

**BOARD OF VISITORS**  
**OLD DOMINION UNIVERSITY**  
**Thursday, 12 December 1996**

**MINUTES**

A meeting of the Board of Visitors of Old Dominion University was held on Thursday, 12 December 1996 at 3:00 p.m. in the Board Room of Webb University Center on the main campus. Present from the Board of Visitors were:

Anne B. Shumadine, Rector  
James F. Babcock  
Jo Ann Blair-Davis  
Joan D. Gifford  
Edward L. Hamm, Jr.  
Irvine B. Hill  
William M. Lechler  
Anthony C. Paige  
Gerald L. Parks  
Lawrie Falck Rollison  
Charles H. Rotert, Jr.  
Kenneth A. Samet  
Lois S. Williams

Absent were:

Charles R. Chandler  
Nancy P. Cheng  
J. Michael Pitchford  
Anne Marie Whittemore

Also present were:

James V. Koch, President  
John R. Broderick  
Dana D. Burnett  
Tiffany Capuano  
Stephen P. Daniel  
William A. Drewry  
Jo Ann M. Gora  
David F. Harnage  
Patrick B. Kelly  
Donna W. Meeks  
Philip Walzer  
F. Richard Whalen

## **CALL TO ORDER AND APPROVAL OF MINUTES OF THE REGULAR MEETING OF 19 SEPTEMBER 1996**

Rector Shumadine called the meeting to order and asked for approval of the minutes of the regular meeting held on 19 September 1996. Upon a motion duly made and seconded, the minutes were approved as distributed.

### **RECTOR'S REPORT**

The Rector announced that the visit to JTASC which had been planned for the afternoon was cancelled. She spoke with Tom Mastaglio and he will try to coordinate a visit to the Virginia Modeling and Simulation Center and JTASC at another time.

### **PRESIDENT'S REPORT**

Mrs. Shumadine called on President Koch for his report. President Koch reported that the Center for Innovative Technology, which recently began gathering data on the role of state colleges and universities in the creation of jobs for various companies, ranked Old Dominion University first among the state institutions. CIT has credited Old Dominion University with either creating or preserving eleven companies, encompassing almost 400 jobs, with the total level of economic activity being estimated at \$30 million annually. The University's activity at JTASC is but one example of being directly involved in economic development and job creation.

The President commented on the success of both the men's and women's basketball teams. So far, only one game has been lost between them and the Lady Monarchs are currently ranked sixth in the country. On December 17th, the Lady Monarchs will be hosting number-one ranked Stanford.

### **REPORTS OF STANDING COMMITTEES**

#### **ACADEMIC AFFAIRS COMMITTEE**

The Rector asked Mr. Hamm for the report of the Academic Affairs Committee. Mr. Hamm reported that, after approving the minutes of their meeting held on September 19th, the Committee recessed and reconvened in executive session to discuss two tenure recommendations. The following resolution, which was brought forth as a recommendation of the Academic Affairs Committee, was unanimously approved:

#### **TENURE RECOMMENDATIONS**

RESOLVED, that upon the recommendation of the Provost, the Academic Affairs Committee of the Board of Visitors recommends that the Board of Visitors approve the award of tenure to the following members of the faculty at Old Dominion University. The tenure would be effective with the Spring 1997 semester.

College of Arts and Letters

Dr. David Putney, Department of Philosophy and Religious Studies

College of Education

Dr. Ladd G. Colston, Department of Exercise Science, Physical Education and Recreation

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Provost Gora updated the Committee on the Restructuring Report which was submitted to SCHEV in October, highlighting faculty development, learner productivity and economic development initiatives. She noted that SCHEV has cited Old Dominion University as a leader in restructuring and credit has also been given to Old Dominion's Weekend College, TELETECHNET, the Career Advantage Program, and faculty and program evaluation procedures. She reported that SCHEV had approved the joint master's program in public health with Eastern Virginia Medical School and the new baccalaureate degree in biomedical engineering.

Provost Gora reviewed with the Committee the evolution of the general education program from 1976 to 1996, highlighting the proposal that is currently before the Faculty Senate for a revised General Education Program. Proposed revisions call for an increased emphasis in writing intensive courses, computer literacy, science and technology, and an understanding of an interdisciplinary approach to issues.

The Committee approved the resolutions on faculty, administrative, TELETECHNET site director appointments; the discontinuation of the B.A. program in French, German and Spanish, and the implementation of a B.A. in Foreign Languages program; and the establishment of an honors college. The following resolutions, which were brought forth as recommendations of the Academic Affairs Committee, were unanimously approved:

FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic Affairs 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>
Ms. Patricia D. Cox Instructor of Medical Laboratory Sciences (Tenure Track)	\$21,000	1/1/97	5 mos

Ms. Cox received a B.A. in Microbiology and a B.S. in Animal Science in 1980 from the University of New Hampshire, and an M.S. in Medical Microbiology in 1994 from the University of Georgia. She is currently working on a Ph.D. in Medical Microbiology at the University of Georgia. Her rank will be that of Assistant Professor if all requirements for the Ph.D. are completed by January 1, 1997. Since September 1991, Ms. Cox has been employed as a Research Associate at the College of Veterinary Medicine at the University of Georgia. She is a member of the American Society for Microbiology.

Dr. Ricardo Locarnini Research Assistant Professor of Oceanography	\$25,000	11/16/96	7 mos
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Dr. Locarnini received a B.S. in Oceanography in 1985 from the Instituto Tecnológico de Buenos Aires and an M.S. and Ph.D. in Oceanography, in 1991 and 1994 respectively, from Texas A&M University. Since 1995, he has been employed as a Senior Research Associate in the School of Environmental Sciences at the University of East Anglia, England. Dr. Locarnini is a member of the Oceanography Society, the American Geophysical Union and the Challenger Society for Marine Science.

Ms. Terri Mathews Instructor of Oceanography	\$20,000	8/16/96	10 mos
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Ms. Mathews received a B.S. in Geology in 1978 from The College of William and Mary and an M.S. in Geophysical Science in 1983 from Old Dominion University. From January to December 1993, Ms. Mathews was employed as an Instructor at Valencia Community College. Since August 1995, she has been employed as an Adjunct Instructor in the Department of Oceanography at Old Dominion University.

Mr. Christopher Spiel Instructor in the Governor's Magnet School for the Arts Designated as Designer/Technical Director	\$31,500	8/16/96	10 mos
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Mr. Spiel received an A.A. degree in 1976 from Mesa Community College, a B.F.A. in Theatre Arts in 1978 from Stephens College, and an M.F.A. in Drama in 1982 from the University of Arizona. Since 1995, he has been employed as a Visiting Assistant Professor, Lighting Designer and Technical Director, at the University of North Texas.

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APPOINTMENT OF TELETECHNET SITE DIRECTORS

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the following appointments as TELETECHNET Directors at the sites indicated:

Ms. Bonnie Gilliam (Southside Virginia Community College)

Ms. Gilliam received a B.S. in Business Administration in 1991 from Mary Baldwin College and an M.Ed. in College and Community Counseling in 1993 from Longwood College. Since October 1994, she has been employed as an Adjunct Faculty at Southside Virginia Community College. She has also been employed full-time as an Administrative Assistant to the President at Hampden Sydney College since October 1991.

Salary: \$29,651 for the period September 19, 1996 through June 30, 1997  
Rank: Site Director and Instructor

Ms. Stacy E. Stovall (Quantico)

Ms. Stovall received a B.S. in Communication Arts in 1989 from Georgia Southern University and an M.S. in Education in 1991 from the University of Georgia. Since August 1995, she has been employed as the Director of Enrollment Services, Center for Graduate and Continuing Education at Mary Washington College as well as Academic Advisor since August 1992. Ms. Stovall is a member of the Association for Continuing Higher Education and the National Association of Student Personnel Administrators.

Salary: \$35,000 for 12 months  
Rank: Site Director and Instructor

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APPOINTMENT OF THE EXECUTIVE DIRECTOR  
OF THE VIRGINIA MODELING AND SIMULATION CENTER

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Dr. Thomas W. Mastaglio as the Director of the Virginia Modeling and Simulation Center effective November 1, 1996.

Dr. Mastaglio received a B.S. from the U.S. Military Academy, is a graduate of the U.S. Army Command and Staff College, received a M.S. and a Ph.D. in Computer Science, in 1978 and 1990 respectively, from the University of Colorado. Since March 1995, he has been employed as a Senior Program Manager at Loral Federal Systems. Dr. Mastaglio is a member of the Association of Computing Machinery, the IEEE and Computer Society, and the American Association of Artificial Intelligence. He is the author or co-author of over 30 articles in technical and professional journals, conference proceedings and books in computer

information, cognitive, and system sciences, education, and training, as well as published articles and reviewed books for military periodicals.

Salary: \$70,000 for the period November 1, 1996 through June 30, 1997 based on an annual salary of \$105,000 for 12 months

Rank: Executive Director of the Virginia Modeling and Simulation Center and Assistant Professor

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APPOINTMENT OF THE ASSISTANT DIRECTOR FOR MILITARY EDUCATION

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Tamera Vickerson as the Assistant Director for Military Education effective November 1, 1996.

Ms. Vickerson received a B.A. in Psychology in 1983 from the State University of New York at Potsdam and an M.A. in Human Resources Development in 1984 from Webster University. She is currently working on a Ph.D. in Urban Services at Old Dominion University. From April 1996 through June 1996, Ms. Vickerson has been working on an internship at Old Dominion University's Office at Langley AFB. Prior to that she was employed from November 1995 to April 1996 as an Assistant Site Manager at MRC, Inc.

Salary: \$32,000 for 12 months

Rank: Assistant Director for Military Education and Instructor

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APPOINTMENT OF EXECUTIVE DIRECTOR OF  
THE EDUCATIONAL FOUNDATION, THE INTERCOLLEGIATE FOUNDATION,  
AND DIRECTOR OF THE CAPITAL CAMPAIGN

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Nancy P. Coberly as Executive Director of the Educational Foundation, Executive Director of the Intercollegiate Foundation, and Director of the Capital Campaign, effective January 1, 1997.

Ms. Coberly received a B.A. in Biology in 1978 from the University of Virginia. She is currently working on an M.B.A. at Old Dominion University. From 1992 to July 1996 Ms. Coberly was employed at DePaul Medical Foundation as President of the Foundation; responsible for all operations including board and donor relations, fiscal policies and portfolio management, fund raising programs, special events and administration of a capital campaign. Since July 1996, she has been serving as the Acting Executive Director of the

Educational Foundation and the Intercollegiate Foundation and the Director of the Capital Campaign at Old Dominion University.

Salary: \$90,000 for 12 months

Rank: Executive Director of the Educational Foundation, Executive Director of the Intercollegiate Foundation, Director of the Capital Campaign, and Assistant Instructor

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APPOINTMENT OF THE MARKETING CUSTOMER SERVICE ANALYST  
IN THE OFFICE OF ADMISSIONS

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Alice Souter as the Marketing Customer Service Analyst in the Office of Admissions effective November 16, 1996.

Ms. Souter received a B.S. in Math and Computer Science in 1986 from Simmons College. She is currently working on an M.S.Ed. in Educational Administration at Old Dominion University. Since January 1993, she has been employed at Old Dominion University as a Senior Programmer Analyst, managing the daily operation of the Computer Center's Help Desk facility.

Salary: \$37,431 for 11 months

Rank: Marketing Customer Service Analyst and Instructor

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APPOINTMENT OF ADMISSIONS COUNSELOR

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Grace Miranda as the Admissions Counselor effective October 23, 1996.

Ms. Miranda received a B.S. in communication in 1996 from Old Dominion University. From January 1996 to May 1996 she was employed as a Student Intern in the Athletic Public Relations Office at Old Dominion University. Ms. Miranda was also employed as a Teaching Assistant in the Department of Communication and Theatre Arts and as a Resident Assistant in the Office of Residence Life.

Salary: \$12,880 for the period October 23, 1996 through June 30, 1997 based on an annual salary of \$18,640 for 12 months

Rank: Admissions Counselor and Assistant Instructor

PROPOSALS TO DISCONTINUE THE B.A. PROGRAMS IN  
FRENCH, GERMAN, AND SPANISH AND IMPLEMENT A  
B.A. IN FOREIGN LANGUAGES

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the proposals to discontinue the B.A. programs in French, German and Spanish and implement a B.A. in Foreign Languages, effective Fall 1997. A copy of the program proposal for the B.A. in Foreign Languages is contained in the Academic Affairs Committee agenda.

Rationale:

The B.A. programs in French, German, and Spanish are being merged into a single B.A. in Foreign Languages degree. This will assure that the language degree programs will have sufficient productivity to meet the minimum standards for productivity established by the Council of Higher Education.

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ESTABLISHMENT OF AN HONORS COLLEGE

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the establishment of an Honors College with the title of "Dean" given to the head of this college, effective Spring 1997. A copy of the proposal is contained in the Academic Affairs Committee agenda.

Rationale: The rationale for establishing an Honors College is to increase the visibility and marketability of the Honors Program. Giving the head of the newly formed Honors College the title of "Dean" would add prestige and distinction to the college and set the tone as to its regard and importance in the university community.

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Mr. Hamm reported that faculty from the College of Health Sciences provided a multimedia presentation to the Committee, highlighting community outreach and teaching and research activities of faculty from the Department of Medical Library Sciences and Environmental Health. Five projects were highlighted, each one illustrating the role that the department plays in the community.

ADMINISTRATION AND FINANCE COMMITTEE

Mrs. Shumadine asked Ms. Gifford for the report of the Administration and Finance Committee. Ms. Gifford reported that Vice President Harnage explained the Commonwealth's Pooled Bond Program. Participation in the pooled bond program will enable the University to obtain capital project funding for such important projects as the

TELETECHNET building, the Virginia Beach Higher Education Center, parking facilities, and the Convocation Center. The following resolution, which was brought forth as a recommendation of the Administration and Finance Committee, was unanimously approved:

COMMONWEALTH OF VIRGINIA POOLED BOND PROGRAM  
FINANCING RESOLUTION

WHEREAS, pursuant to Chapter 3.2, Title 23 of the Code of Virginia of 1950, as amended (the "Act"), the General Assembly of Virginia has authorized the Virginia College Building Authority (the "Authority") to develop a pooled bond program (the "Program") to purchase bonds and other debt instruments issued by public institutions of higher education (the "Institutions") in the Commonwealth of Virginia (the "Commonwealth") to finance or refinance the construction of projects of capital improvement specifically included in a bill passed by a majority of those elected to each house of the General Assembly of Virginia (the "Projects");

WHEREAS, the Authority intends to issue from time to time under the Program its Educational Facilities Revenue Bonds (Pooled Bond Program) (the "Bonds") to finance the purchase of bonds and other debt instruments issued by the Institutions to finance or refinance the Projects, all in the furtherance of the purposes of the Act and the Program;

WHEREAS, if Old Dominion University (the "Institution") wishes to finance or refinance a Project through the Program, it will be necessary for the Institution to enter into a Loan Agreement (a "Loan Agreement") between the Authority and the Institution pursuant to which the Authority will agree to issue its Bonds to provide funds to purchase the Loan Agreement and Institution will agree to use the proceeds received from the Authority to finance or refinance the construction of the Project and to make payments in sums sufficient to pay, among other administrative and arbitrage rebate payments, the principal of, premium, if any, and interest due on that portion of the Bonds issued to purchase the Loan Agreement;

WHEREAS, in order to finance or refinance a portion of the Virginia Beach Campus (the "First Project") the Institution proposes to sell to the Authority its Loan Agreement (the "First Loan Agreement");

WHEREAS, there has been presented to the Board of Visitors of the Institution (the "Board") a proposed form of the First Loan Agreement;

WHEREAS, it is the desire of the Board to approve the participation by the Institution in the Program and the execution and delivery of the First Loan Agreement on terms and conditions substantially in accordance with the form presented to the Board and, similarly, to authorize officers of the Institution to execute and deliver in the name of and on behalf of the Institution, the First Loan Agreement and any and all documents necessary to effectuate the Program with the Authority and to facilitate the purchase of the Loan Agreement by the Authority; and

WHEREAS, it is the desire of the Board to approve the further participation by the Institution in the Program and to authorize the execution and delivery of such other Loan Agreements on terms

and conditions substantially similar to the First Loan Agreement and to similarly authorize certain officers of the Institution to execute and deliver in the name of and on behalf of the Institution, all Loan Agreements and any and all future documents necessary to effectuate the Program with the Authority and to facilitate the purchase of the Loan Agreements by the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF VISITORS OF THE INSTITUTION:

Section 1. The participation of the Institution in the Program is hereby approved and the First Loan Agreement in substantially the form presented to the Board is approved.

Section 2. The President of the Institution and the Vice President of Administration and Finance of the Institution, or either of them, are hereby delegated and invested with full power and authority to execute and deliver, on behalf of the Board, (a) the First Loan Agreement in substantially the form submitted to the Board with such changes, insertions or omissions as may be approved by the President or the Vice President of Administration and Finance, whose approval shall be evidenced conclusively by the execution and delivery of the First Loan Agreement and (b) any and all other documents, instruments or certificates as may be deemed necessary to consummate the Program, the construction of the First Project and the Institution's participation in the Program and to further carry out the purposes and intent of this Resolution.

Section 3. The President of the Institution and the Vice President of Administration and Finance of the Institution, or either of them, are hereby delegated and invested with full power and authority to execute and deliver, on behalf of the Board, (a) such future Loan Agreements in substantially the form of the First Loan Agreement with such changes, insertions or omissions as may be approved by the President or the Vice President of Administration and Finance, whose approval shall be evidenced exclusively by the execution and delivery of the future Loan Agreement and (b) any and all other documents, instruments or certificates as may be deemed necessary in the future to consummate the Program, the construction of the Projects and the Institution's participation in the Program and to further carry out the purposes and intent of this Resolution in the future, it being the intent of the Board that no further action on behalf of the Board shall be necessary to empower the President and the Vice President of Administration and Finance of the Institution, or either of them, to execute and deliver such future Loan Agreements and other documents as may be deemed necessary in order for the Institution to participate in the Program in the future.

Section 4. The authorizations given above as to the execution and delivery of the First Loan Agreement are subject to the following parameters: (a) that the principal amount to be paid under the First Loan Agreement shall not be greater than the amount authorized for the First Project by the General Assembly of Virginia, including any adjustments permitted by law, (b) that the interest rate payable under the First Loan Agreement shall not exceed a "true" or "Canadian" interest cost more than fifty basis points higher than the interest rate for "AA" rated securities with comparable maturities, as reported by Delphis-Hanover, or another comparable service or index, taking into account original issue discount or premium, if any, (c) that the weighted average maturity of the principal payments due under the First Loan Agreement shall not be in excess of twenty (20) years, (d) that the last principal payment date under the First Loan Agreement shall not extend beyond the period of the reasonable expected economic life of the First Project, and (e) that the

financing of the First Project and the terms and provisions of the First Loan Agreement will comply with the Alternative Construction and Financing Guidelines issued by the Commonwealth's Secretary of Finance.

Section 5. The authorizations given above as to the execution and delivery of any future Loan Agreements are subject to the following parameters: (a) that the principal amount to be paid under such Loan Agreements shall not be greater than the amount authorized for the Projects by the General Assembly of Virginia, including any adjustments permitted by law, (b) that the interest rate payable under such Loan Agreements shall not exceed a "true" or "Canadian" interest cost more than fifty basis points higher than the interest rate for "AA" rated securities with comparable maturities, as reported by Delphis-Hanover, or another comparable service or index, taking into account original issue discount or premium, if any, (c) that the weighted average maturity of the principal payments due under such Loan Agreements shall not be in excess of twenty (20) years, (d) that the last principal payment date under such Loan Agreements shall not extend beyond the period of the reasonably expected economic life of the Projects being financed, and (e) that the financing of the Projects and the terms and provisions of such Loan Agreements will comply with the Alternative Construction and Financing Guidelines issued by the Commonwealth's Secretary of Finance.

Section 6. The Board acknowledges, on behalf of the Institution, that if the Institution fails to make any payments due under any Loan Agreement, including the First Loan Agreement, the Program authorizes the State Comptroller to charge against the appropriations available to the Institution all future payments of principal of and interest on that Loan Agreement when due and payable and to make such payments to the Authority or its designee, as the holder of the Loan Agreement, so as to ensure that no future deficit will occur on such Loan Agreement.

Section 7. The Board agrees that if the Authority determines that the Institution is an "obligated person" under Rule 15c2-12 of the Securities and Exchange Commission with respect to any issue of Bonds, the Institution will enter into a continuing disclosure undertaking in form and substance satisfactory to the Authority and the Institution and will comply with the provisions and disclosure obligations contained therein.

Section 8. This resolution shall take effect immediately upon its adoption.

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Ms. Gifford reported that Vice President Harnage, in response to a request from Mr. Rotert, provided a comparative analysis of the percentage of the University's total E&G expenditures on instruction as compared to other Virginia doctoral institutions for the fiscal year 1996. He also briefed the Committee on the 1997-98 Commonwealth budget process, and concluded with a report on current and future parking needs.

Cathy Austin, the University's Controller, presented the University's 1995-96 unaudited financial statements. She reported that, as of June 30, 1996, the University's assets were valued at \$260,231,539 and total liabilities were valued at \$51,183,981. The University's fund balance totaled \$209,047,558, including the fiscal year 1996 contribution of \$12,161,565. She reported that for the year 1996 the state appropriations made up 24.5% of

the total revenues. This compares with 25.8% in fiscal year 1995. Ms. Austin concluded her report by discussing the usage of current funds. 33.5% of the University's total budget was allocated to instruction, as compared to 33.2% for fiscal year 1995.

Following a review of the standing reports, the Committee reconvened in executive session. At the conclusion of executive session, the Committee reconvened in open session, at which time it voted to accept the resignation of the University Auditor, and approved the restructuring of the auditor's position.

Some discussion was held as to whether it was necessary for the full Board to also approve these actions. Mr. Lechler stated that he would prefer that the full Board take action on these issues since the University Auditor reports to the full Board, and made a motion that the Board accept the resignation of the University Auditor and approve the restructuring of the University Auditor position. The motion was seconded and unanimously approved.

### **INSTITUTIONAL ADVANCEMENT COMMITTEE**

The Rector called on Mr. Hill for the report of the Institutional Advancement Committee. Mr. Hill reported that Bruce Bradley, chairman of the Annual Fund, updated the Committee on the current status of the Campaign. The Campaign has reached 126% of its 1996 goal, raising \$1,770,168.

Steven Winter, 1980 graduate and president-elect of the Alumni Association, discussed previous and upcoming alumni activities. He reported that the Alumni Association is moving ahead with plans for an interest survey involving approximately 2,000 alumni. The Association is sponsoring an evening at The Nutcracker on December 14th and has sold more than 500 tickets. He reviewed the Alumni Association's program successes over the past three months.

Nancy Coberly, Capital Campaign Director, provided an update on the progress of the Capital Campaign. She reported that, as of December 6th, the Campaign has raised \$21,277,105 or 96.7% of the lead and advance goal of \$22 million. She introduced Harvey Lindsay, Chairman of the Major Gifts Committee, who discussed his own pledge as well as his role in the campaign. President Koch explained that members of Mr. Lindsay's family have each made a commitment of \$200,000, for a total gift of \$1 million to be used to purchase a new oceanographic research vessel.

Acting Vice President Broderick discussed a number of commercial and marketing initiatives developed by his office since the last board meeting. A fall issue of *Alumnews* featured an inside color photograph spread designed to highlight the many positive physical changes occurring on campus. A seminar and luncheon was held for faculty to assist them in writing commentary and opinion pieces for national media. Editors from *The Baltimore Sun* and *The Virginian-Pilot* led the program that attracted more than 35 faculty members.

Charles Roddy, Assistant Vice President for Institutional Advancement, reviewed the alumni program plan for the remainder of 1996-97. Four themes involving partnership, visibility, and volunteer service were consistent through his presentation.

Victoria Burke, Director of Publications, and Karen Smallets, Graphic Design Manager of University Publications, discussed the results generated from student focus groups convened to generate feedback about current enrollment practices. Karla Johnson, Assistant to the Vice President for Institutional Advancement, provided an overview of the University's licensing program and presented information on royalty revenues generated during the year.

### **STUDENT AFFAIRS COMMITTEE**

Mrs. Shumadine called on Mr. Rotert for the report of the Student Affairs Committee. Mr. Rotert reported that the Committee had requested at its last meeting to meet with some students who achieved success in school after initially facing problems. Today the Committee met with several students who had either entered the University in a high risk category, or who had ended their freshman year on probation. The Committee was briefed on the support services available to assist these students. The students reported that they had either began their academic careers in unsuitable majors or had not been prepared for the rigors of academic life. They subsequently have turned their performance around and have been academically successful.

In talking with the students, among the problems identified were the freedom to make their own decisions once they entered college versus the structured existence that they may have had in high school and at home, a lost feeling because of the size of the University, and the large class sizes. Another prevalent theme was the lack of participation in extracurricular activities, and consequently not feeling a part of the University.

The students were asked if there was anything they thought that the University could have done differently to help them at the time, and they were unanimous in saying that they could not think of anything else that the University could have done, and that it was a matter of taking personal responsibility for their own actions. The counseling and support received from the University helped realize their responsibilities and ultimately saved their academic careers.

The Committee received a report on student financial aid. More than \$70 million in student aid will be processed through the University's Office of Financial Aid this year to more than 9,000 students. The meeting concluded with a report from Athletic Director Jim Jarrett on the student athletic advisory committee, which is the part of the university-level governance process for the intercollegiate athletic program.

Mr. Hamm added that one of the dorm counselors at the meeting mentioned the possibility of a second-chance policy for students who return to the University. President Koch commented that he has had discussions with the Chair of the Faculty Senate about the desire of some of the faculty to initiate a policy whereby students who fail a course may repeat it

and be allowed to substitute the failing grade with the new grade. This issue needs to be studied in more detail.

## **BYLAWS REVISIONS**

The Rector indicated that at the last meeting the Board was presented with some proposed revisions to the Bylaws for consideration at this meeting. She called on Ms. Blair-Davis, chair of the Bylaws Revisions Committee, to summarize those proposed changes. Ms. Blair-Davis provided a brief summary and referred the board members to the minutes from the previous meeting for a more detailed summary.

Upon a motion duly made and seconded, the following resolution was unanimously approved:

### **RESOLUTION TO AMEND THE BYLAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS**

RESOLVED, that the Board of Visitors approves the amendments to the Bylaws as shown below, with revisions redlined and stricken.

#### **OLD DOMINION UNIVERSITY Board of Visitors Bylaws**

#### **1. Corporate Name and Governing Body**

1.01. Corporate Name. The University was established by Chapter 69 of the Acts of Assembly of 1962, now codified at Sections 23-49.11, et seq., 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 University shall be governed by the Board of Visitors and shall at all times be under the control of the General Assembly of the Commonwealth of Virginia.

#### **2. The Board of Visitors**

2.01. Power and Authority. As provided by law, the Board of Visitors has the power to accept, execute, and administer trusts in which it may have an interest according to the terms of the instruments creating the trusts, the power to receive, hold, and enjoy every gift, grant, devise or bequest made to the University or its governing board and to use the same for the uses and purposes designated by the donor, if the donors should so designate, or otherwise for the general purposes of the University, the power, subject to the approval of the Governor, to lease, sell, and convey any and all real estate acquired by gift, devise, or purchase, and all the corporate powers given to corporations by Title 13.1 of the Code of Virginia, except those limited to corporations created thereunder. The Board of Visitors has the power to control and to expend the funds of the University and any appropriation made to it, the power to make all rules and regulations concerning the University, the

power to appoint a President who shall be the University's chief executive officer and to appoint all of the University's faculty, staff, and agents and fix their salaries, the power to fix tuition, fees, and necessary charges for University students, the power to confer degrees, and all other powers necessary to direct the affairs of the University consistent with applicable statutory provisions and general laws of the State. (§§ 23-49.11 et seq. of the Code of Virginia).

2.02. Number, Term and Appointment. The number of the members of the Board of Visitors of Old Dominion University is as provided by law. The members are duly appointed and qualified as provided by law. Members are appointed for terms of four years. No member shall be eligible to serve for or during more than two successive four year terms. (See §§ 23-49.14, 23-49.15, 23-49.16 of the Code of Virginia).

2.03. Vacancies. A vacancy on the Board, occurring otherwise than by the expiration of a term, is filled by the Governor, if his discretion so dictates, as prescribed by law. (§23-49.15 of the Code of Virginia.)

2.04. Resignation or Removal. Any member of the Board of Visitors may resign at any time by giving to the Governor and the Rector written notice of the member's intention to resign. 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.

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 of the Code of Virginia).

2.05. Meetings

(a) 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. The regular meeting during the month of June of each year shall be deemed to be the annual meeting.

(b) Special Meetings. Special meetings of the Board may be called by the Rector, or, in his absence or disability, by the Vice Rector, or by any three Visitors at such dates, times and places as may be specified in the call for the meetings.

(c) Notice. At least three days' notice in writing shall be given of the time and place of all meetings, by the Secretary. Notice given by telegram, or by facsimile transmission, shall be deemed to be notice in writing. A waiver of notice of a meeting in writing signed by any Visitor, whether before or after the time stated therein, shall be equivalent to the receipt of proper notice; and a Visitor who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless he attends for the express purpose of objecting because the meeting is not lawfully called or convened.

(d) Quorum. Five members of the Board of Visitors serving at any time shall constitute a quorum.

(e) Order of Business. The order of business at meetings, unless modified at the discretion of the Rector, shall be:

Meeting Convenes  
Motion for Executive Session, if any  
Reconvene in Open Session  
Approval of Minutes of Previous Meeting  
Rector's Report  
President's Report  
Reports of Standing Committees  
Reports of Invited Representatives, if any  
Call for New Business  
Adjournment

(f) Conduct of Business. All meetings shall be conducted in accordance with Robert's Rules of Order, Revised. **The Rector shall appoint a parliamentarian who shall advise the Rector on Rules of Order.**

### 3. Committees

3.01. Executive Committee. ~~(Amended 4/11/91)~~ The Executive Committee shall consist of seven (7) 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, **who shall be appointed by the Rector as soon after the annual meeting as is practicable**~~The members of the Executive Committee shall be appointed at the annual meeting of the Board~~ and shall serve until their successors have been duly appointed. Vacancies may be filled at any time by appointment of the Rector. **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. A quorum of the Executive Committee shall consist of three Visitors who are committee members.

(b) Powers and Rights. 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 when the Board is not in session. 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 one month after such actions are 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.

3.02. Standing Committees. (~~Amended 4/11/91; Amended 9/19/91; Amended 6/23/94~~) In addition to the Executive Committee, the standing committees of the Board shall consist of the Academic Affairs Committee, Institutional Advancement Committee, Administration and Finance Committee, and the Student Affairs Committee. The **chairs and** members of the four standing committees shall be appointed by the Rector for terms of one year and shall serve until their successors have been duly appointed. Members may be reappointed from year to year.

A quorum of each of the standing committees shall consist of three Visitors who are committee members. The Rector **and Vice Rector are** deemed ~~a~~-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, actions of standing committees (except the Executive Committee **and decisions by the Academic Affairs Committee on review of negative tenure decisions**) must be ratified and approved by the Board of Visitors.

(a) Academic Affairs Committee. The Academic Affairs Committee is responsible for making recommendations to the Board on the academic mission, purpose, plans, 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 Affairs 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.**

(b) Institutional Advancement Committee. The Institutional Advancement Committee is responsible for making recommendations to the Board on matters and policies pertaining to University fundraising and public relations.

(c) Administration and Finance Committee. The Administration and Finance 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.

(d) Student Affairs Committee. The Student Affairs 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.

Each standing committee shall **periodically**~~annually~~ 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.

3.03. Special Committees. Special or ad hoc committees may be ~~created~~**constituted** at any time either by action of the Board of Visitors or by written direction of the Rector. Special committees shall consist of no fewer than three members appointed by the Rector who shall appoint the chairman and fill vacancies. The Rector shall also have the power to change the membership of special committees at any time. Special committees will have a life of no more than two years unless renewed for a specified period by action of either the Board or the Rector. 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. 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.

3.04. Nominating Committee. In even numbered years, at the regular meeting of the Board next preceding the annual meeting of the Board, a nominating committee of three members shall be elected by the Board. The committee shall meet immediately to elect its chairman. The nominating committee shall solicit the recommendations of the other members of the Board of Visitors. The recommendation of the nominating committee shall be distributed with the announcement of the ~~annual regular June~~ meeting of the Board of Visitors in the year in which the election of officers is to be held. At the ~~annual meeting regular meeting in June~~, the nominating committee shall present one candidate for each office for election at that meeting. Nominations from the floor may be made prior to such election. **In the event a member of the nominating committee 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 replacement.**

#### 4. Officers

##### 4.01. Officers Elected from the Board

(a) Officers. The officers of the University to be elected from the members of the Board of Visitors shall be a Rector, a Vice Rector, and a Secretary.

(b) Election. In even numbered years, the Board of Visitors shall, at the annual meeting of the Board, elect **all of** its officers who 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 and qualified. Officers may not hold the same office for consecutive terms.

(c) Eligibility. **Any Board member whose term expires during the year of nominations shall not be eligible for election as an officer of the Board.**

4.02. Removal. Any elected officer may be removed, either with or without cause, by vote of a majority of the Board of Visitors at any meeting thereof.

4.03. 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.

4.04. Vacancies. A vacancy in any office may be filled by the Board of Visitors at its next regular meeting.

4.05. Rector. The Rector shall serve as the presiding officer and designated representative of the Board. The Rector shall preside at all meetings of the Board and its Executive Committee, serve as ex-officio member of all standing committees of the Board, except the nominating committee, appoint all standing and ad hoc committee members, except members to the nominating committee, determine, in consultation with the President, business to be brought before meetings of the Board, act as the Board's spokesman, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

4.06. 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.

4.07. Secretary. The Secretary shall **take or supervise the taking of** ~~keep~~ the minutes of the meetings of the Board and the Executive Committee, have **constructive** custody of all books and records of the Board, **supervise the issuance of** ~~issue~~ 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, 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 or as may from time to time be assigned by the Board.

4.08. 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.

## 5. Administrative Officers of the University

5.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board. 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 to the Board and the community in the development of the University's mission and programs;
- (2) Supervising the University's faculty and all other University employees;

- (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.
- (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 spokesman and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University;
- (13) Informing the Board of actions taken by the President, as appropriate, and of the development of critical or controversial issues;
- (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 shall inform the faculty 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) The President is hereby designated as an official spokesman and representative of the University. 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.

(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 sanctions including dismissal for cause and/or dismissal for financial reasons;
- (4) To approve 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;
- (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 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; 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 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 regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President.

- (i) The President shall be informally evaluated, in executive session, at the annual meeting of the Board, according to objectives, specific and general, developed by the President and the Rector. Objectives for each ensuing year will also be presented at the annual meeting of the Board.
- (ii) The President shall be formally evaluated by the Board at least every four years or at any time deemed desirable by the Board. The evaluation may be conducted by an outside evaluator who will be appointed by the Board.

5.02. Vice Presidents

(a) Appointment. Vice Presidents of the University shall be appointed by the President, with the approval of the Board, 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.

(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.

5.03. 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.

## 6. University Staff Personnel Appointed by the Board

6.01. University Auditor. The University Auditor is appointed by the Board of Visitors and is the internal auditor for the University. The University Auditor 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 or its designated 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. As a classified University employee, the University Auditor is subject to University and Commonwealth policies dealing with classified employees.

6.02. General Counsel. The General Counsel is appointed by the Board of Visitors and the Attorney General and serves at the pleasure of both. The General Counsel is the University's primary legal counsel and provides legal representation to the University in all matters subject to the direction and authority of the Attorney General, who, as provided by law, is the chief legal counsel for the University. The General Counsel shall regularly review the Board's Policies and Procedures to assure that same are in compliance with applicable laws and regulations and shall recommend necessary changes to the appropriate standing committee of the Board. The General Counsel shall have such other duties and responsibilities incident to the office as may be assigned by the Board or the President.

## 7. Board Policies and Procedures

7.01. 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.

7.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board or its Executive Committee, when the Board is not in session.

7.03. 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.

7.04. Publication of Policies and Procedures. The Secretary of the Board shall **supervise the maintenance of** ~~keep~~ all Policies and Procedures ~~on file~~ and may **direct the publication of** ~~publish~~ all or any part of same from time to time.

## 8. Amendments and Procedural Irregularities

8.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by two-thirds vote of the Visitors duly elected and installed provided that notice of the proposed amendment has been given thirty (30) days prior to the meeting.

8.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is subsequently altered by Acts of the General Assembly of the Commonwealth of Virginia which serves to effect these Bylaws, those portions of the Bylaws which are not effected by such legislation shall remain in full force and effect until and unless otherwise altered or repealed.

8.03. Ratification of Ultra Vires Act. No action taken in violation of these Bylaws shall be effective unless and until ratified and confirmed in accordance with these Bylaws.

8.04. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_. All former Bylaws of the Board of Visitors are hereby repealed.

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### **MOTION FOR EXECUTIVE SESSION**

The Rector recognized Reverend Paige, who made the following motion: "Madam Rector, I move that this meeting be recessed, and that we reconvene in Executive Session for the purpose of discussing personnel matters, specifically, the evaluation of the president and the executive officers of the University and the evaluation of personnel in the University's Audit Department; to discuss a student disciplinary matter, specifically, a possible false claim of Student Conduct Code violation; and to discuss legal matters within the jurisdiction of the Board, specifically Whitehurst v. Old Dominion University, et. al, as permitted by Subsection (A), Paragraphs (1), (2) and (7) of Section 2.1-344 of the Code of Virginia.

### **RECONVENE IN EXECUTIVE SESSION AND FOIA CERTIFICATION**

At the conclusion of executive session, the meeting reconvened in open session, at which time the Rector called for the Freedom of Information Act certification of compliance that (1) only public business matters lawfully exempted from the open meeting requirements under the Freedom of Information Act were discussed and (2) only such public business matters as were identified in the motion by which the executive session was convened were heard, discussed or considered. The certification of compliance vote was thirteen (13) in favor and none (0) opposed.

### **CALL FOR NEW BUSINESS AND ADJOURNMENT**

The Rector asked if there was any new business to come before the Board. Hearing none, the meeting was adjourned.