mental Health Department in Kingston, NY. Prior to that, Dr. Augustin was a Behavioral Health Intern for the Norfolk Health Department.

Ms. Heather Beck Instructor of Mathematics and Statistics	\$30,000	7/25/02	10 mos
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Ms. Beck received an M.S.Ed. and a B.S. in Interdisciplinary Studies in 1995 from Old Dominion University. Since 2001, she has been an adjunct faculty member in the Department of Mathematics and Statistics at Old Dominion University. Prior to that, Ms. Beck was a mathematics teacher at Hickory High School and also an adjunct faculty member at Tidewater Community College.

Ms. Cathy G. Cooke Lecturer of Psychology	\$31,000	7/25/02	10 mos
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Ms. Cooke received an M.S. in Psychology in 2002 from Old Dominion University and a B.S. in Psychology in 1983 from Mary Washington College. She has been a Graduate Teaching Assistant and an Adjunct for the Department of Psychology at Old Dominion University. Her clinical experience includes service as a Substance Abuse Counselor.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Roland A. Cooper Research Assistant Professor of Biological Sciences	\$50,000	9/1/02	10 mos

Dr. Cooper received a Ph.D. in Pharmacology and Toxicology in 1996 from the University of Arizona, an M.Sc. in Tropical Public Health in 1997 from Harvard University School of Public Health, and an M.A. in Aquatic and Population Biology and a B.A. in Biological Sciences, in 1990 and 1985 respectively, from the University of California. Since 1997, he has been a Post-Doctoral Fellow at the National Institutes of Health.

Dr. Barbara Cross Assistant Professor of Nursing (Tenure Track)	\$50,000	7/25/02	10 mos
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Dr. Cross received a Ph.D. in Nursing in 2002 from the University of Virginia and an M.S. and B.S. in Nursing, in 1997 and 1993 respectively, from Hampton University. Since 2000, she has been a Family Nurse Practitioner at the University of Virginia Student Health Center. Prior to that, Dr. Cross was a Family Nurse Practitioner at Southeast Family Medical Center.

Dr. Martha M. Daas Assistant Professor of Foreign Languages and Literatures (Tenure Track)	\$41,000	7/25/02	10 mos
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Dr. Daas received a Ph.D. in Hispanic Literature and an M.A. in Spanish Literature, in 2002 and 1997 respectively, from the University of Texas at Austin and a B.A. in Spanish Language and Literature in 1990 from the University of Michigan at Ann Arbor. In 2001-02, she was an Assistant Director of Granada Program: Academic Programs International in Granada, Spain. Prior to that, Dr. Daas was an Assistant Instructor in the Department of Spanish and Portuguese at the University of Texas at Austin.

Ms. Sharon R. Davis Instructor of Occupational and Technical Studies	\$42,000	7/25/02	10 mos
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Ms. Davis received an M.S.Ed. in Marketing Education and a B.S. in Secondary Education-Marketing Education, in 1975 and 1973 respectively, from Old Dominion University. Since 2000, she has been an adjunct faculty member in the Department of Occupational and Technical Studies at Old Dominion University. Prior to that, Ms. Davis worked in a family-owned and operated retail marketing business.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Isaac L. Flory, IV Assistant Professor of Engineering Technology (Tenure Track)	\$53,500	7/25/02	10 mos

Mr. Flory received an M.S. in Electrical Engineering and a B.S. in Electrical Engineering, in 1993 and 1984 respectively, from Virginia Polytechnic Institute and State University (V.P.I. and S.U.). He is presently a Ph.D. candidate in Electrical Engineering at V.P.I. and S.U. Since 1994, he has been a Manager of Electrical Engineering/Chief Electrical Engineer at Hubbell Lighting Inc. Mr. Flory is a register Professional Engineer.

Ms. Carla J. Harrell Lecturer of Communication and Theatre Arts	\$35,000	7/25/02	10 mos
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Ms. Harrell received an M.A. in English Literature and a B.S. in Speech Communication, in 1998 and 1994 respectively, from Old Dominion University and a Secondary Teaching Certification in 1996 from Rowan College of New Jersey. Since 1998, she has been a teacher at Salem High School and has also been an Adjunct Instructor in the Department of Communication and Theatre Arts at Old Dominion University.

Ms. Tatiana Isakovski Visiting Assistant Professor of Finance	\$50,000	7/25/02	10 mos
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Ms. Isakovski received an M.A. in Economics in 1999 from Old Dominion University and a B.S. from the University of the State of New York, Albany. She is currently enrolled in the Ph.D. program in Business Administration-Finance at Old Dominion University. Since 1998, she has been an Instructor and Research/Teaching Assistant in the Department of Business Administration at Old Dominion University.

Ms. Katherine Jackson Instructor of English	\$30,000	7/25/02	10 mos
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Ms. Jackson received an M.F.A. in Creative Writing in 2000 from Old Dominion University and a B.A. in English in 1981 from the University of Virginia. Since 1999, she has been an Adjunct Instructor in the English Department at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Mounir Laroussi Visiting Associate Professor of Electrical and Computer Engineering	\$75,000	7/25/02	12 mos

Dr. Laroussi received a Ph.D. in Electrical Engineering in 1988 from the University of Tennessee, an M.S. in Electrical Engineering in 1981 from the National School of Radio-electricity, Bordeaux, France and a B.S. in Electrical Engineering in 1979 from the Technical University of Sfax, Tunisia. Since 1998, he has been a Research Associate Professor at Old Dominion University in the Department of Electrical and Computer Engineering and Applied Research Center. Prior to that, Dr. Laroussi was a Research Assistant Professor at the University of Tennessee.

Mr. James Clay McGlamory Lecturer of Art	\$40,000	7/25/02	10 mos
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Mr. McGlamory received an M.F.A. in 2000 from Norfolk State and Old Dominion University's joint program in Visual Studies and a B.F.A. in 1993 from Old Dominion University. Since 2000, he has been an Adjunct Assistant Professor in the Department of Art at Old Dominion University. He has also been an Assistant Printmaking Instructor in the Virginia Governor's School for the Arts.

Mr. Joseph W. Morris Instructor of Accounting	\$42,000	7/25/02	10 mos
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Mr. Morris received a Master of Taxation in 2000 from Old Dominion University and a B.A. in History in 1974 from the College of William and Mary. Since January 2002, he has been Controller and Director of Operations/Consultant for SPL Integrated Solutions. Prior to that he was the Chief Financial Officer for Media Deployment Systems, Inc. (which combined with SPL Integrated Solutions). Mr. Morris is also an Adjunct Lecturer in the Department of Accounting at Christopher Newport University and a Certified Public Accountant.

Mr. Richard Nickel Assistant Professor of Art (Tenure Track)	\$45,000	7/25/02	10 mos
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Mr. Nickel received an M.A. in Ceramics in 2000 from Edinboro University of Pennsylvania and a B.S. in Art Education in 1996 from State University College at Buffalo. He comes to Old Dominion University from Valley City State University where he was an Assistant Professor of Ceramics and Art Education.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Tammera L. Nielsen Instructor, College of Arts and Letters	\$35,000	8/25/02	12 mos

Ms. Nielsen received a B.S. in Human Services Counseling in 2000 from Old Dominion University and is finishing an M.S.Ed. in Counseling with a Higher Education emphasis at Old Dominion University. She is currently an Intern in the Interdisciplinary Studies Department at Old Dominion University and has been a Teaching Assistant for the College of Arts and Letters Learning Communities. Ms. Nielsen is designated as Academic Advisor for Interdisciplinary Studies.

Ms. Yvette E. Pearson Visiting Assistant Professor of Philosophy and Religious Studies	\$43,000	7/25/02	10 mos
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Ms. Pearson received an M.A. in Philosophy in 1997 from the University of Miami, a B.A. in Philosophy in 1993 from the University of San Diego and is working on a Ph.D. in Philosophy from the University of Miami. She has taught philosophy courses at the University of Miami, Florida International University, St. Thomas University and Miami Dade Community College.

Dr. William E. Pugh, III Visiting Associate Professor of Engineering Management and Systems Engineering	\$62,500	7/25/02	10 mos
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Dr. Pugh received a Ph.D. and an M.S. in Mechanical Engineering and a Bachelor of Civil Engineering, in 1974, 1971 and 1968 respectively, from Georgia Institute of Technology. Since 2002 he has been an Adjunct Assistant Professor at Old Dominion University. Prior to that, Dr. Pugh was a Director for Lucent Technologies.

Mr. John Rand Visiting Assistant Professor of Engineering Technology	\$45,000	7/25/02	10 mos
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Mr. Rand received an M.S. in Systems Management in 1989 from the University of Southern California, a B.S. in Engineering Technology in 1999 from Old Dominion University and a B.S. in Civil Engineering in 1976 from the University of New Mexico. He has been an Adjunct Lecturer in the Department of Engineering Technology at Old Dominion University since 1994. Mr. Rand retired as a Lieutenant Commander from the Navy Civil Engineer Corps.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Carolyn M. Rutledge Associate Professor of Nursing (Tenure Track)	\$52,500	7/25/02	10 mos

Dr. Rutledge received a Ph.D. in Urban Studies/Health Science and an M.S. in Nursing, in 2001 and 1988 respectively, from Old Dominion University and a B.S.N. in 1979 from the Medical College of Virginia. Since 1988, she has been a Nurse Practitioner, Director of Academic Development, and Assistant Professor in the Department of Family and Community Medicine at Eastern Virginia Medical School. She has also been an Adjunct faculty member at Old Dominion University since 1993.

Dr. David W. Seaborn Visiting Assistant Professor of Biological Sciences	\$45,000	7/25/02	10 mos
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Dr. Seaborn received a Ph.D. in Ecological Sciences and an M.S. in Biology, in 1999 and 1994 respectively, from Old Dominion University and a B.S. in Biology from Susquehanna University in 1992. Since 1999, he has been a Post-Doctoral Fellow at Old Dominion University.

Dr. Kimberly M. Sopko Visiting Assistant Professor of Early Childhood, Speech Language Pathology and Special Education	\$45,000	7/25/02	10 mos
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Dr. Sopko received an Ed.D. in Special Education, an M.A. in Early Childhood Special Education and a B.A. in Psychology, in 2001, 1991, and 1988 respectively, from The George Washington University. Since 2001, she has been a Special Education Consultant for MOKO Educational Services. Prior to that, Dr. Sopko was an Early Childhood Special Educator in the Norfolk Infant Development Program for the Norfolk Community Services Board.

Dr. Corliss A. Tacosa Visiting Assistant Professor of Political Science and Geography	\$37,500	7/25/02	10 mos
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Dr. Tacosa received a Ph.D. in International Studies from Old Dominion University, an M.A. in Government from the College of William and Mary and a B.A. in Political Science from Fresno State College. Since 1998, she has been an Assistant Professor of Russian Studies at the Joint Forces Staff College. Dr. Tacosa is also currently an Adjunct Professor at Old Dominion University, Thomas Nelson Community College and Christopher Newport University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Mona Ternus Assistant Professor of Nursing (Tenure Track)	\$49,000	7/25/02	10 mos

Ms. Ternus received an M.S. in Nursing in 1986 from Pace University and a B.A. in Dance Therapy and Drama in 1982 from New York University. She is currently working on a Ph.D. in Public Policy and Public Administration at Auburn University and Auburn University Montgomery. Since 1998, she has been an Assistant Professor at Auburn University Montgomery School of Nursing. Ms. Ternus is also on the USAF Surgeon General's Tactical Action Team.

Ms. Lisa Kiyohara Waldbaum Lecturer of Early Childhood, Speech Language Pathology and Special Education	\$40,000	8/10/02	12 mos
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Ms. Waldbaum received an M.S.Ed. and a B.S., in 1997 and 1995 respectively, from Old Dominion University. Since 1999, she has been a Preschool Speech/Language Diagnostician for Hampton City Schools. Ms. Waldbaum holds a Certificate of Clinical Competence in Speech-Language Pathology from the American Speech-Language and Hearing Association.

Ms. Patti R. Watters Instructor, Governor's School for the Arts	\$31,122	8/10/02	10.5 mos
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Ms. Watters received a Master of Music in Flute Performance and a Bachelor of Music in Performance, in 1968 and 1967 respectively, from the University of Texas at Austin. She has been an Adjunct Associate Professor in the Music Department at Old Dominion University since 1996. Since 1985, Ms. Watters has held various positions in the Governor's School for the Arts at Old Dominion University. She is also a First Call Substitute for the Virginia Symphony and a Principal Flute for Tidewater Winds.

Dr. Glenn A. Williams Assistant Professor of Mathematics and Statistics (Tenure Track)	\$52,000	7/25/02	10 mos
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Dr. Williams received a Ph.D. in Environmental Sciences and Engineering and an M.S. in Environmental Engineering, in 1998 and 1992 respectively, from the University of North Carolina and a B.S. in Mechanical Engineering in 1984 from Northwestern University. Since 1998, he has been a Research Post-Doctoral Fellow at Stanford University Medical Center. Prior to that, Dr. Williams was a Research Assistant in the Department of Environmental Sciences and Engineering at the University of North Carolina.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Haiwen Zhou Visiting Assistant Professor of Economics	\$60,000	7/25/02	10 mos

Dr. Zhou received a Ph.D. in Economics in 2002 from the University of Maryland, an M.A. in Economics in 1996 from Zhongshan University, China and a B.A. in Chemistry and Economics in 1993 from Nankai University, China. Most recently he has been a Teaching Assistant at the University of Maryland. Prior to that, Dr. Zhou was an Instructor at Guangzhou University and Zhongshan University.

**APPOINTMENT OF MAJOR GIFTS OFFICER
FOR THE COLLEGE OF ENGINEERING AND TECHNOLOGY**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Mr. Jerome C. Brinker, Jr. as Major Gifts Officer for the College of Engineering and Technology, Office of Development, effective July 10, 2002.

Mr. Brinker received an M.S. in Administration from Central Michigan University and a B.S. in Business Administration from Old Dominion University. Since 1998, he has held several managerial positions for General Electric Transportation Systems. Prior to that, he worked for the State Corporation Commission as an Engineer and served in the U.S. Army as a Military Officer.

Salary: \$50,000 for 12 months
Rank: Major Gifts Officer for the College of Engineering and Technology and Instructor

APPOINTMENT OF PROFESSIONAL COUNSELOR

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Jodi M. Bromley as a Professional Counselor in the Office of Counseling Services, effective June 25, 2002.

Ms. Bromley received an M.S. in Education, Counseling, and a B.S. in Psychology and Communication from Old Dominion University. Since August 2001, she has been a Clinical Graduate Assistant in the Office of Counseling Services at Old Dominion University. She has also been a Teaching Assistant for the Office of Counseling Services and a Research Assistant for the Department of Psychology.

Salary: \$30,000 for 12 months
Rank: Professional Counselor and Instructor

APPOINTMENT OF HEAD OF ACCESS SERVICES
PERRY LIBRARY

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Mr. Wayne Burton as Head of Access Services in the Perry Library, effective June 25, 2002.

Mr. Burton received an M.A. in Humanities in 1990 from Old Dominion University, an M.L.S. in 1975 from the University of Tennessee at Knoxville and a B.S. in Advertising in 1971 from Virginia Commonwealth University. He has worked for the Perry Library in a variety of positions since 1975, including Assistant Circulation Librarian, Interlibrary Loan Librarian, and most recently, the Interim Head of the Access Services Department.

Salary: \$48,000 for 12 months
Rank: Head, Access Services and Librarian III

APPOINTMENT OF LEARNING COORDINATOR
DISABILITY SERVICES

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Catherine J. Canady, Learning Coordinator for Disability Services, effective August 10, 2002.

Ms. Canady received an M.S. in Counseling from Frostburg State University and a B.A. in Psychology from Saint Vincent College. Since 2002, she has been a Learning Specialist in Warwick, RI. Prior to that, Ms. Canady was a Learning Specialist/Counselor for Johnson & Wales University.

Salary: \$30,000 for 12 months
Rank: Learning Coordinator, Disability Services, and Instructor

APPOINTMENT OF PROGRAM MANAGER
CENTER FOR ECONOMIC EDUCATION

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Ruth Cookson as Program Manager for the Center for Economic Education, effective June 25, 2002.

Ms. Cookson received a B.A. in History in 1989 from Old Dominion University. Since 2001, she has been the owner of Cookson Educational Consultants. Prior to that, Ms. Cookson was an Advertising/Marketing Representative for the Virginian-Pilot.

Salary: \$30,000 for 12 months
Rank: Program Manager, Center for Economic Education, and Assistant Instructor

APPOINTMENT OF ACADEMIC ADVISOR

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. M. Carmen Croswell as Academic Advisor in Advising Services, effective August 10, 2002.

Ms. Croswell received an M.S.Ed. in Counseling, Higher Education in 2001 from Old Dominion University. Since 2000, she has been an Advisor/Counselor at Tidewater Community College. Ms. Croswell was also a clinical graduate assistant in the Counseling Center and volunteered as an Academic Advisor/Counselor in Advising Services at Old Dominion University.

Salary: \$29,000 for 12 months
Rank: Academic Advisor and Instructor

**APPOINTMENT OF MAJOR GIFTS OFFICER FOR
THE COLLEGE OF ARTS AND LETTERS
AND DARDEN COLLEGE OF EDUCATION**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Lynn M. Farrugia as Major Gifts Officer for the College of Arts and Letters and Darden College of Education, Office of Development, effective July 10, 2002.

Ms. Farrugia received a B.S. in Communication in 1996 from Old Dominion University and is scheduled to complete her Master of Public Administration degree from Old Dominion University in December 2002. Since 1998, she has served as the Grants Information Specialist for the Old Dominion University Research Foundation. Prior to that, Ms. Farrugia was a Development Coordinator for the Lt. Joseph P. Kennedy Institute in Washington, D.C.

Salary: \$50,000 for 12 months
Rank: Major Gifts Officer for the College of Arts and Letters and Darden College of Education and Instructor

APPOINTMENT OF UNIVERSITY MARKETING COORDINATOR

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Maria A. Ferguson as University Marketing Coordinator, Office of Institutional Advancement, effective July 25, 2002.

Ms. Ferguson received an M.B.A. and a B.S. in Marketing, in 1986 and 1984 respectively, from the University of Central Florida. Since 2000, she has been the Marketing Coordinator for Distance Learning at Old Dominion University. Prior to that, Ms. Ferguson was an Interactive Marketing Manager at Tribune Interactive/dailypress.com. She has also been an Instructor of Marketing at Thomas Nelson Community College.

Salary: \$50,000 for 12 months
Rank: University Marketing Coordinator and Instructor

**APPOINTMENT OF ASSISTANT DIRECTOR OF THE WOMEN'S CENTER
S.A.F.E. COORDINATOR**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Dr. Tammy D. Hatfield as Assistant Director of the Women's Center and S.A.F.E. Coordinator, effective June 25, 2002.

Dr. Hatfield received a Ph.D. in Clinical Psychology in 2002 from Spalding University, an M.S. in Clinical Psychology in 1996 from Murray State University and a B.A. in Psychology in 1991 from the University of Kentucky. Since 2001, she has been a Doctoral Intern at the Ball State University Counseling Center. Dr. Hatfield has six years of experience working in university settings and has specialized in women's issues with a primary emphasis in education and advocacy for the prevention of violence against women.

Salary: \$33,462 for 12 months
Rank: Assistant Director of the Women's Center/S.A.F.E. Coordinator and Assistant Professor

APPOINTMENT OF AREA COORDINATOR FOR RESIDENCE LIFE

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Elizabeth A. Higgins as Area Coordinator for Residence Life, Division of Student Services, effective June 25, 2002.

Ms. Higgins received an M.Ed. in College Student Affairs in 2002 from the University of South Florida and a B.A. in Political Science in 1990 from Bowling Green State University. Since 2000, she has been the Resident Director for Holly Apartments and Beta Hall at the University of South Florida and has served as a Resident Director at several other universities.

Salary: \$29,000 for 12 months
Rank: Area Coordinator and Instructor

**APPOINTMENT OF ASSISTANT DIRECTOR OF
MULTICULTURAL STUDENT SERVICES**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Mr. Clyde Johnson, Jr. as Assistant Director of Multicultural Student Services and Coordinator of the Hugo A. Owens African American Cultural Center, effective August 10, 2002.

Mr. Johnson received an M.S. and a B.S. in Psychology, in 1991 and 1988 respectively, from Virginia State University. Since January 2002, he has been the Interim Assistant Director of Multicultural Student Services. Prior to that, Mr. Johnson was the Assistant Director of Minority Affairs at Eastern Virginia Medical School (EVMS).

Salary: \$36,021 for 12 months
Rank: Assistant Director of Multicultural Student Services and Instructor

APPOINTMENT OF ASSISTANT DIRECTOR OF STUDENT ACTIVITIES

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Kelly Jo Karnes as Assistant Director of Student Activities, effective July 10, 2002.

Ms. Karnes received an M.S. in Higher Education Administration in 1999 from the University of Kansas and a B.S. in Elementary Education in 1997 from Emporia State University. Since 1999, she has been an Assistant Director for Greek Programs at the University of Kansas.

Salary: \$38,000 for 12 months
Rank: Assistant Director of Student Activities and Instructor

APPOINTMENT OF INTERIM DIRECTOR OF DISABILITY SERVICES

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Sheryn D. Milton as Interim Director of Disability Services, effective June 25, 2002.

Ms. Milton received an M.S. in Education in 1994 from Old Dominion University and a B.S. in Home Economics in 1970 from James Madison University. Since 1994, she has been a Learning

Coordinator for Disability Services at Old Dominion University. Ms. Milton is also an instructor for Academic Skills.

Salary: \$38,437 for 12 months
Rank: Interim Director of Disability Services and Instructor

APPOINTMENT OF NURSE PRACTITIONER

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Denise S. Mourning as Nurse Practitioner in the Student Health Center, effective August 25, 2002.

Ms. Mourning received an M.S.N. and a B.S.N., in 1996 and 1992 respectively, from Old Dominion University. She is a nurse practitioner with over 29 years of experience in health care. Ms. Mourning is an active member of the Tidewater Council of Nurse Practitioners.

Salary: \$50,000 for 11 months
Rank: Nurse Practitioner and Instructor

APPOINTMENT OF MAJOR GIFTS OFFICER FOR THE COLLEGES OF SCIENCES AND HEALTH SCIENCES

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Rose-Marie Nsahlai as Major Gifts Officer for the Colleges of Sciences and Health Sciences, Office of Development, effective July 29, 2002.

Ms. Nsahlai received an M.B.A. from Georgia Institute of Technology and a B.S. in Business Administration from Suffolk University, Boston. Since 2000, she has been a Manager in Customer Business Development for Procter and Gamble. Prior to that, Ms. Nsahlai was an International Marketing Consultant for Nortel Networks and a Development Officer for the College of Liberal Arts and Sciences at Georgia Institute of Technology.

Salary: \$50,000 for 12 months
Rank: Major Gifts Officer for the Colleges of Sciences and Health Sciences and Instructor

APPOINTMENT OF ANNUAL FUND DIRECTOR

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Ashley Privott as Annual Fund Director, effective August 10, 2002.

Ms. Privott received a B.S. in Geology in 1997 from Old Dominion University. Since 2001, she has been Acting Director for the Dominion Fund at Old Dominion University. Prior to that Ms. Privott was the Assistant Director of Annual Giving.

Salary: \$50,000 for 12 months
Rank: Annual Fund Director and Assistant Instructor

**APPOINTMENT OF ASSISTANT DIRECTOR
OF THE ENGLISH LANGUAGE CENTER**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Patricia K. Rapp as Assistant Director of the English Language Center, effective July 25, 2002.

Ms. Rapp received an M.A. in English in 1992 and a TESOL Certificate in 1991 from Old Dominion University and an Ed. B. in Secondary, English in 1970 from the University of Hawaii. She has been a full-time lecturer of English as a Second Language at Old Dominion's English Language Center since 1995 and has served as Acting Assistant Director of the Center since January 2002. Ms. Rapp is a member of TESOL, served as a Virginia TESOL president, and has recently presented at the international TESOL Conference in Salt Lake City, Utah.

Salary: \$45,000 for 12 months
Rank: Lecturer and designated as Assistant Director of the English Language Center

**APPOINTMENT OF DIRECTOR OF
CONTINUING HEALTH SCIENCE EDUCATION**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Paula R. Stevenson as Director of Continuing Health Science Education, effective July 10, 2002.

Ms. Stevenson received an M.B.A. from Indiana Wesleyan University and a B.A. in Pre-Law/Literature from the State University of New York. From 2000-01, she worked as a Site Administrator for General Motors Technical Education Program in Detroit, MI. Prior to that Ms. Stevenson was the Director of the Center for Learning at the University of St. Francis in Ft. Wayne.

Salary: \$40,000 for 12 months
Rank: Director of Continuing Health Science Education and Instructor

APPOINTMENT OF DIRECTOR OF MAJOR GIFTS

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Ms. Page A. Stooks as Director of Major Gifts for the Office of Development, effective June 25, 2002.

Ms. Stooks received a B.S. in Business Administration in 1985 from Christopher Newport University and is currently enrolled in the Master of Public Administration program at Old Dominion University. She began her fundraising career with Old Dominion University in 1992 and has held numerous positions within the Office of Development. Most recently, she has served as the Acting Director of Major Gifts.

Salary: \$72,000 for 12 months
Rank: Director of Major Gifts and Assistant Instructor

APPOINTMENT OF AREA COORDINATOR FOR RESIDENCE LIFE

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the appointment of Mr. Michael Strong as Area Coordinator for Residence Life, effective June 25, 2002.

Mr. Strong received an M.S. in College Student Personnel in 2000 from Western Illinois University and a B.A. in Psychology in 1998 from Gustavus Adolphus College. Since 2000, he has been a First Year Adviser for Residence Life and New Student Programs at Miami University.

Salary: \$29,000 for 12 months
Rank: Area Coordinator and Instructor

POSTHUMOUS EMERITUS APPOINTMENT

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the granting of the title of Associate Professor Emeritus of Exercise Science, Sport, Physical Education, and Recreation to Patrick K. Tow, a former Old Dominion University faculty member and department chair. The appointment would be effective upon the approval of the Board of Visitors.

Patrick Tow received a B.S. from Western Illinois University, an M.A. from Arizona State University, and a Ph.D. from Southern Illinois University. He joined Old Dominion University in 1976, achieved the rank of associate professor in 1983, and served as chair of the Department of Exercise Science, Sport, Physical Education and Recreation from 1994-2002. Tow taught community health science as his primary academic discipline. He served on several key University committees and made major contributions to the entire University community.

Tow published many articles and books in the educational field and served as editor of professional journals. He brought substantial grants to the University, where he conducted his pivotal research in the area of community health.

Tow also taught the martial arts courses of Judo and Jiu-jitsu at Old Dominion University, and he received the renowned title of Kyoshi (master instructor), Shichidan from the prestigious Dai Nippon Butoka Kai (circa 1895) of Kyoto, Japan. He served as keynote speaker in numerous U.S.-Japan educational symposiums held in Hiroshima, Tokyo and Kitakyushu.

ADMINISTRATIVE TITLE CHANGES

RESOLVED that, upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the following title changes, effective October 1, 2002.

Edith Barnett From Assistant Vice President for Distance and Extended Learning
to Associate Vice President for Distance Learning

Salary: \$103,824 (no change)

Jeanie Kline From Director of Distance Learning Operations to Assistant Vice
President for Student and Academic Support, Distance Learning

Salary: \$73,800 (no change)

Heather Huling From Executive Assistant to the Vice Provost for Distance Learning
to Director of Planning and Development, Distance Learning.

Salary: \$58,700 (no change)

Anne Raymond-Savage From Acting Vice Provost for Distance Learning to Vice Provost for
Distance Learning

Salary: \$150,000 (no change)

**RESOLUTION AUTHORIZING SPECIAL SALARY SUPPLEMENTS
FOR EMINENT SCHOLARS**

WHEREAS, Old Dominion University has received endowment fund gifts, the income of which is to be used to attract and retain outstanding faculty members; and

WHEREAS, the General Assembly of the Commonwealth of Virginia at its 2002 session appropriated funds to match endowment fund income at state universities for salary supplements for eminent scholars for the fiscal year 2002-2003; and

WHEREAS, the President of Old Dominion University has recommended the following eligible faculty members to receive salary supplements as Eminent Scholars, as indicated below.

College of Arts and Letters

Professor Adolphus Hailstork (Music)	\$ 8,636
Professor Susan Kent (Sociology)	8,636
Professor Simon Serfaty (International Studies) (Louis I. Jaffe Professorship)	<u>26,000</u>
Total	\$ 43,272

College of Business and Public Administration

Professor John Doukas (Finance)	\$ 8,636
Professor Leonard I. Ruchelman (Urban Studies and Public Administration) (Spong Professorship)	80,200
Professor Wayne K. Talley (Economics) (Beazley Professorship)	<u>42,800</u>
Total	\$131,636

College of Education

Professor Dwight Allen (Educational Curriculum and Instruction)	\$ 8,636
Professor Maurice Berube (Educational Leadership and Counseling) (Constance and Colgate Darden Professor of Education)	23,000
Professor Nina Brown (Educational Leadership and Counseling)	8,636
Professor Robert A. Gable (Early Childhood, Speech-Language Pathology and Special Education) (Constance and Colgate Darden Professor of Education)	23,000
Professor M. Lee Manning (Educational Curriculum and Instruction)	<u>8,636</u>
Total	\$ 71,908

College of Engineering and Technology

Professor Robert L. Ash (Aerospace Engineering) (Mitsubishi Professorship)	\$ 91,800
Professor Oktay Baysal (Aerospace Engineering)	8,636
Professor Osama Kandil (Aerospace Engineering)	8,636
Professor Chuh Mei (Aerospace Engineering)	8,636
Professor Ahmed Noor (Aerospace Engineering)	8,636
Professor Karl H. Schoenbach (Electrical and Computer Engineering)	8,636
Professor Surendra N. Tiwari (Mechanical Engineering)	<u>8,636</u>
Total	\$143,616

College of Health Sciences

Professor Michele L. Darby (Dental Hygiene and Dental Assisting)	\$ 8,636
Professor John Echternach (Community and Environmental Health)	<u>8,636</u>
Total	\$17,272

College of Sciences

Professor Larry P. Atkinson (Ocean, Earth and Atmospheric Sciences) (Slover Chair)	\$141,855
Professor Ram C. Dahiya (Mathematics and Statistics)	8,636
Professor Daniel M. Dauer (Biological Sciences)	8,636
Professor Frank Day (Biological Sciences)	8,636
Professor Mark D. Havey (Physics)	8,636
Professor John Holsinger (Biological Sciences)	53,700
Professor Gilbert Hoy (Physics)	8,636
Professor Kurt Maly (Computer Science)	8,636
Professor Lytton Musselman (Biological Sciences)	8,640
Professor Anatoly Radyushkin (Physics)	8,640
Professor Thomas Royer (Ocean, Earth and Atmospheric Sciences) (Slover Chair)	156,065
Professor Donald J. P. Swift (Ocean, Earth and Atmospheric Sciences) (Oscar F. Smith Professor)	<u>24,000</u>
Total	\$ 444,716

GRAND TOTAL \$ 852,420

THEREFORE, BE IT RESOLVED, that \$426,210 be appropriated from endowment funds and \$426,210 from State appropriations authorized by the General Assembly for this purpose.

Ms. Haddad reported that the Committee also approved by unanimous vote the request to rename the Filipino American Student Cultural Center to the Filipino American Center. The following resolution was brought forth as a recommendation of the Academic Advancement Committee and was unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey*)

**APPROVAL TO CHANGE THE NAME OF THE FILIPINO AMERICAN STUDENT
CULTURAL CENTER TO THE FILIPINO AMERICAN CENTER
COLLEGE OF ARTS AND LETTERS**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the name change of the Filipino American Student Cultural Center to the Filipino American Center in the College of Arts and Letters, effective October 1, 2002.

Rationale: The name change for the Center is requested so that the name will reflect the Center's mission and objectives. Since its inception, the Center has served as a resource and research center for Filipino history and culture and the Filipino American experience. The Center has established programs that address the academic and cultural needs of Filipino American students at Old Dominion University, such as the Summer Study Abroad to the Philippines, Filipino/Filipino American film entries to the University Film Festival, the Taste of Asia, the publication of a journal, "Tinig," and a Philippine Lecture Series. The Center continues to promote courses in Filipino/Filipino American studies among Old Dominion University students.

The Center also serves as the Filipino American cultural liaison of the University to Hampton Roads communities. In this capacity, the Center collaborated with a national organization, the Filipino American National Historical Society, to organize a professional development program for public school teachers with the option of acquiring Continuing Education credits from the University's Darden College of Education. The Center participated in the City of Hampton's International Children's Festival by setting up an SOL-centered educational booth. The Center has also collaborated with Filipino American Associations, Asian American Associations and the Multicultural Association of Virginia. In addition, the name change for the Center should enhance its fund-raising efforts.

The Committee approved by unanimous vote the request to change the name of the Academic Advancement Committee to the Academic and Research Advancement Committee. The following resolution was brought forth as a recommendation of the Academic Advancement Committee and was unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey*)

**APPROVAL TO CHANGE THE NAME OF THE ACADEMIC ADVANCEMENT
COMMITTEE TO ACADEMIC AND RESEARCH ADVANCEMENT**

RESOLVED, that upon the recommendation of the Academic Advancement Committee, the Board of Visitors approves the name change for the Committee from Academic Advancement to Academic and Research Advancement, effective immediately.

Rationale: The proposed name change for the Committee from Academic Advancement to Academic and Research Advancement is intended to make it clear that research continues to be a main focus of the Committee. Since the Office of Research is now a separate vice-presidential area and no longer a part of the Office of Academic Affairs, incorporating research in the Committee's name will more accurately reflect the Committee's areas of responsibility.

Robert Ash, Acting Vice President for Research, gave a presentation to the Committee on the research enterprise at the University. The mission of the Office of Research is to develop and sustain high quality research to support the University's mission. The Committee asked to receive more information about the Maglev project at the next meeting.

ADMINISTRATION AND FINANCE COMMITTEE

The Rector called on Mr. Bouffard for the report of the Administration and Finance Committee. Mr. Bouffard reported the Administration and Finance Committee met earlier with Ms. Anne Shumadine, Chairman of the Investment Committee of the Educational Foundation. Ms. Shumadine reported on the Committee's reorganization and its recent review of the performance of fund managers, and reviewed the Foundation's quarterly investment report.

Following Ms. Shumadine's report, the Committee reviewed and approved the proposed revisions to the Board's Spending Policy. These revisions will bring the Board's policy in line with the Educational Foundation's new policy. The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey*)

**RESOLUTION TO AMEND POLICY 1631:
SPENDING POLICY FOR ENDOWED FUNDS**

RESOLVED, that upon the recommendation of the Administration and Finance Committee, the Board of Visitors approves the following revisions to Policy 1631: Spending Policy for Endowed Funds, originally adopted on March 29, 1989 and amended December 14, 2001.

NUMBER: 1631

TITLE: Spending Policy for Endowed Funds

APPROVED: March 29, 1989 (by Finance and Audit Committee);
Revised December 14, 2001; **Revised September 13, 2002**

Spending Policy for all Old Dominion University Endowments (specifically excluding the quasi-endowment and funds established by documentation containing specific spending provisions)

1. Unless otherwise specified by the donor, beginning July 1, **2003**, ~~2001~~, five and one-half percent (5.5%) of the assets as of September 30, 2000 of each endowment fund will be paid out for operating purposes; thereafter, payout will increase by five and one-half percent (5.5%) per annum. “Operating purposes” include academic, scholarship, and related programs plus all related administrative expenses of the Educational Foundation (including custody and investment management fees). **distributions from the Endowment Pool will be equal to 4.5% of a twelve-quarter moving average of the market value of each endowment for the period ending on the previous September 30. For endowments with less than 12 quarters participation in the Endowment Pool, average market value is based on the average market value for the number of participating quarters. A minimum of three quarters participation is required. Funds so provided and not spent during the fiscal year will be returned to the endowment. Spending under this policy must not invade the historical dollar value of the endowment unless specifically authorized by agreement with the donor.**
2. ~~Following the initial payout of any endowment, an annual analysis will be done comparing total spending for operating purposes to current market value. Total spending should fall within four and one-half percent (4.5%) and six and one-half percent (6.5%) of the market value of earning assets as of September 30. If total spending is outside of this range, the Board of Trustees of the Educational Foundation, or the Executive Committee acting on its behalf, will review the payout. Following review, the Board or the Executive Committee may adjust spending to fall within the normal range.~~
3. ~~Additions to the endowment earning assets from gifts received prior to July 1 each year will be included in the base by which payout will increase by five and one-half percent (5.5%). The Board of Trustees or the Executive Committee must specifically authorize exceptions.~~
4. ~~Five and one-half percent (5.5%) of newly established endowment earning assets, received prior to July 1 each year, will be paid out for operating purposes; thereafter, payout will increase by five and one-half percent (5.5%) per annum.~~

The Board of Trustees of the Educational Foundation, or the Executive Committee acting on its behalf, must specifically authorize exceptions to this policy.

The Committee next considered a resolution related to the Virginia College Building Authority's Pooled Bond Program. The 2002 Session the General Assembly authorized Old Dominion University to participate in the Authority's Pooled Bond Program to finance Phase 1 of the Housing Renovation Project. The Resolution is necessary for the University to participate in the first bond issuance planned for Fall, 2002 to finance \$2.7 million of this \$7.8 million project. Proceeds from these bonds would be used to perform major mechanical, electrical, plumbing, and structural improvements to Rogers Hall this coming summer.

The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was unanimously approved by all members present and voting. (*Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey*)

RESOLUTION OF
THE RECTOR AND BOARD OF VISITORS
OF OLD DOMINION UNIVERSITY

WHEREAS, there has been passed by the General Assembly of Virginia an act entitled "Commonwealth of Virginia Higher Educational Institutions Bond Act of 2002" (the "2002 Act") which has been or is expected to be signed by the Governor; and

WHEREAS, the 2002 Act may be repealed but the Project, as defined below, continues as an authorized project for bond financing through subsequent legislation (the 2002 Act and any such subsequent legislation, the "Act"); and

WHEREAS, pursuant to the Act, the Treasury Board of the Commonwealth of Virginia (the "Treasury Board") is authorized, by and with the consent of the Governor, to sell and issue bonds or bond anticipation notes of the Commonwealth of Virginia for the purpose of providing funds, with other available funds, for paying the cost of acquiring, constructing, renovating, enlarging, improving and equipping certain revenue-producing capital projects at certain institutions of higher learning of the Commonwealth and for paying issuance costs, reserve funds and other financing expenses (the "Financing Expenses"), all in accordance with the provisions of Section 9(c) of Article X of the Constitution of Virginia;

WHEREAS, such revenue-producing capital projects include a Housing Renovation Project, Phase I (Capital Outlay Project Number 16688) (the "Project") for Old Dominion University (the "Institution"); and

WHEREAS, the Treasury Board is proposing to sell and issue bonds or bond anticipation notes pursuant to the Act for such revenue-producing capital projects, in one or more series.

NOW, THEREFORE, BE IT RESOLVED BY THE RECTOR AND VISITORS OF OLD DOMINION UNIVERSITY:

Section 1. The Board of Visitors of the Institution (the "Board") requests the Treasury Board to sell and issue bonds or bond anticipation notes ("BAN's") in an aggregate principal amount not to exceed \$2,700,000 to finance all or a portion of the costs of the Project plus Financing Expenses (individually, the "Project Bonds" or "Project Notes", collectively, the "Project Borrowing"). The Project Borrowing will be identified by amount by the State Treasurer upon issuance of any bonds or BAN's.

Section 2. The Board (a) covenants to fix, revise, charge and collect a housing fee and other rates, fees and charges, for or in connection with the use, occupation and services of the Project and (b) pledges such rates, fees and charges remaining after payment of (i) the expenses of operating the Project and (ii) the expenses related to all other activities funded by the housing fee ("Net Revenues") to the payment of the principal of, premium, if any, and interest on the Project Borrowing. The Board further covenants that it will fix, revise, charge and collect such rates, fees and charges in such amounts so that Net Revenues will at all times be sufficient to pay, when due, the principal of, premium, if any, and interest on the Project Borrowing and on any other obligations secured by Net Revenues (such payments collectively the "Required Payments"). The Project Borrowing shall be secured on a parity with such other obligations so secured by Net Revenues (other than any obligations secured by a prior right in Net Revenues). Any Net Revenues pledged herein in excess of the Required Payments may be used by the Institution for any other lawful purpose.

Section 3. It is hereby found, determined and declared that, based upon responsible engineering and economic estimates and advice of appropriate officials of the Institution, as shown on the Financial Feasibility Study attached hereto as Exhibit A, the anticipated Net Revenues pledged herein will be sufficient to pay the Required Payments so long as the aggregate amount of net debt service on the Project Borrowing actually payable in any bond year does not exceed the amounts assumed in the Financial Feasibility Study.

Section 4. The Board covenants that the Institution will furnish the Treasury Board its general purpose financial statements, within 30 days of their issuance and receipt, audited by a firm of certified public accountants or the Auditor of Public Accounts which shall include a schedule of revenues and expenditures for auxiliary enterprise systems. If Net Revenues are insufficient to pay Required Payments during such period, the Institution shall provide evidence of a plan to generate Net Revenues sufficient to make Required Payments in the future.

Section 5. The Board covenants that so long as any of the Project Notes are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest payment date, an amount estimated by the State Treasurer to be due and payable on such date as interest on the Project Notes. The Board covenants that so long as any of the Project Bonds are outstanding, the Institution will pay to the State Treasurer, not less than 30 days before each interest or principal payment date, the amount certified by the State Treasurer to be due and payable on such date as principal of, premium, if any, and interest on the Project Bonds.

Section 6. The Board hereby approves and authorizes its Vice President for Administration and Finance to execute and deliver on behalf of the Institution the Payment Agreement presented to the meeting at which this resolution is adopted, to be completed with such changes as the officer of the Institution executing such Payment Agreement determines to be appropriate and in the best interest of the Institution.

Section 7. The Board covenants that the Institution will pay from time to time its proportionate share of all expenses incurred in connection with the sale and issuance of any series of bonds that includes Project Bonds or Project Notes and all expenses thereafter incurred in connection with the Bonds, including without limitation the expense of calculating any rebate to the United States of the earnings derived from the investment of gross proceeds of the Bonds, all as certified by the State Treasurer to the Institution.

Section 8. The Board covenants that the Institution will not take or omit to take any action the taking or omission of which will cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the "Code"), or otherwise cause interest on the Bonds to be includable in the gross income of the owners thereof for federal income tax purposes under existing laws. Without limiting the generality of the foregoing, the Institution will pay from time to time its proportional share of any rebate to the United States of the earnings derived from the investment of the gross proceeds of the Bonds.

Section 9. The Board covenants that the Institution will proceed with due diligence to undertake and complete the Project and that the Institution will spend all of the available proceeds derived from the sale of the Project Borrowing for costs associated with the Project and appropriated for the Project by the General Assembly.

Section 10. The Board covenants that the Institution will not permit the proceeds of the Project Borrowing to be used in any manner that would result in (a) 5% or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds being used with respect to any output facility within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any persons other than a governmental unit, as provided in Section 141(c) of the Code. The Institution need not comply with such covenants if the Institution obtains the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income of the owners thereof for federal income tax purposes.

Section 11. The Board covenants that for so long as any of the Bonds are outstanding the Institution will not enter into any operating lease, management contract or similar agreement with any person or entity, other than a state or local governmental unit, for all or any portion of the Project without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that entering into such agreement will not cause the interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 12. The Board covenants that for so long as any of the Bonds are outstanding, the Institution will not sell or dispose of any or any part of the Project without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such sale or disposition will not cause interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 13. The officers of the Institution are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the Bonds.

Section 14. The Board acknowledges that the Treasury Board will rely on the representations and covenants set forth herein in issuing the Bonds, that such covenants are critical to the security for the Bonds and the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes, that the Board will not repeal, revoke, rescind or amend any of such covenants without first obtaining the written approval of the Treasury Board, and that such covenants will be binding upon the Board so long as any of the Bonds are outstanding.

Section 15. This resolution shall take effect immediately.

The undersigned Secretary of the Board of Visitors of Old Dominion University does hereby certify that the foregoing is a true and correct copy of a resolution adopted at a meeting of the Board of Visitors of Old Dominion University duly convened and held on September 13, 2002, at which a quorum was present and voting, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of Old Dominion University the 13th day of September, 2002.

Secretary, Board of Visitors of Old Dominion University

Vice President Fenning and Deane Hennett, the University's Internal Audit Director, reviewed the proposed revisions to the Board's Policy on the Internal Audit Department that were shared with the Committee at its meeting in June. The revisions are suggested to incorporate recent changes made by the Board to its Bylaws concerning the University Auditor position and recent changes made in internal auditing standards by the Institute for Internal Audit. In June, the Committee voted to refer this proposed Board policy change to the Bylaws Review Committee with several suggested modifications related to a multi-year audit plan and more emphasis upon financial data versus just formal transactions. The Bylaws Review Committee has completed its review and endorses the proposed revisions after making a few minor editorial changes.

The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was unanimously approved by all members present and voting.

(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)

RESOLUTION TO APPROVE REVISIONS TO BOARD OF VISITORS
POLICY 1610: STATEMENT OF POLICIES OF THE
INTERNAL AUDIT DEPARTMENT

RESOLVED, that upon the recommendation of the Administration and Finance Committee, the Board of Visitors approves the revisions to the Statement of Policies of the Internal Audit Department, originally approved by the Board of Visitors on November 14, 1981, and revised on May 15, 1982 and April 5, 1990. The recommended changes are indicated in bold print.

Rationale: Board of Visitors Policy No. 1610 functions as the charter and general operations guide for the University's Internal Audit Department. It was originally approved in 1981, and was last updated in 1990. It is proposed that the Board update Policy No. 1610 to reflect: (1) recent changes made by the Board to its bylaws concerning the University Auditor position; (2) recent changes made in internal auditing standards by which the University Internal Audit Department abides; and (3) current operating procedures, relationships, responsibilities and mission.

NUMBER: 1610

TITLE: ~~Statement of Policies~~ **Charter** of the Internal Audit Department

APPROVED: November 14, 1981; Revised May 15, 1982; Revised April 5, 1990;
Revised September 13, 2002

~~The policies adopted herein will govern the activities of the Internal Audit Department of Old Dominion University.~~

Introduction

Old Dominion University supports Internal Audit, as defined by the Institute of Internal Auditors, as "an independent, objective assurance and consulting activity designed to add value and improve an organization's operations. It helps an organization accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes." This charter as adopted herein will serve as a guide for the activities of the Internal Audit Department at Old Dominion University. Internal auditing, as defined by the Institute of Internal Auditors, is an independent appraisal activity within an organization for the review of operations as a service to management. It is a managerial control which functions by measuring and evaluating the effectiveness of other controls.

~~The Internal Audit Department of Old Dominion University has prepared the statement of policies to serve as a guide in the performance of its duties. The statement of policies~~ **This charter** does not include, nor is it intended to include, all of the department's duties or responsibilities as they may exist from time to time.

~~The statement of policies~~ **This charter** will:

1. Provide a written record of formally approved policies of the Internal Audit Department;
2. Provide a basis for the evaluation of the performance of the Internal Audit Department by the management of the University and the Administration and Finance Committee of the Board of Visitors;
3. Serve as a basic document in the organization and administration of the Internal Audit Department.

Mission

Internal Audit was established to assist the Board of Visitors and management of Old Dominion University in providing the Commonwealth and the country with the best possible educational institution for the 21st century. As appropriate to accomplish this mission, Internal Audit will have a dual focus; (1) to provide an independent and objective appraisal of the University's financial, operational and information systems, and to evaluate the internal control environment; and (2) to work with management in a proactive and creative manner to ensure the development and provision of services and processes in the most efficient and effective manner.

Objectives

The underlying objectives for accomplishing the Internal Audit Department's mission include, but are not limited to, the following procedures:

~~The overall objective of the Internal Audit Department is to assist all members of the university's management and its Board of Visitors in the effective discharge of their responsibilities by providing them with objective analyses, appraisals, recommendations, and pertinent comments concerning activities reviewed.~~

~~The attainment of this overall objective of service to management should involve such activities as:~~

1. ~~Reviewing and appraising the soundness, adequacy, and applications of accounting, financial, and other operating controls, and promoting effective control at reasonable cost (the system of internal control);~~ **Evaluating financial and operating procedures for adequacy of internal controls and providing advice and guidance on control aspects of new policies, systems, processes and procedures;**

2. ~~Ascertaining the extent of~~ **compliance adherence**, by the University and its employees, ~~with~~ **to** established policies, plans, and procedures, **and compliance with state and federal laws and regulations;**
3. ~~Ascertaining the extent to which university assets are accounted for and safeguarded from losses of all kinds. (Discovery and prevention of fraud, embezzlement, theft, waste, etc.);~~ **Ensuring that proper safeguards are maintained to protect University assets from loss, and if necessary, verify their existence;**
4. ~~Ascertaining the reliability of financial data developed within the organization;~~ **Determining the propriety and accuracy of financial transactions and data;**
5. ~~Recommending operating improvements.~~ **Working with management to identify opportunities for process improvements, cost savings and revenue enhancements;**
6. **Evaluating the accuracy, security, effectiveness and efficiency of the University's information technology and processing systems;**
7. **Appraising the results of operations to ascertain the effectiveness and efficiency of organizations in accomplishing their missions, objectives and goals;**
8. **Assisting in the education and training of employees in University policies and procedures, as well as the need for and characteristics of good internal controls;**
9. **Assisting management in the deterrence of fraud and to investigate any instances of such activity discovered at the University; and**
10. Coordinating audit efforts with the Auditor of Public Accounts and other external auditors.

Standards for the Professional Practice of Internal Auditing

The Institute of Internal Auditors, Inc., an international organization dedicated solely to the advancement of the internal auditing profession, has adopted "Standards for the Professional Practice of Internal Auditing."

In the performance of its mission, the Internal Audit Department of Old Dominion University ~~recognizes the benefits of these standards and~~ hereby adopts the "Standards for the Professional Practice of Internal Auditing" as an integral part of the department's statement of policies.

Other Auditing Standards

The American Institute of Certified Public Accountants has promulgated Generally Accepted Auditing Standards (GAAS) through Statements of Auditing Standards, Industry Audit Guides, and other professional releases. ~~The Internal Audit Department endorses and adopts the use of GAAS.~~

~~Standards for Audit of Governmental Organizations, Programs, Activities, and Functions~~

The United States General Accounting Office recommends the "**Government Auditing Standards (the Yellow Book)** ~~Standards for Audit of Governmental Organizations, Programs, Activities, and Functions~~" for use by auditors who audit state organizations, programs, activities, and functions. **In the performance of its mission, the Internal Audit Department will reference these additional standards as appropriate.**

~~The Internal Audit Department recognizes the benefits of these standards and adopts the use of "Standards for Audit of Governmental Organizations, Programs, Activities, and Functions."~~

Reporting Responsibilities

The Internal Audit Department **is functionally accountable and reports to the Board of Visitors through the Administration and Finance Committee. The Department reports administratively to the President and works with the President** ~~shall report directly to the president~~ or through a designated representative for the purpose of the day-to-day direction needed by the department in the mediation of audit scope and scheduling, plus budgetary and personnel concerns.

The Internal Audit **Director** shall have direct access to the **President** and to the Administration and Finance Committee of the Board of Visitors in any instance where the ~~director of Internal Audit~~ **Director** believes that such access is needed to fulfill the stated objectives of the department.

The Internal Audit **Director** shall, at a minimum, meet in executive session, to the extent permitted by law, with the Administration and Finance Committee of the Board of Visitors ~~at least annually~~ **at each of the scheduled quarterly Board Meetings** ~~and meet with the president and the Administration and Finance Committee on a regularly scheduled basis~~ to discuss:

1. Audit reports issued;
2. Detailed audit plan for the forthcoming **fiscal** year and the areas of audit concerns for the subsequent two years;
3. Annual time summary;
4. Relationships between the Internal Audit Department and external auditors;
5. The propriety of any limitations on the scope of internal audits that may be imposed by University management.

As used herein, the term "external" shall refer to representatives of or the activities of the Auditor of Public Accounts for the Commonwealth of Virginia, individual certified public accountants (the "CPA") and auditors from organizations, governmental or commercial, outside the **University**.

Authority

To the extent permitted by law, the Internal Audit Department shall have **timely and** unrestricted access to all university activities, properties, personnel, and records which are relevant to **fulfillment of the department's mission to the University.** ~~the area under review.~~

It is understood that certain items of the university are confidential in nature and special arrangements will be made by the audit department when examining and reporting upon such items.

Independence

Programming

The Internal Audit Department shall be free from control or undue influence in the selection and application of audit techniques, procedures, and programs.

Reporting

The Internal Audit Department shall be free from control or undue influence in the determination of facts revealed by the examination or in the development of recommendations or opinions as a result of the examination.

Investigative

The Internal Audit Department shall be free from undue influence in the selection of areas, activities, personal relationships, and managerial policies to be examined. No legitimate source of information is to be closed to the auditor.

General

Objectivity is an essential element of independence. The independence of the department may be compromised if the internal auditor participated directly in the preparation or reconstruction of accounting systems, data, or records; thus members of the Internal Audit Department will be used only in an advisory capacity.

System Planning and Development

The Internal Audit Department will participate, in an advisory capacity, in the planning, development, implementation, and modification of major computer-based and manual systems to ensure that:

1. Adequate controls are incorporated in the system;
2. A thorough testing of the system is performed at appropriate stages;

3. System documentation is complete and accurate; and
4. The intended purpose and objective of the system implementation or modification has been met.

The internal auditor participating in such a review should ensure that the extent of participation does not affect independence, thus suggested audit trails or other controls will be transmitted through formal correspondence.

Responsibility for the Detection of Errors or Irregularities

The ~~internal auditor~~ **staff of the Internal Audit Department** have a professional responsibility to conduct reviews with an attitude of professional skepticism, recognizing that the application of internal auditing procedures may produce evidential matter indicating the possibility of errors or irregularities.

If the internal auditor ~~staff~~ believes that an error or irregularity may exist in an area under review or in any other area of the university, the **Internal Audit Director** shall be notified at once. The **Internal Audit Director** should consider the implications of such an error or irregularity and its disposition with the **President** and/or the **President's** designated representative. If the **Internal Audit Director** ~~internal auditor~~ believes that both of the individuals are directly involved, then the disclosure of potential errors or irregularities should be made directly to the chairman of the Administration and Finance Committee **of the Board of Visitors.**

The Internal Audit Department cannot be solely responsible for the detection and prevention of all errors and irregularities which may occur within the university. This is a responsibility shared by all members of the university management team.

Cooperation With External Auditors

The **Internal Audit Director** is responsible for coordinating the audit efforts of the Internal Audit Department with those of the Auditor of Public Accounts for the Commonwealth of Virginia and other external auditors that have business with the university. This coordination of audit efforts should be in the planning and definition of the scope of proposed audits so the work of auditing groups is complementary and will provide a comprehensive, cost-effective audit.

The Internal Audit Department shall assist the Administration and Finance Committee of the Board of Visitors in the evaluation of the external auditors' examination of the University.

Audit Plan

Each year, a proposed detailed audit plan **for the next fiscal year** and the areas of audit concerns for the subsequent two years will be submitted by the **Internal Audit Director** to ~~the President with a copy to~~ the Administration and Finance Committee. Upon approval of the plan by ~~the president~~

~~and the Administration and Finance Committee, the president will make a written request of the Internal Audit Director will to initiate audits pursuant to the plan.~~

A ~~small~~ block of time will be set aside for unexpected audits, **special request audits and consulting, and cases received from the Commonwealth's fraud, waste and abuse hotline. In excess of this, Otherwise,** any additions to the plan will require written documentation as to the need for such additions with final approval for the request being made by the **President and Committee.**

~~If the president is unavailable or unreasonably withholds approval to proceed with additional audit work, approval may be requested from the Administration and Finance Committee.~~ A copy of all approved revisions to the audit plan will be submitted to the **President and the Administration and Finance Committee.**

Audit Reports

At the conclusion of each audit, the department or activity audited will be provided an opportunity to respond in writing to the findings, conclusions, and recommendations of the Internal Audit Department. In addition, an exit conference will be held with the individual in charge of the department or activity under review. All findings, conclusions and recommendations will be discussed and any differences of opinion settled or so noted. A formal audit report will be prepared after the exit conference is held **and draft report reviewed.** This report will contain a summary of the function of the department or area, the objective of performing the audit, the audit methods used, detailed explanations of any ~~weaknesses~~ **issues** noted and recommendations for improvements thereon. A section of the audit report will include the department's response to the recommendations made by the Internal Audit Department.

This report will be discussed with the chief operational officer (vice president) responsible for the area under review prior to the issuance to the **President of the University.**

All **final** audit reports will be issued to the **President of the University, with a copyies to the Vice President of Administration and Finance, the Vice President of the area audited and the department head. Executive summaries of all final audit reports will be presented to the members of to the chair of the Administration and Finance Committee.** Further distribution will be at the discretion of the ~~president.~~ **Internal Audit Director.**

The Internal Audit Department will conduct a follow-up review on audit reports issued to ensure that all recommendations have been considered and acted upon. Distribution of this follow-up report will follow that of the original report.

Detection, Investigation and Reporting of Fraud

The Internal Audit Department shall be notified in all cases where the discovery of circumstances suggest a reasonable possibility that assets have, or are thought to have, been lost through defalcation or other security breaches in the financial, ~~and operating~~ **or information** systems. Upon such

notifications, the Internal Audit Director should ensure that the proper authorities within the department **and the University** have been notified of the potential loss. ~~and that departmental authorities~~ **The Internal Audit Director should work to ensure that the University** promptly notifies other state departments as required under Section ~~2.1-155.3~~ **30-138** of the Code of Virginia.

The Internal Audit Department will perform sufficient tests to identify the weaknesses in financial and operating procedures, both automated and manual, which permitted the loss and evaluate the impact the weaknesses have with respect to other activities of the institution. In addition, the Internal Audit Department will recommend improvements to correct the weaknesses and incorporate appropriate tests in future audits to disclose the existence of similar weaknesses in other areas of the institution.

Consulting Activities

As part of its mission, the Internal Audit Department will engage in evolving forms of value-added services which are consistent with the broad definition of internal auditing.

As such, the Department from time to time may be asked to perform a variety of non-standard audit services, such as advisory activities and consulting engagements, both of which may involve formal or informal advice, analysis or assessment. These services will be provided at the discretion of the Internal Audit Director where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.

Decisions to adapt or implement recommendations as a result of consulting activities should be made by management. It must be understood that consulting services cannot be rendered in a manner that masks information that, in the judgment of the Internal Audit Director, should be provided to the Board of Visitors and senior management. In the conduct of consulting activities, the Department will be guided by the IIA Code of Ethics and the Standards for the Professional Practice of Internal Auditing.

Personnel

The ultimate quality of the Internal Audit Department's performance is directly related to the quality of the people employed. The internal audit function should be directed by and staffed with qualified and competent individuals.

Minimum qualifications for each position with the audit function have been established; however, additional experience, training, specialized skills, as well as intelligence, adaptability, promotability, an inquiring mind, analytical ability, good business judgment, and an ability to communicate with individuals should be considered in the employment process.

The Internal Audit Director should report annually to the Administration and Finance Committee and the President and/or a designated representative as to the effectiveness of the present staff in fulfilling the stated objective of the Internal Audit Department.

Training

The university recognizes the need for members of the Internal Audit Department to "stay current" on accounting issues and auditing techniques in the university.

To fulfill this need, the Internal Audit Department will require each representative of the department to obtain at least forty (40) hours (1 week) of continuing education credits annually. (Training is subject to funding availability.)

Quality Assurance Review

Old Dominion University recognizes the benefits to be derived from a quality assurance review of the internal audit functions. The University may solicit assistance from the Auditor of Public Accounts to perform limited scope quality assurance evaluations of the internal audit function in conjunction with their annual examination of the university's financial statements.

A full scope quality assurance review of the University's internal audit function will be ~~requested from the State Internal Auditor's Office~~ **performed at least** once every ~~three~~ **five** years **in accordance with the Institute of Internal Auditors standards.**

The Committee next considered a resolution authorizing the President or Vice President for Administration and Finance to develop and execute the final terms of a support agreement between Old Dominion University and the Old Dominion University Real Estate Foundation supporting new student housing facilities to be constructed and owned by the Foundation and located in the University Village. The facilities will consist of approximately 960 beds and 52,000 square feet of ancillary ground floor office/retail space.

Julie Adie, the University's Director of Real Estate Development, briefly reviewed the proposed development and financing plans for this student housing project. The Support Agreement is required under the terms of a \$47 million letter of credit commitment from the Bank of America to the Foundation. Bank of America's letter of credit will serve as security for tax-exempt variable rate revenue bonds that will fund the construction and furnishing of the Project. The rating agencies look favorably on transactions secured by a letter of credit from an institution with Bank of America's credit rating and are expected to look favorably on the institution's support of the Project. A favorable rating from such agencies helps to insure the marketability of the bonds, as well as the lower interest costs that will result in lower housing costs for the Project's residents.

The terms of the Support Agreement are in final negotiation, but will be similar to the terms negotiated in similar transactions for privatized student housing, including a recent agreement between Virginia Commonwealth University and its Real Estate Foundation. The final terms will be consistent with the 2003 Appropriations Act, which specifically authorizes the University to support the Project through various agreements. Prior to

execution, the Support Agreement will be reviewed and approved by the University's General Counsel and counsel for the Foundation and the Bank of America.

The following resolution was brought forth as a recommendation of the Administration and Finance Committee and was unanimously approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

**RESOLUTION OF THE BOARD OF VISITORS OF
OLD DOMINION UNIVERSITY**

WHEREAS, the Board of Visitors of Old Dominion University (the "Board") is supportive and committed to the development of the University Village in accord with the Master Plan of the University Village ("Master Plan") and the Redevelopment Plan for the Hampton Boulevard Redevelopment Project ("Redevelopment Plan"); and

WHEREAS, the Board is supportive and committed to the development of needed student housing for the students of Old Dominion University ("University") by the Old Dominion University Real Estate Foundation ("Foundation") in the University Village; and

WHEREAS, the Foundation has obtained a credit facility commitment from Bank of America for up to \$47 million to support the sale of tax-exempt variable rate demand bonds ("Bonds") to finance the construction, equipping and furnishing of student housing facilities in the University Village, consisting of approximately 960 beds (407,000 square feet), as well as approximately 52,000 square feet of ancillary office/retail space ("Project"), and to be owned by the Foundation; and

WHEREAS, the Foundation has requested the approval of issuance of the Bonds from Norfolk Redevelopment and Housing Authority in an amount not to exceed \$47 million; and

WHEREAS, to enhance the marketability of the Bonds and yield lower interest costs and lower housing costs, the University is expected to enter into a support agreement with the Foundation ("Support Agreement"); and

WHEREAS, the plans for the Project and the form of the Support Agreement have been presented to this meeting of the Board of Visitors; and

WHEREAS, the General Assembly has authorized the University to entered into such a Support Agreement; and

WHEREAS, the Board desires to authorize and approve the general terms of the Support Agreement and to delegate to certain officers of the University the authority to approve the final terms and conditions of the Support Agreement;

THEREFORE, BE IT RESOLVED as follows:

1. The Board approves the Project and authorizes the President and the Vice President for Administration and Finance, either of whom may act, to approve or authorize the terms and conditions of the Support Agreement and any other agreement with the Foundation in relation to the Bonds and the Project. The officers of the University are authorized and directed to execute and deliver the Support Agreement and such other agreements to the Foundation and to assign the Support Agreement to Bank of America, N.A., a credit facility issuer with respect to the Bonds.
2. The appropriate officers and employees of the University, any of whom may act, are hereby authorized to take all such actions as may be necessary or convenient in connection with the planning, construction and financing of the Project. The appropriate officers of the University are hereby authorized and directed to approve, execute and deliver all certificates, documents, agreements and other instruments, as they may consider necessary or desirable in connection with the Project.
3. All other acts of the officers of the University that are in conformity with the purposes and intent of this resolution and in furtherance of the Project are hereby approved, ratified and confirmed.
4. The President or the Vice President for Administration and Finance shall report to the Board at its next meeting any material changes to the Support Agreement or the Project.

Mr. Douglas Higgons, General Manager of the Constant Convocation Center, briefed the Committee on the Center's pre-opening activities and introduced Rodney Reese, his Assistant General Manager. He reviewed the Center's operating and marketing philosophy and scheduling policies that give priority to the University's Athletic Program, Commencements and other University events, but will also feature a variety of community events. A Policy Group has been established by the President, and it will help guide the University through the development of policies and procedures governing the use of the new Center.

Mr. Higgons briefly reviewed the types of events planned for the first 30 days of the Center's opening, beginning with Founders' Day scheduled for October 25th. Mr. Reese discussed the operations of the Center as contained in its Operating Manual.

In his report, Vice President Fenning provided a brief update on the status of projects in the University Village and briefed the Board on opening fall semester activities and service enhancements made to improve the quality of student life.

The increased enrollments have translated to increased bookstore and dining sales, and the University Residence Facilities once again opened this year over capacity. As of August 30th,

all but 2 tripled rooms have been eliminated and 75 students are currently housed at the Clarion James Madison Hotel in downtown Norfolk. At the same time, dining options and formats continue to expand, and the addition of Sushi to the dining menu was a big hit. Parking capacity has also increased, with the addition of 1,640 new spaces to the parking inventory.

Next week, the new Technology Store will open in the North Mall. A Starbucks and Cybercafe will be completed and opened later this semester. Students will also be seen surfing the net on their laptops in Webb Center, now that it has gone “wireless.” The students and faculty in BAL will be able to buy Starbucks coffee as early as Monday, when its satellite location opens in the first floor lobby.

It is becoming more and more obvious that students are taking greater advantage of technology to simplify and streamline the registration, financial aid and payment processes. E-mail contacts have increased by 44% while telephone contacts have decreased by 17% in the Customer Services office. 83% of students registered via the Web, and the Registrar’s Office now notifies students of grades via the web and over the telephone. The University’s Banner administrative system has allowed the University to automate many of the administrative processes and the new Campus Portal, which the Committee will hear more about in December, will enhance this even further.

Over \$23 million in student financial aid was disbursed to over 6,200 students as of September 3rd, a 6.5% increase over the same time last year.

A number of maintenance projects were also completed to enhance the appearance and safety of the campus and the quality of its facilities.

At the conclusion of Vice President Fenning’s remarks, Rusty Waterfield, Acting Assistant Vice President for Computing and Communications Services, reported on new technology initiatives, including Classroom Central, Cable TV, the Monarch Techstore and the wireless network. Classroom Central, which was initiated prior to the fall semester last year, has resulted in increased satisfaction by the faculty in both the level of service and support received and the quality of the technology available in the classrooms.

Access to expanded Cable TV programming will be a new option for students in the residence halls at the beginning of the spring semester, with installation this fall and implementation in January. This service will be offered at a discounted cost to students and plans are being developed to include local programming to the students through this medium, for example, events from the Convocation Center.

The Monarch Techstore will provide low-cost customized technology solutions for students. This approach will also help to influence student technology purchases and will result in more standardized purchases and improved services. Online sales will be offered and faculty, staff and alumni may also order personal computers at the same discounted rates through the Techstore.

Not only has Webb Center become a “wireless” location for access to the Internet, but so has the Library, Kaufman Hall, Gornto, Education, and Constant Hall. This flexibility facilitates new areas of research and collaboration, and will translate to future applications for handheld and Internet-enabled devices.

Mr. Ron Tola, Assistant Vice President for Facilities, reported on the progress of the Convocation Center and parking deck in the University Village and the Magnetic Levitation Demonstration Project, the recent opening of the newly renovated Constant Hall, the beginning of construction of the Engineering and Computational Sciences Building, and provided a status report on Maintenance and Regulatory Compliance projects.

The Committee met with the Internal Auditor in closed session to review certain departments of the University. Following closed session, the committee reconvened in open session and no action was taken.

Following the report, the Rector asked about the value of the investment fund. The current value of the fund, as of the end of June, was \$72M. The funds have experienced only a 4% loss, which is not out of line. The Investment Committee also fired Navalier, which had consistently performed poorly. Mr. Batten also noted that the size of the Investment Committee has been reduced from 12 to 5 individuals.

CLOSED SESSION

The Rector recognized Vice Rector Graeber, who made the following motion: “Mr. Rector, I move that this meeting be recessed, and that we reconvene in Closed Session for the purpose of discussing a personnel matter, specifically, the evaluation and compensation of the President, as permitted by Subsection (A), Paragraph (1) of Section 2.2-3711 of the Code of Virginia.” The motion was seconded by Ms. Haddad and unanimously approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of the closed 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 closed session was convened were heard, discussed or considered. The certification of compliance vote was thirteen in favor and none opposed. *(Batten, Bouffard, Cheng, Croshaw, Graeber, Haddad, Hixon, Lechler, Maniyar, Russell, Stallings, Wagner, Woolsey)*

OTHER COMMITTEE REPORTS

PRESIDENTIAL EVALUATION AND COMPENSATION COMMITTEE

The Rector called on Mr. Lechler, Chairman of the Committee, for the presidential evaluation component of the report. Mr. Lechler reported that the Committee met four times and reviewed the President's performance. The Committee agreed that President Runte received very high scores from everyone on the Board.

The Rector then called on Committee member Mary Haddad for a report on the President's compensation. Ms. Haddad made the following motion, "Mr. Rector, in recognition of a year of exemplary performance by President Runte, I move that our Board provide a market adjustment increase to the President's base salary of \$25,000 and \$30,000 in deferred compensation, to be paid in accordance with the current employment contract between the Board and President Runte. The sums are to be paid from the maximum state funds available per the Appropriations Act approved April. 17, 2002, and then the Old Dominion Educational Foundation."

The Rector turned the chair to the Vice Rector so that he could comment on the motion. The Vice Rector opened the floor for discussion. The Rector made the following comments:

"This is a difficult situation the Board of Visitors faces, because we've got two competing powers or things in front of us. The first is the President, whom we all love dearly and we think has done an exemplary job. And the second is, as Vice President Fenning described this morning in his presentation, we've got potential blood all over the floor with budget cuts out of the General Assembly. As you all have heard, I did the back-of-the-envelope math, and that indicated that 80% of the University's budget is spent on personnel. Those personnel have not receive a raise this year; there was a 2.5% one-time bonus that they did get. For every million dollars that we have to save out of the University's budget, somewhere between 40 and 50 positions have got to be cut. In light of that, I think it is unconscionable for the Board of Visitors to pass out money to people at the top, when people at the bottom are facing, not only no raises, but also the potential loss of their jobs.

"Our President has just completed the first year of a 3-year employment agreement, and has done an absolute superb job. However, the salary at which she is operating - \$220,000 per year - is hardly a pittance. And that salary is the salary that she negotiated for the three years of her tenure. Were these different times, I would be greatly in favor of an increase. I don't know where her salary stacks up vis-a-vis other first-year presidents at comparable institutions. I know that it is below other presidents who are five years or so into their tenure at other Virginia state institutions. However, I think we're sending the wrong message, to the University community, to the faculty, to the students who were just hit with a tuition increase and a fee increase. And also, I think we need to be mindful of the donors. In essence, this money is coming from the Ed Foundation, and what we're telling them is, is that your money is going to be used to pay people at the top. I wish it were so, I wish we could do it, but I just don't think we can, and so therefore I intend to vote against it."

At the recognition of the Vice Rector, Dr. Russell made the following comments: “I respect the comments made by the Rector; however, I feel it is equally unconscionable for us not to give the President a raise. The President came in, and with all due respect, she did not negotiate a high salary, but I think we ought to be paying her based on her performance. If we want to just pick first-year presidents, we can go out and pick a weak, first-year president. Old Dominion University is a great university. We reward people in this country based on performance. The Board has agreed unanimously, including the Rector, that she has done a great job. The state does have severe financial problems, but I don’t think we should balance the state’s budget on the President’s income.

“I think by having a strong president, a good president, a president who is amply rewarded, is good for the University. Our president presently is not paid at the rate of other presidents, and people around this table would think she is performing better. But most of the presidents in like institutions are receiving more money. And I think the fact that she’s only been here for one year is inconsequential. She’s been a president before; she was chosen because she was an effective president, and I think we need to pay her based on her performance. I think the stability of Old Dominion rests in some measure on having good, stable leadership, and if we’re not careful, the President is going to be hiring people who work for her who make an equal amount of money. So I think that we should look at her individual performance, as each one of us wants to be rewarded according to our deeds and our performance. I think we should reward the President on the great job that we’ve all agreed that she has done during this first year at Old Dominion University.”

The Vice Rector next recognized Mr. Lechler, who made the following comments: “I would vote against what the Committee came up with. And, again, we’re all of the opinion that the President has done a great job during her probationary year. I am so concerned that a \$25,000-plus percent increase in her salary would make us look very, very poor to those people in higher authority in Richmond. It would bring her salary to more than the Governor’s by two times. And I just don’t think it’s the right time. I think there’s a time coming when funds are more easily available and things are loosened more, that we can reward her for the good job that she’s done.”

Mr. Maniyar was recognized by the Vice Rector, and he offered the following comments: “I would second Mr. Russell’s comments. I think we have two issues. Fundamentally, there’s a pay for performance issue, and that pay for performance issue, clearly when you compare Roseann’s performance relative to her peers and see what she’s making compared to her peers, there’s clearly an equity issue that we as a Board have to address if we want the best leadership for this institution. And, quite frankly, we want stable leadership, and so I second Bill’s comments in support of this proposal for Roseann.”

The Vice Rector recognized student representative Lauren Marsh, who made the following comments: “Obviously I am a student here and I do pay more tuition now because of the tuition increase. But I feel like President Runte has helped this University do a complete 180 in the student spirit and in everything that I’ve experienced this past year. She is just the light here. Portal to New Worlds is not only our motto, but it is what President Runte has done to this school. And, I’ve done a little back-of-the envelope-math myself and, after

having a conversation with her this week and learning a little bit more about her sleeping habits, she's making, with her \$220,000 a year, \$4.00 an hour. And that's saying that she gets six hours of sleep a night, which I know she doesn't. So I do support her receiving the raise, because I think she is amazing and she has worked so hard this year that she really does deserve that.”

Ms. Woolsey was recognized by the Vice Rector and she made the following comments, “I would just like to make one comment, because there was a reference in the Rector's comments about private foundation supporters, and I would hope that we would not leave here today thinking that the Foundation only supports the President's salary. And I want to make sure we understand that Foundation supporters should be given a signal that we intend to support our President so that she can be able to do more. And part of the major fund-raising effort will be to do more for our students. I think that's important for now. And I think I agree with Prabhav that tough times usually require the very highest skill, and if you can get it, it's worth every penny. So I would just like to reach out to our private foundation supporters and say that we feel that this is a good investment for their foundation.”

The Vice Rector called for the vote; whereupon the Board approved the resolution by a vote of 11 to 3. (*In favor: Batten, Croshaw, Haddad, Hixon, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey; Opposed: Bouffard, Kelley, Lechler; Abstained: Cheng, Graeber*)

BYLAWS REVIEW COMMITTEE

The Vice Rector called on Mr. Kelley for the report of the Bylaws Review Committee. Mr. Kelley commented that Dr. Hilgers, former Chair of the Bylaws Review Committee, reported to the Executive Committee on August 12 the results of Committee's meeting held on June. 25. Notice was sent of the proposed Bylaws revisions immediately following the August 12th meeting and within the required 30 days. This version is virtually the same as the version sent in May, except for the inclusion of “research” in the responsibilities of the Academic and Institutional Advancement Committees and modification to the section on the evaluation of the President that was prompted by concerns expressed by Ms. Woolsey at the meeting in June.

The only issue brought to the attention of the Committee as contentious is the Bylaws section that includes a provision for advisory representation to the Board, specifically faculty representation. Since there is continuing concern over this provision, the Committee recommends that approval of Section 3.05. of the Bylaws, Representation to the Board, be tabled until the December meeting. Related to Section 3.05 are proposed changes to Board Policies and Procedures 1102 (Communications With the Board) and 1104 (Board Representation), which the Committee also recommends tabling until December.

Tabling these proposed revisions to the Bylaws and policies will allow time for the Bylaws Committee to issue position papers to Board members and the administration on the issues that are in debate. These should be distributed by the end of September. Board members,

and the administration if it so desires, will be given one month in which to submit position papers on each numbered Policy and Procedure to which they take issue. These will be due by the end of October and will be distributed to the Board and administration. It is hoped that this process will allow a total airing of the issues by all concerned so that the Bylaws Review Committee and the Board can act in an informed manner. The Committee, however, does not wish to set a precedent for handling all future issues in the same manner, whether initiated by the Board or the administration, as this will unduly lengthen the process and detract from the effectiveness and efficiency of the committee system. The Committee recommends that this process be reserved only for those issues about which there is great concern voiced by a number of Board members or the administration that cannot be resolved in committee by both parties. Otherwise, committee recommendations should stand on their own merit.

Mr. Kelley therefore made a motion as a recommendation of the Bylaws Review Committee that revisions to Section 3.05 of the Bylaws and Policies and Procedures 1102 and 1104 be tabled until the December Board meeting. Dr. Russell noted his support of tabling the motion, and reiterated his objections to the provision for faculty representation. He commented that the current policy already allows for faculty input to the Board and does not need to be expanded and possibly usurp the President's authority. The motion was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

Mr. Kelley also made a motion as a recommendation of the Bylaws Review Committee to table until the December meeting new Policy and Procedure 1109, Board Recruitment, due to recommended changes received from the Department of Education after the last version was sent to Board members for review in late August, 2002. The motion was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

Mr. Kelley made a motion as a recommendation of the Bylaws Review Committee to approve new Policy and Procedure 1101, Board of Visitors Governance, which was unanimously endorsed by the Executive Committee. This policy provides for the attachment of sections of the *Code of Virginia* that pertain to the Board of Visitors. The motion was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

**RESOLUTION TO ADOPT BOARD OF VISITORS POLICY AND
PROCEDURE 1101: BOARD OF VISITORS GOVERNANCE**

RESOLVED, that upon the recommendation of the Bylaws Review Committee, the Board of Visitors approves the adoption of Policy and Procedure 1101: Board of Visitors Governance.

NUMBER: 1101

TITLE: Board of Visitors Governance

APPROVED: September 13, 2002

1. Board of Visitors Governance is predicated on specific sections of the *Code of Virginia* which serve as the Board Constitution upon which the Board of Visitors Bylaws are based. Applicable sections of the *Code of Virginia* are attached for reference. The Board shall delegate sufficient authority to the University President for the operation of the University, however, the Board's total authority, responsibilities, duties, and legal obligations set forth in the *Code of Virginia* cannot be delegated. Accordingly, service on the Board involves significant responsibility and commitment on the part of its members.
2. The Board of Visitors Policies and Procedures are derived from the Board Constitution, Bylaws, and relevant Commonwealth regulations. The Board Policies and Procedures shall be based on good practices such as may be identified by the *Final Report of the Governor's Blue Ribbon Commission on Higher Education*, the Association of Governing Boards of Universities and Colleges, the American Council of Trustees and Alumni, and the National Association of Governing Boards.
3. The Board of Visitors shall provide for regular reviews of Board Bylaws, Policies, and Procedures to ensure that they are current and that they permit and promote effective and efficient work by the Board and the University.

Code Provisions Applicable to Boards of Visitors

Code of Virginia, Section	Title
2.2-418 - 2.2-435	Lobbying Disclosure and Regulation Act
2.2-507	Legal Service in Civil Matters
2.2-2100 - 2.2-2106	State Authorities, Boards, Commissions, Councils, Foundations and Other Collegial Bodies
2.2-3100 - 2.2-3107	State and Local Government Conflict of Interests Act
2.2-3700 - 2.2-3714	Virginia Freedom of Information Act
2.2-3800 - 2.2-3809	Government Data Collection and Dissemination Practices Act
2.2-4300 - 2.2-4377	Virginia Public Procurement Act
23-1.01 - 23-2	Annual Reports Required of Boards of Visitors
23-3	Expenses of Visitors
23-3.1 - 23-4.4	Control and Disposition of Higher Education Property
23-9.2	Public Policy of Commonwealth in Respect to Endowment Funds of State-supported Institutions of Higher Education
23-9.2:3	Power of Governing Body of Educational Institution to Establish Rules and Regulations; Offenses Occurring on Property of Institution; State Direct Student Financial Assistance

By motion of Mr. Kelley, Section 5.03(b) was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

By motion of Mr. Kelley, Section 7.01(f) was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

By motion of Mr. Kelley, Section 9.02 was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

By motion of Mr. Kelley, Section 11.01 was approved by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

By motion of Mr. Kelley, the **current** Section 3.05 on Student Representation was repealed by all members present and voting. *(Batten, Bouffard, Cheng, Croshaw, Haddad, Hixon, Kelley, Lechler, Maniyar, Mugler, Pattison, Russell, Stallings, Wagner, Woolsey)*

PROPOSED BOARD OF VISITORS BYLAWS' REVISION

RESOLVED, that upon the recommendation of the Bylaws Review Committee, the Board of Visitors approves the following amendments to the Board of Visitors' Bylaws. Approved by the Board of Visitors at its meeting of December 14, 2001 [September 13, 2002]

BYLAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS

ARTICLE I Corporate Name and Governing Principles

§ 1.01. Corporate Name. The University is established by §§ 23-49.11. through 23-49.22., *Code of Virginia, 1950, Annotated* (hereafter referred to as the "*Code of Virginia*"), as a corporation consisting of the Board of Visitors of the Old Dominion University under the style of "Old Dominion University."

§ 1.02. Governing Body. The Board of Visitors is an executive branch supervisory board responsible for University operations including requests for appropriations as described by § 2.2-2100., *Code of Virginia*. As a public institution, Old Dominion University is accountable to Virginia's taxpayers through institutional direction from its active, informed, and engaged Board of Visitors.

§ 1.03. Status. The University is a public institution of the Commonwealth of Virginia governed by the applicable sections of the *Code of Virginia* and is, at all times, subject to the control of the General Assembly (§ 23-49.11.).

ARTICLE II

Power, Authority, and Duties

§ 2.01. Power, Authority and Duties. The authority of the Board of Visitors lies within the body of the Board, not in individual members regardless of their position. Individual members only have authority delegated by the Board. The Board of Visitors has the power to establish rules and regulations for the University as detailed in § 23-9.2:3., *Code of Virginia* and other powers, authority and duties as specified in §§ 23-49.11. through 23-49.22., *Code of Virginia*. The Board has corporate powers given to corporations by Title 13.1, *Code of Virginia*, except those limited to corporations created thereunder. The Board's power to conduct investigations into institutional management practices or the conduct of university officers and employees is set forth in § 2.2-2105., *Code of Virginia*. Other related powers, authority, and duties are found in §§ 23-1. through 23-4., *Code of Virginia* and the current annual edition of the General Assembly Appropriation Act.

§ 2.02. Role and Responsibilities. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§ 5.04. of these Bylaws) and oversight (§ 7.01. (f) of these Bylaws) of the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's formally adopted policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) University Budget. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall periodically review and approve the University's annual budget and work in conjunction with the President and his/her administration **that are** accountable for directing a process that seeks input from the Board early and often.

(e) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the education offered by the University including, but not limited to

considering, strategic planning, admission standards, graduation requirements, grading policies, use of technology in the classroom, and faculty structure, development, productivity, priorities, and incentives for outstanding teaching.

(f) Research Integrity. The Board is responsible for promoting and preserving excellence in basic and applied research conducted by an institution designated by the Carnegie Foundation as a Doctoral Research-Extensive University which is a key production and coordination force in technology development.

(g) Student Quality of Life. The Board is responsible for assuring the high quality of student life necessary to ensure that higher education achievement can take place in an environment conducive to a high level of learning.

(h) Affiliated Foundations. The Board is responsible for assuring that priorities for fund raising, research, athletics, real estate acquisition and disposal, and other affiliated foundation activities are consistent with the University's mission, priorities, and goals. While the Board recognizes the independent governance of these private activities, the Board is responsible for private resources contributed to the University for public purpose. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual (see Article IX of these Bylaws) and affiliation agreements.

(i) Audit Planning and Review. The Board is responsible for the selection of accountability measures, review of results, and determination of how effectively its policies have been implemented through the audit process; i.e., whether the University's allocation of resources is consistent with the Board's priorities and with the University's financial position.

(j) Fiscal Efficiency. The Board is ultimately responsible for assuring fiscal efficiency; i.e., the cost-effective operation of the University. As part of that responsibility and within the scope of its authority, the Board shall ensure that decisions regarding enrollment, tuition, and fees do not place a college education beyond the reach of the average Virginia citizen.

(k) Institutional Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institution's accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger **local, national, and international** community in partnerships to achieve University goals and objectives.

ARTICLE III Members

§ 3.01. Number, Term and Appointment. The number of the members of the Board of Visitors of Old Dominion University is as provided by law (§§ 23-49.14., *Code of Virginia*). Board members whose term of appointment ends on 30 June of any particular year shall continue to discharge their duties after their terms have expired until their successors have been appointed and qualified (§ 23-49.14. (d), *Code of Virginia*). Newly appointed members of the Board of Visitors

shall be considered appointed when the Governor announces their appointment and they have completed and filed the required oath of office and conflict of interest statement. Confirmation of members' qualification by the General Assembly is not required for them to perform their duties until such qualification is received.

§ 3.02. Vacancies. Vacancies on the Board are filled by the Governor, if his/her discretion so dictates, as prescribed by law (§ 23-49.15, *Code of Virginia*).

§ 3.03. Resignation. Any member of the Board of Visitors may resign at any time by providing notice to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

§ 3.04. Performance and Removal. Appointees accept the responsibility to be fully knowledgeable of the applicable sections of the *Code of Virginia*, these Bylaws, and the Board Policies and Procedures and to fully participate in Board of Visitors activities including, at a minimum, regular Board meetings, standing and special committee meetings, commencements, and Board retreats. Appointees also have the responsibility to attend as many University functions as possible. As provided by law, if any member of the Board of Visitors should fail to perform the duties of the office for one year, without sufficient cause shown to the Board, the Board shall, at its next meeting after the end of such year, cause the fact of such failure to be recorded in the Board minutes, and certify the same to the Governor; and the office of such member shall be then vacant (§ 23-49.16, *Code of Virginia*).

§ 3.05. Representation to the Board. Advisory representation to the Board is encouraged. Duly authorized representatives of the University's two primary constituencies (i.e., students and faculty) may speak on matters relevant to the agenda when requested by the Board and recognized by the Rector and be available to answer relevant questions posed by the Board. In addition to duly appointed Committee Advisors (§ 5.07. of these Bylaws), authorized representatives can be selected to attend Board committee meetings and speak when recognized by the Committee Chair. Authorization procedures for representatives are contained in the Board Policies and Procedures (see ARTICLE IX of these Bylaws) as are policies on communication with the Board. Advisory representatives, including the Student Representative authorized by § 23-9.2:5, *Code of Virginia*, act in a non-voting advisory capacity and are not deemed members of the Board.

[This section moved to Policies and Procedures 14 June 02, therefore, no longer required.]

~~§ 3.05.~~ Student Representation. Consistent with § 23-9.2:5., *Code of Virginia*, "Student Representatives to Boards of Visitors," the Board establishes the following principles and regulations relating to the appointment and service of a student representative to the Board:

(a) Status. The student shall be a non-voting, advisory representative to the Board and shall be excluded from any discussion of issues such as any recommendation or appeal concerning a specific faculty, staff, or administrative member's appointment, salary, promotion,

grievance, disciplinary or tenure status, held in a closed meeting or may be excluded from discussion of other closed meeting matters at the discretion of the Rector or Committee Chair.

(b) Term of Service. The term of service of the student Board representative shall be one year, beginning on 15 August of each year. The student Board representative may be reappointed for no more than one consecutive term in accordance with the procedures contained in subparagraphs (c) through (e) of this section.

(c) Eligibility. To be eligible to serve, a student must have successfully completed at least 15 semester hours of course work at Old Dominion and possess and maintain a cumulative grade point average of at least 3.0. He/she must be registered for at least six hours per semester during the regular academic year in which he/she serves.

(d) Appointment. The Board shall appoint the student representative from among at least three candidates provided by a selection committee consisting of the Vice President for Student Services, a student appointed by the Student Senate, and the Director of Student Activities and Leadership. The selection committee shall forward its nominees to the Board via the President.

(e) Application for Appointment and Selection. On 1 March of each year, the President or his/her designee will call for applications from students who wish to be considered for the student representative position. Applicants must submit a letter of application indicating why they wish to serve and the nature of their qualifications, a résumé, and three letters of recommendation. The selection committee shall interview the most outstanding candidates and recommend, via the President, at least three nominees to the Student Advancement Committee of the Board for its action at its regular Spring meeting. The Student Advancement Committee shall interview the finalists and make a recommendation to the entire Board for its action.

(f) Alternate Representatives. Recognizing possible changes that occasionally might occur in student status or eligibility, the Board shall appoint a first and second alternate student Board representative, in ranked order, in addition to the primary appointee.

(g) Removal. The Board may remove any student Board representative that it has appointed at any time by an affirmative vote of at least nine of its voting members. The remainder of the term shall be filled by one of the two alternate student Board representatives as recommended by the Student Advancement Committee and approved by the Board.

(h) Responsibilities. The Student Representative shall participate in all Board activities, including standing and special committees to which he/she may have been appointed consistent with § 3.05. (a), above. **[End of section placed in Policies and Procedures, # 1104.]**

§ 3.06. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti. They shall be entitled to receive copies of minutes of the regular Board meetings and be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors.

ARTICLE IV

Meetings

§ 4.01 Regular Meetings. Regular meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. Regular meetings scheduled annually in excess of the four published regular meetings shall be announced to Board members, University staff, and the public at least 30 **calendar** days prior to the day the regular meeting is to be convened to assure maximum participation, the three day statutory notification notwithstanding. At least 30 **calendar** days' advance notice, with special conditions attendant thereto, is required when the Board quorum meets at one location and additional members participate in the meeting through electronic means (§ 2.2-3708.C., *Code of Virginia*). The regular meeting during the month of June of each year shall be the annual meeting.

§ 4.02 Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting in accordance with § 2.2-3707., *Code of Virginia*.

§ 4.03 Emergency Meetings. Emergency meetings are special meetings and may be called by giving reasonable notice to all members and the public whenever in the judgement of the Rector, in consultation with the President, there is an emergency as defined by §2.2-3701., *Code of Virginia*. A quorum of five voting members shall be sufficient to transact any business with respect to said emergency, except declarations of fiscal exigency. Declarations of fiscal exigency only must be made by an affirmative vote of at least 12 voting members.

§ 4.04 Special and Emergency Meeting Notice. For special meetings under normal, non-emergency circumstances, seven days' notice shall be given of the date, time, place, and agenda of all non-electronic communication meetings, by the Secretary/Executive Secretary of the Board. Emergency meeting notice shall provided, as reasonably timely as possible under the circumstances, and be given contemporaneously to the public with the notice provided to Board members. Details regarding meeting notices are contained in § 2.2-3707., *Code of Virginia* and § 2.2-3708.C., *Code of Virginia* for electronic communication meetings.

§ 4.05 Quorum. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (§ 23-49.17. (b), *Code of Virginia*).

§ 4.06 Order of Business. The order of business at meetings is set forth in the Board Policy and Procedures, unless modified at the discretion of the Rector with the modification(s) approved by a majority of the voting Board members present. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 **calendar** days in advance of the meeting at which the issue is to be addressed or public comment accepted. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting. Supplementary agenda items

originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified and may be considered if confirmed by a majority of the voting members of the Board.

§ 4.07. Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules of Order Newly Revised*. Electronic communications meetings are subject to the provisions of §2.2-3708., *Code of Virginia*. The Board shall request the presence of the University's legal representative at all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of University officers, unless otherwise directed by the Attorney General. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; (2) or the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.

§ 4.08. Closed Meetings. Meetings, which include working and educational sessions and retreats or portions thereof, from which all persons are properly excluded except Board members and interested parties invited by the Board to attend are closed meetings. The conduct of closed meetings by the Board shall be governed by the provisions of the Freedom of Information Act found in Title 2.2, Chapter 37, *Code of Virginia*. Closed meetings cannot be conducted electronically. Closed meetings shall not be called to discuss Board officer selection or discuss matters related to individual Board members. Any resolution, ordinance, rule, contract, regulation, or motion discussed in a closed meeting shall not become effective unless the Board, following the closed meeting, reconvenes in open meeting, clearly identifies the substance of the action to be taken, and takes a vote of the membership on such resolution, motion, or other form of action (§ 2.2-3711.B., *Code of Virginia*). Closed meeting procedures to be followed and certification of proceedings are contained in § 2.2-3712., *Code of Virginia*.

§ 4.09. Voting Procedures. Votes on substantive matters shall be taken by roll-call vote, conducted by the Secretary, of all voting members supporting, opposing, or abstaining from the matter. Incidental or procedural motions (e.g., adjournment) may be carried or defeated by voice vote, however, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (§ 2.2-3708.D., *Code of Virginia*). No proxies, secret, or written ballots are authorized in any Board meeting (§ 2.2-3710., *Code of Virginia*). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes.

ARTICLE V Committees

§ 5.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of seven members of the Board, three of whom shall be the elected officers of the Board. The remaining members of the Executive Committee shall be the chairs of each standing committee of the Board. Vacancies, other than Board officers who must be elected, may be filled at any time by appointment of the Rector and confirmation by the Board. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall be a member of the executive committee to maintain the executive committee membership at seven members. A quorum of the Executive Committee shall consist of three Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee and count towards a quorum as directed by the Rector.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The full Board must be notified of all actions taken by the Executive Committee and all actions must be ratified by the Board at its next regular or a special meeting called for that purpose in emergency situations. The committee shall coordinate the policy development and the goals/objectives of all Board committees and shall recommend the means whereby the Board will assess its effectiveness in accordance with § 10.03 of these Bylaws. A complete record of all actions of the Executive Committee shall be maintained by the Secretary and shall be provided to each member of the Board within 15 working days after the Executive Committee meeting at which such actions were taken. All members of the Board shall be invited to attend Executive Committee meetings and all Board members in attendance at an Executive Committee meeting shall be entitled to vote. Meeting notices shall be provided as set forth in § 4.04 of these Bylaws.

§ 5.02. Standing Committees. In addition to the Executive Committee, the standing committees of the Board shall consist of the Academic **and Research** Advancement Committee, Institutional Advancement Committee, Administration and Finance Committee, and the Student Advancement Committee. The chairs and members of the four standing committees shall be appointed by the Rector, after consultation with the parties involved, and approved by the Board at the meeting at which the appointments are proposed by the Rector for terms of two years and shall serve until their successors have been duly appointed. All members subsequently may be reappointed from year to year. All Board members shall serve on two standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be filled in accordance with § 6.04 of these Bylaws and Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector and confirmation by the Board. A quorum of each of the standing committees shall consist of three voting Visitors who are committee members. The Rector and Vice Rector are deemed committee members for all purposes, including a quorum. The agenda for each regular Board meeting shall include a report by each committee, to the Board. Unless otherwise specifically provided by the Board, decisions/ recommendations of standing committees (except decisions by the Academic **and**

Research Advancement Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic and Research Advancement Committee. The **Academic and Research** Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education **and research** offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic **and research** initiatives, and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures, including tenured appointments, policies, and procedures; and on student recruitment and admissions criteria and policies. The **Academic and Research** Advancement Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. The Committee's decisions, on review of negative tenure decisions, shall be final. ~~The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.~~ **[Not required with new § 3.05.]**

(b) Institutional Advancement Committee. The Institutional Advancement Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to the University's government relations, fund raising, community (including military) and public relations, and alumni activities.

(c) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, audits, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose. This Committee also constitutes and serves as the Board's Audit Committee overseeing the internal audit function and receiving the annual audit report of the Auditor of Public Accounts. The Internal Auditor shall report to the Board through the Audit Committee (see § 8.01. of these Bylaws). The Audit Committee shall have direct access to external auditors to assess the auditors' performance, the scope of each audit, and the adequacy of the system of internal controls.

(d) Student Advancement Committee. The Student Advancement Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability. The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline, including matters related to the student honor system. The Committee shall consider issues concerning student organizations and their funding, extracurricular activities, and matters related to student government and appropriate student participation in University governance by all types of students. The Committee shall review athletic policy and programs, both intramural and intercollegiate, and shall make appropriate recommendations to the Board.

(e) Additional Responsibilities. Each standing committee shall periodically review Board Policies and Procedures in its areas of responsibility and recommend revisions as necessary. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval. In accordance with the preceding and after consulting with their respective committees and appropriate University officials, committee chairs shall present goals/objectives for the coming year at the Executive Committee meeting set by the Rector. Goals/objectives shall be initiatives consistent with the mission of each standing committee as set forth in subparagraphs (a) through (d) in this Bylaws section, and previously initiated goals and objectives of the University and the Board's Standing Committees.

§ 5.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officers positions. In even numbered years, at the regular Spring meeting of the Board preceding the annual meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be elected by the Board without undue influence by the Board officers or the University President. The Committee shall meet at the same meeting during which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Nominations. The Nominating Committee shall post a call for nominations for officers from the Board no later than one week following the Committee's first meeting. Nominations shall be submitted in writing to the committee chair and shall be due no later than ten days following the date of the call for nominations. Members of the Board may feel free to nominate themselves for an office to the chair of the Nominating Committee. Board members may be nominated regardless of time served or time remaining on the Board, except that Board members who are in their last year of service of a four-year term shall not be eligible for nomination. The nominee for Rector must have more than one year remaining on his/her term of appointment. The foregoing would not preclude a reappointed member being nominated from the floor as set forth below. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet at least fifteen days prior to the annual Board meeting to determine the nominations to be presented to the Board at the annual meeting. The recommendation of the nominating committee shall be distributed with the announcement of the annual meeting of the Board of Visitors in the even numbered year in which the election of officers is to be held. At the annual meeting, the nominating committee shall present one candidate for each office for election ~~at that meeting~~ **in accordance with § 6.01. of these Bylaws.** Nominations from the floor may be made prior to such election.

(c) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall resign from the committee immediately and the Rector shall immediately appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Board at a special meeting convened for that purpose.

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by § 6.04. Vacancies of these Bylaws.

§ 5.04. Presidential Search Committee. As necessary, but not later than the first regular meeting of the Board after the President expresses to the Board his/her intent to step down or leave the University or departs under other circumstances (e.g., prolonged illness or death), the Board shall elect a Presidential Search Committee of five or more Board members, along with two alternates, and may include no more than four non-Board members as non-voting members to that committee. The Committee, whose mission is to search for and select the best possible choices for a new president, shall meet at the same meeting at which it is created to elect its chair who must be a voting Board member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity with the provisions of the Freedom of Information Act and its exceptions.

(a) University Needs. The Presidential Search Committee shall consult with the Rector, the President, other members of the Board of Visitors, the faculty, the alumni and students, and the community about the needs of the University. The Board may secure the services of a search firm or consultant to assist in the search and selection. Should a search firm or consultant be hired, it shall work for the committee and it shall not be one that previously has been engaged by the Board for a Presidential search. The Board also shall immediately commission the conduct of an institutional review by a reputable agency or consultant who has not conducted such a review of the University in the past.

(b) Practices and Procedures. The Committee shall prepare a search budget and a range of compensation for the next president, both of which shall be approved by the Board early in the search process. The Board shall be kept informed of the Committee's progress and expenses incurred and anticipated at each regular Board and Executive Committee meetings by the committee chair. The search committee shall consider external and internal candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

(c) Committee Vacancies. In the event a member of the Presidential Search Committee cannot serve, he/she shall resign from the Committee immediately and the Rector shall promptly appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Board at the next regular Board meeting or, if necessary, at a special meeting convened for that purpose.

(d) Unexpected Vacancy in the President's Position. In case of an unplanned vacancy in the position of the President, the Board shall expeditiously designate an Acting President to serve until a President shall be appointed by the Board and installed in the office. The Board shall hold an emergency meeting and proceed with the preceding provisions of this section of the Bylaws. The Presidential Selection Committee shall be tasked to select expeditiously the best possible choice

for the Acting President following the procedures outlined in this section of the Bylaws. In the interim, the Provost and Vice President for Academic Affairs shall act as the University's Acting President.

§ 5.05. Special Committees. Special or *ad hoc* committees may be created at any time either by action of the Board of Visitors, or by written direction of the Rector with the approval of the Board. Special committees shall consist of no fewer than three members appointed by the Rector who shall appoint the chair, and fill vacancies in consultation with the Chair. The Rector shall also have the power to change the membership of special committees at any time with the concurrence of the chair and the Board, unless it is the chair who is to be removed. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Board at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Board. At the time the special committee is created, its mission shall be specifically established and articulated either by action of the Board or by written direction of the Rector with approval of the Board. The resolution of the Board or the direction of the Rector shall specify the time the special committee is to make its report to the Board.

§ 5.06. Subcommittees. Committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 5.07. Appointment of Non-Board Advisors to Committees. Non-Board members cannot be appointed to Board of Visitors committees without the Board approving each individually named proposed member. The advisors who are approved for membership shall serve under the same conditions as Board members, however, they shall serve in a non-voting, advisory capacity.

§ 5.08. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 5.09. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee may call meetings. Committee meetings shall be noticed in the same manner as Board meetings as set forth in § 4.04 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

§ 5.10. Removal. Standing and special committee chairs only may be removed by the Rector with prior approval of the Board with at least nine voting members voting in the affirmative for removal. Members or advisors may be removed from Board committees on the recommendation of the committee chair approved by a majority of committee members after an affirmative vote by a majority of Board members attending the meeting at which the recommendation is presented.

ARTICLE VI

Board Officers

§ 6.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be a Rector, a Vice Rector, and a Secretary. At the first regular meeting after July 1 of even numbered years, the Board shall elect its officers from its own body (§ 23-49.17. (b), *Code of Virginia*). Newly elected officers shall take office immediately following the close of the meeting at which elected and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for consecutive terms. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

§ 6.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least nine voting members of the Board of Visitors.

§ 6.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 6.04. Vacancies. Vacancies in any office shall be reported to the Board as soon as possible after notice is received. The vacancy shall be filled for the unexpired term by the Board of Visitors at the meeting during which the vacancy is first created or discovered by immediately electing a Nominating Committee as outlined in § 5.03. of these Bylaws and electing an officer or officers at the current, or special, or next regular meeting to fill vacancies. The election shall require an affirmative vote of at least nine voting members of the Board. In the temporary absence of all three officers, the Board shall elect one of its voting members to preside.

§ 6.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and, though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair, if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board (§ 2.2-2100., *Code of Virginia*). The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members (Board Policies and Procedures Manual).

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members with the approval of the Board, except members to the Nominating and Presidential Search Committees.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

(e) Board of Visitors Operating Budget. The Rector shall provide guidance to the Vice Rector and the Executive Secretary to the Board in the development of a budget for Board operations (§ 10.04. of these Bylaws) annually as required by the budgeting cycle.

§ 6.06. Vice Rector. The Vice Rector shall serve as *ex-officio* member of all standing committees of the Board, except the nominating committee, and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. The Vice Rector shall serve as Board parliamentarian. He/she shall be responsible for presenting Executive Committee reports at regular meetings and tracking and reporting unfinished business. The Vice Rector shall be responsible for formulating the Board of Visitors Operating Budget (see Bylaws § 10.04.) for presentation to the Board for approval at the Spring regular meeting and shall regularly ensure that the status of the Board Budget Account is reported at each regular and Executive Committee meeting.

§ 6.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector, and perform such other duties as are incident to the office (see Bylaws § 8.04. and Article IX) or as may from time to time be assigned by the Board. When directed by the Board, the Secretary shall take the minutes of closed meetings and be responsible for the security of draft minutes and audio recordings of closed meetings. The Secretary shall be responsible for ensuring that all Board of Visitors' reports required by the Commonwealth are submitted in a timely manner by the Rector.

§ 6.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Board for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

ARTICLE VII
University Administrative Officers

§ 7.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board and may be removed only by an affirmative vote of at least nine voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The President shall submit to the Board, in writing, an annual report on the condition of the University.

- (a) Responsibilities of the President include, but are not limited to:
- (1) Providing leadership in the development of the University's mission and programs;
 - (2) Providing leadership for the governance of the University's faculty, all other University employees, and students;
 - (3) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.
 - (4) Managing and personally participating in public and private fund-raising;
 - (5) Managing the University's facilities;
 - (6) Implementing the Policies and Procedures of the Board relating to University operations.
 - (7) Making recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;
 - (8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;
 - (9) Recommending to the Board a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;

- (10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;
- (11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;
- (14) To review, accept, modify, or reject recommendations of the campus governance bodies, or to cause such activities to be done, with respect to any matter concerning academic policy, programs, or procedures. To present to the Board all formal recommendations on such matters, ensuring that significant dissenting positions are reported. In turn, the President formally shall inform the faculty and other governance bodies of the Board's position in those areas where their interests and well-being are affected; and
- (15) Performing such other specific responsibilities as are required by the Policies and Procedures of the Board or by the laws and regulations of the Commonwealth of Virginia.

(b) As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Visitors, except in the selection and contracting of a new president. The President shall report to the Board for approval University budget changes of \$100,000 and over, organizational changes at the college level and above, and any actions taken outside of the University's mission affecting the commitment of University resources.

(c) The authority of the President to act on behalf of the University and the Board includes, but is not limited to, the authority:

- (1) To appoint and to reappoint all faculty and fix their salaries, subject to Board ratification;
- (2) To approve promotions in rank of faculty and to designate faculty to the honors of eminent professor or university professor;
- (3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on

faculty requests for Board review of negative tenure decisions or to make final decisions on severe faculty sanctions as set forth in the Board Policies and Procedures;

- (4) To recommend to the Board for approval the the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees and certificates (§ 23-49.19., *Code of Virginia*);
- (5) To approve the use of University facilities;
- (6) To approve the use of the University's name and visual identification;
- (7) To execute contracts, leases and other legal instruments;
- (8) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;
- (9) To accept gifts;
- (10) To write off uncollectible debts and to settle claims;
- (11) To make final decisions on student disciplinary matters;
- (12) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction (§ 23-49.18., *Code of Virginia*); and
- (13) To exercise such other authority as is provided by the Policies and Procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(d) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(e) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§ 2.02. (a) of these Bylaws). The President ~~shall be evaluated~~, in **an open or** closed meeting at the annual meeting of the Board, **shall submit his/her annual report on** ~~according to~~ objectives, specific and general, developed by the President and the Rector and agreed

to by the Board **for the past year. The Board shall subsequently evaluate the President's performance for the past year.** Objectives for each ensuing year shall also be presented at the annual meeting of the Board for approval. At least every three years or at any time deemed desirable by the Board, the President shall be evaluated with the assistance of an outside evaluator appointed by the Board. See § 10.02 of these Bylaws. Procedures for Presidential Evaluation are contained in the Board Policy and Procedures.

§ 7.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the Board of Visitors on the recommendation of the President in all cases and additionally by the Provost and Vice President for Academic Affairs for Deans and shall serve at the pleasure of the President. Prior to such appointment, the President shall consult with the Board of Visitors or its appointed committee regarding organizational positions and report on candidate profiles.

(b) Powers and Duties. Vice Presidents shall report directly and be responsible to the President. The Vice Presidents shall be responsible for the coordination, supervision and direction of those activities assigned by the President. Deans, as chief administrative officers of their respective colleges, are responsible to the Provost and Vice President for Academic Affairs for the operation and development of their college.

§ 7.03. Other University Officers. The University shall have such administrative officers as are appointed by the President with the approval of the Board. Such other administrative officers shall have duties and responsibilities as assigned to them by the President, and shall serve at the pleasure of the President.

ARTICLE VIII
Staff Personnel Supporting the Board

§ 8.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor is functionally accountable and reports to the Board, but is a University employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the review of University operations as a service to the Board and the President. The University Auditor shall report to the Board through the Administration and Finance Committee as directed by the Board and shall perform such specific duties and responsibilities incident to the office as are assigned by the Board or the President. The Board shall hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position, based on recommendations of the Administration and Finance Committee. The budget for and authorization of positions in the Office of the University Auditor shall be reviewed and recommended to the Board for approval via the Administration and Finance Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The University Auditor may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the University Auditor must be submitted to the President, the chair of the Administration and Finance Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector shall appoint a special committee from the Administration and Finance Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. The committee shall consist of no fewer than five members, at least three of whom must be voting members of the Board. Procedures to be followed for an executive search shall be similar to those contained in § 5.04. of these Bylaws, except that the President may be involved in the process and an external audit of the Office of the University Auditor shall replace the institutional review. Approval of a candidate requires the vote of at least nine voting members of the Board.

§ 8.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in § 2.2-507., *Code of Virginia*.

§ 8.03. Director of Equal Opportunity/Affirmative Action. The University Director of Equal Opportunity/Affirmative Action supports the Board of Visitors in assisting the University in its commitment to equal opportunity and affirmative action.

§ 8.04. Executive Secretary to the Board. The Executive Secretary to the Board is a university employee who shall be appointed by the Board and serves at the pleasure of the Board. The Executive Secretary to the Board manages the Office of the Board of Visitors, provides staff support to the Board and its Secretary, maintains the Board of Visitors Manual and the official records of the Board, has actual custody of the Seal of the University and may affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President with approval of the Board Secretary, ensures that the content of official regulations of the University contained in its publications corresponds with the content of Board established policies and procedures, manages funds allocated to the Office of the Board of Visitors in support of the responsibilities of the Vice Rector as contained in §§ 6.06. and 10.04 of these Bylaws, in conjunction with the Office of Institutional Advancement maintains contact with Visitors Emeriti as set forth in § 3.06. of these Bylaws, issues notices of meetings of the Board, Executive Committee, and other special committees in advance of each meeting, and performs such other duties and responsibilities incident to the Office of the Board of Visitors as may be assigned by the Board and the President or his/her designee relating to the incumbent's other duties in the University, if any. The Board shall appoint, annually evaluate in accordance with University policy, and dismiss the person serving in this position, with the advice and counsel of the President or his/her designee. The Board's and President's annual evaluations shall be mutually shared.

(a) Removal. Any decision by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The Executive Secretary to the Board may be removed only by assent of at least nine voting Board members. Any action by the Board to terminate the incumbent from the position of Executive Secretary to the Board shall not affect his/her other administrative responsibilities or staff positions within the institution.

(b) Resignation. A resignation by the Executive Secretary to the Board must be submitted to the President and the Rector. Board members shall be notified immediately by the Rector or the President.

(c) Vacancy. When there is a vacancy in this position, the Rector shall appoint a special committee to seek and recommend a person to fill the vacancy. The committee shall consist of no fewer than five members, three of whom must be voting members of the Board. Procedures to be followed shall be similar to those contained in § 5.04. of these Bylaws, except that an audit, internal or external as determined by the Board, of the Office of the Executive Secretary to the Board shall replace the institutional review. Approval of a candidate requires a vote of at least nine voting members of the Board.

ARTICLE IX

Board Policies and Procedures

§ 9.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. Heretofore, Board Policies and Procedures have been styled "Rules and Regulations." All Rules and Regulations of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 9.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least nine of the voting members of the Board **provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting**. Each member of the Board shall be provided a copy in manual form along with subsequent updates of the Board Policies and Procedures which shall be indexed so that Board members can find and use them expeditiously.

§ 9.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date be fixed by the Board.

§ 9.04. Publication of Policies and Procedures. The Board Secretary , assisted by the Executive Secretary to the Board, shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

ARTICLE X

Miscellaneous Provisions

§ 10.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by a three-fourths majority affirmative votes of all voting members present provided that no section shall be suspended unless at least nine members vote affirmatively therefore. Articles I, II, and III of these

Bylaws and other portions pertaining to the *Code of Virginia*, as referenced in the text, shall not be subject to suspension by the Board under any circumstances.

§10.02. Institutional Review. The Board shall commission an institutional review every six years. This review may serve as the evaluation of the president as set forth in §701. (f) of these Bylaws to preclude unnecessary duplication. The institutional review conducted in conjunction with the selection of a new president contained in § 5.04. (a) of these Bylaws shall restart the six year cycle of institutional reviews.

§10.03. Board Evaluation. The Board should conduct a self evaluation annually at a Board retreat. At least every three years, the Board should have a formal evaluation of its processes and procedures conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought from the University President, University Staff, Faculty, and Students along with the public at large.

§10.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector, in conjunction with the Executive Secretary to the Board, shall be responsible for formulating the Board of Visitors Base Budget for the coming year (see Bylaws § 6.06. and § 8.04.) predicated on guidance developed by the Rector grounded on past spending patterns and anticipated needs. The Board of Visitors Budget shall be developed during the University's budget formulation process and shall be presented by the Vice Rector to the Board at the Spring regular meeting for approval. The Vice Rector, based on reports prepared by the Executive Secretary to the Board, shall regularly report on the status of the Board Budget Account at each regular and Executive Committee meeting.

ARTICLE XI

Amendments and Procedural Irregularities

§ 11.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least 12 voting members of the Board of Visitors duly appointed provided that notice of the proposed amendment has been given **at least 30 calendar** days prior to the meeting.

§ 11.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President, however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Old Dominion University.

§ 11.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process and must pass by a majority vote of voting members all biennium budget requests submitted by the University to appropriate state agencies. The Board shall review

planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board prior to submission to appropriate state agencies.

§ 11.04 Ratification of *Ultra Vires Act*. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least nine voting members of the Board.

§ 11.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 14th day of December, 2001[**September 13, 2002**]. All former Bylaws of the Board of Visitors are hereby repealed.

Mr. Kelley stated that, in recognition of the work that Dr. Hilgers put into these Bylaws revisions and the expertise he has gained in the process, the Executive Committee had endorsed at its August 12th meeting a recommendation by the Bylaws Review Committee that Dr. Hilgers be appointed as a non-voting advisor to the Bylaws Review Committee, pursuant to Section 5.07 of the Bylaws. Whereupon, Mr. Kelley made a motion as a recommendation from the Bylaws Review Committee that the Board approve this appointment. Ms. Woolsey asked what the precedent was for an ongoing relationship with former Board members in such an advisory capacity. The Rector pointed out that the provision for such non-voting advisors to committees was approved by the Board at its meeting last December. Dr. Hilgers would not be a member, but would be an advisor called upon on an as-needed basis.

The Vice Rector called for the vote, whereupon the motion passed by a vote of 12 to 1. (*In favor: Batten, Bouffard, Cheng, Croshaw, Hixon, Kelley, Lechler, Maniyar, Mugler, Russell, Stallings, Wagner; Opposed: Woolsey*)

OLD/UNFINISHED BUSINESS

The Rector asked if there was any old or unfinished business to come before the Board. Mr. Batten thanked Mr. Kelley for the great job he's done as Rector. Mr. Kelley thanked Mr. Batten and congratulated him on his election as Old Dominion's next Rector.

NEW BUSINESS

The Rector asked if there was any new business to come before the Board. With no further business to be discussed, the meeting adjourned at 4:30 p.m.