

**BOARD OF VISITORS**  
**OLD DOMINION UNIVERSITY**  
**Thursday, 4 December 1997**

**MINUTES**

A meeting of the Board of Visitors of Old Dominion University was held on Thursday, 4 December, 1997 at 3:00 p.m. in the Board Room of Webb University Center on campus. Present from the Board of Visitors were:

James F. Babcock, Rector  
Jo Ann Blair-Davis  
Nancy P. Cheng  
Joan D. Gifford  
Mary Haddad  
Edward L. Hamm, Jr.  
Irvine B. Hill  
Barry M. Kornblau  
William M. Lechler  
Anthony C. Paige  
Gerald L. Parks  
Charles H. Rotert, Jr.  
William E. Russell  
Kenneth A. Samet  
Lois S. Williams

Absent were:

Patricia W. Perry  
Lawrie Falck Rollison

Also present were:

James V. Koch, President  
James Adams  
Matthew Bowers  
John R. Broderick  
Dana D. Burnett  
Nancy Coberly  
Stephen P. Daniel  
William A. Drewry  
Jo Ann M. Gora  
David F. Harnage  
Donna W. Meeks  
Cecelia T. Tucker

## **CALL TO ORDER AND APPROVAL OF MINUTES OF REGULAR MEETING OF 18 SEPTEMBER 1997**

The Rector called the meeting to order and asked for approval of the minutes of the regular meeting of 18 September 1997. Upon a motion duly made and seconded, the minutes were unanimously approved as distributed.

### **RECTOR'S REPORT**

Mr. Babcock reported that he and Dr. Williams attended the Boards of Visitors conference sponsored by the State Council of Higher Education. Some of the issues discussed will be discussed in more detail at the retreat on January 6th. He encouraged everyone to attend the retreat, during which the Board will address major issues in higher education with the help of facilitators and board accountability issues. He suggested that in preparation for the retreat, board members review the restructuring document included in the Academic Affairs Committee materials as well as the policies entitled "The Mission of the University" and "Major Goals of the University" contained in the Board Manual.

Mr. Babcock announced that it is his intent to hold meetings of the Executive Committee on a more frequent basis. These meetings will allow the Board to address issues of importance in greater detail. He reminded the Board that all board members are invited and encouraged to attend these meetings.

The Rector reminded board members to make their pledges to the Annual Fund so that by December 31st there will be 100% participation by the Board of Visitors.

### **PRESIDENT'S REPORT**

The Rector called on President Koch for his report. President Koch announced that the University has received the largest contract in its history from the Department of Defense for more than \$12 million to follow up on the activities at the Virginia Modeling Analysis and Simulation Center. He also recognized and congratulated Mr. Hill who was cited by the FBI Director's Community Leadership Program for his service to the community.

The President provided details on the upcoming retreat, which will be held on Tuesday, 6 January from 10:00 a.m. to 4:00 p.m. at the Chrysler Museum. Facilitators will be John Padgett, SCHEV vice chairman and a local attorney, and Milton Greenberg, retired Provost from American University. The retreat will conclude with a tour of the museum.

President Koch invited board members to participate in the meeting of the Business Higher Education Council, which is being hosted by the University on 16 December at 9:00 a.m.. The meeting is being co-sponsored by the public university and college presidents and the business and community leaders, and will be chaired by Josh Darden. The purpose of the meeting is to garner support for higher education in the General Assembly and to collectively decide what it is that higher education ought to be doing for the community.

On 19 December, the Governor will submit his biennial budget recommendations to the General Assembly. President Koch indicated that he will keep board members apprised of budget issues as they develop.

The President announced that the Lady Monarchs field hockey team finished the season second in the country, and the Lady Monarch basketball team is undefeated and ranked either 2nd or 4th nationally, depending on the poll. He reminded board members to let him know if they want tickets to the basketball games and the Bill Cosby performance on May 8th.

## **REPORTS OF STANDING COMMITTEES**

### **ACADEMIC AFFAIRS COMMITTEE**

The Rector called on Mr. Hamm for the report of the Academic Affairs Committee. Mr. Hamm reported that the Committee considered the award of an honorary degree in executive session. The following resolution was brought forth as a recommendation from the Academic Affairs Committee and was unanimously approved:

#### **HONORARY DEGREE**

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the award of the honorary degree of Doctor of Letters (Litt.D.) to George Holbert Tucker, journalist, historian and author. A summary of his career follows.

#### **GEORGE HOLBERT TUCKER**

George Holbert Tucker was born in Norfolk on September 14, 1909. After graduating from Maury High School in 1928, he became the Norfolk supervisor for the Federal Archives Project under the Works Progress Administration.

Tucker's first book, Abstracts from Norfolk City Marriage Bonds and Other Genealogical Data, was published in 1934 after considerable genealogical research in the archives of the Norfolk Corporation Court. At the beginning of World War II, he enlisted in the U.S. Navy and was honorably discharged as a first class aviation storekeeper.

In 1947, Tucker began writing carefully researched articles on various phases of local and Virginia history for The Virginian-Pilot. He became a regular reporter for the Pilot in 1956 and filled a much needed gap with his knowledge of Virginia history. From 1956 until two years after his retirement in 1975, he wrote a popular weekly column called "Tidewater Landfalls." He published three books during this time period: Tidewater Landfalls, a collection of his newspaper columns on local and Virginia history; Norfolk Highlights 1584-1881, a history of Norfolk commissioned by the Norfolk Historical Society; and More Tidewater Landfalls: Days Beyond Recall Recollected, a further collection of his newspaper columns.

Having had a long time interest in Jane Austen, the English novelist, Tucker stopped writing the Landfalls column in order to visit England and concentrate on a biography of Jane Austen. His first book on Austen, A Goodly Heritage: A History of Jane Austen's Family, was published in 1983, and his second, Jane Austen the Woman: Some Biographical Insights, was published in the United States and in England in 1994. Both books received flattering critical notices. Tucker recently gave the opening address at the annual meeting of the Jane Austen Society of North America where he was publicly recognized as one of the top authorities on Jane Austen in this country.

Other books published by Tucker are Virginia Supernatural Tales: Ghosts, Witches and Eerie Doings (1977), Cavalier Saints and Sinners: Virginia History Through a Keyhole (1990), and Bedlam Without Bars: A Fanciful Dixie Peep Show (1991). He is currently working on his tenth book, to be called Virginia Humor: Rich, Rare and Racy.

In 1985, Tucker was asked by The Virginian-Pilot to resume writing a Virginia history column. He still writes this column and has contributed over 500 columns to the Commentary Section of the paper. On his 87th birthday, Tucker was recognized by the Mayor of Norfolk for his contributions to the city and the region through his unique talent for informing the public of our history and heritage in an entertaining fashion. In April 1997, he was honored by Tom Moss, Speaker of the House of Delegates, who presented him with an Assembly resolution recognizing his career as a researcher, historian, and biographer.

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The Provost reviewed with the Committee the University's 1997 restructuring report submitted to the State Council for Higher Education. The report responded to issues identified by SCHEV and outlines specific restructuring initiatives and commitments undertaken by Old Dominion University with regards to distance learning, workforce training, post-tenure review and strategic planning.

The Committee received information on the successful ABET reaccreditation in the College of Engineering and Technology; the selection of nominees for SCHEV outstanding faculty awards; introduction of minors in Latin American studies, Japanese studies and gerontology; Weekend College enrollment and a policy to provide credit for experimental living.

The following resolutions were brought forth as recommendations from the Academic Affairs Committee and 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. Karen Karlowicz Lecturer of Nursing	\$40,000	8/10/97	10.5 mos

Ms. Karlowicz received an M.S. in Nursing from Catholic University of America in 1989 and a B.S. from Johns Hopkins University in 1986. She has been an adjunct faculty member in the School of Nursing at Old Dominion University since 1992.

Ms. Jacquelyn A. Kavanaugh Visiting Assistant Professor and Interim Director of the CRNA Program	\$50,000	10/25/97	7.5 mos
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Ms. Kavanaugh received an M.S. in Nursing from Old Dominion University in 1995 and a B.S. from St Joseph's College in 1980. She is licensed to practice as a certified registered nurse anesthetist, registered nurse, and nurse practitioner. Ms. Kavanaugh has been an adjunct faculty member in the Nurse Anesthesia Program at Old Dominion University.

Ms. Kathie S. Weatherly Lecturer of Nursing	\$21,000	8/10/91	10.5 mos
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Ms. Weatherly received an M.S. in Nursing Administration and a B.S. in Nursing from Old Dominion University in 1991 and 1987 respectively. She is currently enrolled in the Ph.D. program in Urban Services at Old Dominion University and has been employed as an adjunct faculty member in the School of Nursing at Old Dominion since 1991. This is a half-time (½) appointment.

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APPOINTMENT OF DIRECTOR OF  
EXTERNAL PROGRAMS AND ADMINISTRATION

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Dr. Berndt H. Bohm as the Director of External Programs and Administration, effective November 10, 1997.

Dr. Bohm received his Ed.D. from the University of Virginia in 1984, an M.A. in Political Science from the University of Richmond in 1974 and a B.A. in Political Science from the University of Richmond in 1970. Since 1995 he has been employed as the Regional Training Director at CenterPoint Technologies, Inc. in New Lenox, IL.

Salary: \$55,000 for 12 months (salary will be \$34,375 for the period 11/10/97 - 6/24/98)  
Rank: Director of External Programs and Administration and Assistant Professor

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APPOINTMENT OF SERIALS SERVICES LIBRARIAN

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Lauren Corbett as the Serials Services Librarian, effective January 10, 1998.

Ms. Corbett received a Master of Library and Information Science from the University of North Carolina at Greensboro in 1994 and a B.A. in French from Davidson College in 1987. Her professional experience includes three years as Collection Management Librarian at Queens College in North Carolina and pre-professional experience at Wake Forest University Library. She has taken an active role in continuing her professional education since receiving her degree by attending courses and workshops in electronic collection development and leadership and by participating in professional organizations.

Salary: \$32,000 for 12 months (salary will be \$14,666 for the period 1/10/98 - 6/24/98)  
Rank: Serials Services Librarian

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APPOINTMENT OF INTERNATIONAL STUDENT ADVISOR

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Marci Ellsworth as the International Student Advisor, effective October 25, 1997.

Ms. Ellsworth received an M.A. in Education/Student Development Administration from Seattle University in 1997 and a B.A. from Willamette University in 1993. Prior to joining Old Dominion she worked in the field of international education at Seattle University, ELS-Language Centers in Seattle, and South Seattle Community College. She has also served as an assistant English teacher in Japan.

Salary: \$26,000 for 12 months (salary will be \$17,333 for the period 10/25/97-6/24/98)  
Rank: International Student Advisor and Instructor

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APPOINTMENT OF CHIEF DEPARTMENTAL ADVISOR  
FOR ELECTRICAL AND COMPUTER ENGINEERING

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Ms. Heather M. Jones as the Chief Departmental Advisor for Electrical and Computer Engineering, effective August 25, 1997.

Ms. Jones received an M.A. in Education in 1994 from Virginia Tech and a B.S. in 1990 from Virginia Tech. Since April 1996, she has been employed as the Chief Departmental Advisor for the

Electrical and Computer Engineering Department on a part-time basis. Prior to joining Old Dominion, she was an Admissions Officer at Tidewater Tech in Chesapeake.

Salary: \$28,000 for 12 months

Rank: Chief Departmental Advisor for Electrical and Computer Engineering, and Instructor

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APPOINTMENT OF DIRECTOR OF RESIDENCE LIFE

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the appointment of Dr. Lois L. Reid as the Director of Residence Life, effective November 25, 1997.

Dr. Reid received an Ed.D. from Teachers College, Columbia University in 1997, an M.S. in Student Personnel Administration from State University College at Buffalo in 1985 and a B.A. in General Science and Sociology from Grinnell College in 1981. Since 1984, Dr. Reid has held progressively responsible positions in residence life at Teachers College of Columbia University, William Paterson College, The University of Vermont, and State University College at Buffalo.

Salary: \$49,000 for 12 months

Rank: Director of Residence Life and Assistant Professor

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EMERITUS APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the granting of the title of emeritus to the following faculty members upon their retirement from the University. A summary of each faculty member's accomplishments follows.

**Name and Rank**

**Effective Date**

Dr. Reiko M. Schwab  
Associate Professor Emeritus of Educational  
Leadership and Counseling

January 1, 1998

Dr. Raymond H. Kirby  
Professor Emeritus of Psychology

January 1, 1998

REIKO M. SCHWAB

Dr. Schwab received an A.M. and Ed.S. in Counseling and Personnel Services and an Ed.D. in Counselor Education from Western Michigan University in 1966, 1968 and 1972 and an A.B. from Tsuda College in Japan in 1955. She joined the faculty as an Assistant Professor in 1973 and was awarded tenure in 1980.

Dr. Schwab has an impressive array of research and service activities and her teaching has always been outstanding. She currently has a book in press entitled Can We Survive the Pain and has published well over 20 major articles and over 150 short nonrefereed articles, most of which have been in the area of bereavement. She has presented at many conferences, offered workshops and training programs, and served on committees at the local, state, regional, and national levels. Dr. Schwab has been a known expert in the local community on bereavement issues. She has run a local support group for 20 years for parents who have had to deal with the death of a child and parents who have a seriously ill child. She has served as Graduate Program Director for the Counseling Program and has performed a number of service and administrative activities at the University.

#### RAYMOND H. KIRBY

Dr. Kirby received a Ph.D. from Princeton University in 1961 and M.A. and B.S. degrees from the College of William and Mary in 1959 and 1957. He came to Old Dominion in 1968 as an Associate Professor and was promoted to Professor in 1971.

Dr. Kirby served as chair of the Psychology Department for a total of 12 years and was instrumental in the establishment of the Industrial/Organizational Ph.D. program in the department. His active research program in human factors psychology resulted in over \$800,000 in research funding as well as numerous research presentations and publications. He chaired numerous University committees, including the University Human Subjects Committee, the Academic Affairs Review Committee, and the University Faculty Senate. Dr. Kirby has also been active in professional service, serving as President of the Virginia Psychological Association and psychology editor for the Virginia Journal of Sciences. Finally, he is well liked and admired by undergraduate and graduate students, teaching and mentoring hundreds of students over the years. In recognition of his many contributions, Dr. Kirby was awarded the Gene W. Hirschfeld Faculty Excellence Award in 1984 and the A. Rufus Tonelson Distinguished Faculty Award in 1985, as well as being chosen by psychology students as the department's Outstanding Professor in 1991.

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#### RENAMING THE DEPARTMENT OF OCEANOGRAPHY

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the renaming of the Department of Oceanography to the Department of Ocean, Earth and Atmospheric Sciences. The change in name will be effective January 1998.

Rationale: The name change is requested in order to combine the Geology Program with the Department of Oceanography and rename the resulting unit to describe this combination of disciplines. The change will create a more productive teaching and research environment for the faculty in the Geology Program and enhance the Program's ability to recruit and attract top candidates for positions. The Department will continue to be chaired by the current chair of the Oceanography Department.

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REVISIONS TO THE BOARD OF VISITORS SICK LEAVE POLICY  
AND RESCISSION OF THE BOARD OF VISITORS MATERNITY LEAVE POLICY

RESOLVED, that upon the recommendation of the Academic Affairs Committee, the Board of Visitors approves the revisions to the Sick Leave Policy, originally approved by the Board of Visitors on June 12, 1975 and revised September 23, 1993, and the rescission of the Board of Visitors Maternity Leave Policy, originally approved by the Board of Visitors on June 12, 1975 and most recently revised on September 18, 1997. The recommended changes are shaded.

Rationale: The change combines the Sick Leave and Maternity Leave policies and rescinds the Maternity Leave Policy. Current Human Resources practice throughout organizations does not support having a separate maternity leave policy and thereby treating maternity leave differently than any other temporary disability that would allow an employee to use sick leave to cover an absence. For this reason, in 1993 the State Department of Personnel and Training eliminated maternity leave as a separate section and incorporated absences due to childbirth or pregnancy under the sick leave policy. No substantive changes were made in the combination of the two policies.

SICK LEAVE

It is the policy of the university to grant sick leave with pay to faculty members or an administrator with faculty rank when this becomes necessary during the period covered by the person's contract. If sick leave extends 10 days, the disability must be certified by the attending physician. Such sick leave will continue until the person is able to resume his or her responsibilities, but for no longer than six months of sick leave during those months normally covered by contract.

A faculty member or an administrator with faculty rank may use their sick leave, up to three days at a time, for an illness or death in their immediately families. Leave for this purpose may not exceed six days in a fiscal year. Immediate family includes parents, stepparents, spouse, children, stepchildren, siblings, stepbrothers and sisters, and any relative living in the faculty member's or administrator's home.

Faculty or administrators with faculty rank may use sick leave with pay ~~in accordance with the sick leave policy~~ for the period of absence that is certified by a physician as medically necessary because of illness, health conditions, or recuperation due to pregnancy or childbirth. **Therefore**, the period of absence before, **during** and after delivery that is certified by the attending physician as medically necessary may ~~also~~ be charged to sick leave. Any additional period of absence that the faculty member elects to take must be taken as leave without pay. The provisions of the Family and Medical Leave Act (FMLA) apply to absences due to the birth of a child or the mother's health condition related to childbirth. The FMLA **specifies the conditions under which** ~~requires~~ the university **is required to allow** ~~to give~~ eligible faculty and administrators with faculty rank up to 12 weeks of job-protected leave (paid or unpaid) during a 12-month period for several **listed** reasons. Please see the Family and Medical Leave section for more specific information. **All such leave should be requested in advance, or as soon as possible after an eligible need is known.**

Faculty members are encouraged to carry a disability insurance policy that begins coverage after six months when sick leave is exhausted and the faculty member is removed from the payroll. Such a policy is offered through the university's Department of Human Resources. If a leave of absence without pay is granted after sick leave is exhausted, the position will be filled with a temporary appointment for the period of the leave.

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Mr. Hamm reported that Dr. Taylor Sims, Dean of the College of Business and Public Administration, discussed the role of the College's Executive Advisory Council. The mission of the Council is to provide executive leadership, participation, and linkage activities which will facilitate the formation of public/private partnerships between the College and business, government and non-profit organizations. He also briefly discussed the upcoming AACSB accreditation process. The College's strategic planning and benchmarking process and the economic forecasting activities of the faculty were also discussed.

Dick Whalen, Director of Military Activities, provided an overview of activities in his area. He highlighted the fall 1997 military student enrollment profile, local student recruiting efforts, perceptions of Old Dominion University by military personnel, Old Dominion University/military management structure, and current trends and issues, specifically ROTC enrollment trends, recent partnerships with the federal sector, present and future university representation on military installations, and the development of unique academic programs for military students. He highlighted the new bachelor's degree emphasis in nuclear technology and a major educational demonstration project involving first-time transmission of graduate courses to deployed naval aircraft carriers overseas.

#### **ADMINISTRATION AND FINANCE COMMITTEE**

Mr. Babcock called on Mr. Lechler for the report of the Administration and Finance Committee. Mr. Lechler reported that Vice President Harnage provided an update on the University Village project, specifically issues surrounding the public hearings. He indicated that the University, the Norfolk Redevelopment and Housing Authority and the City of Norfolk are continuing discussions with affected business owners to identify relocation opportunities.

Mr. Harnage also reviewed the University's 1998-2000 biennial budget submission, which focuses primarily on technology, workforce training and equity funding. The Governor releases the Commonwealth's proposed budget on 19 December, and the University will analyze the budget and provide the Board with information regarding action on the University's requests.

Mr. Harnage announced that the Public Safety Department received a second grant from Community Oriented Police Services (COPS), for three additional full-time police officers. Through the COPS grant program, nine new public safety officers are being added to the Department, with the grant supporting 75% of the cost.

Cathy Austin, University Controller, reported on the University's 1996-97 unaudited financial statements. She stated that as of 30 June 1997, the University's total assets were valued at \$292,878,298 and total liabilities were \$56,897,840. The University's fund balance totaled \$235,980,458. The Statement of Current Funds indicated that for fiscal year 1997, state appropriations made up 24.79% of the total revenues, and tuition and fees represented 25.66% of total revenues. Ms. Austin concluded her report by discussing uses of current funds. 33.26% of the University's total budget was allocated to instruction; however, when looking at the educational and general programs only, the University spent 65.3% of its resources on instruction.

Following a review of the standing reports, the Committee reconvened in executive session. At the conclusion of the executive session, the Committee reconvened in open session, at which time it voted to accept the University's audit plan for January 1998 to June 1998.

### **INSTITUTIONAL ADVANCEMENT COMMITTEE**

The Rector called on Mr. Hill for the report of the Institutional Advancement Committee. Mr. Hill reported that Steven Winter, 1980 graduate and president of the Alumni Association, discussed previous and upcoming alumni activities, including the Association's letter writing campaign to city officials encouraging their support of the east side development project, the unveiling of the new concept of Old Dominion University Prides, and its continued success in attracting alumni to events in record numbers.

Vice President Broderick provided a profile of the current freshman class numbering more than 1,550 students. He also discussed new marketing strategies in the area of recruitment.

Nancy Coberly, Capital Campaign Director, reported that the Campaign has thus far raised \$28,601,852. She reported on activities in the Hampton Roads division and explained the strategies involved in soliciting a major gift.

Victoria Burke, Director of University Publications, discussed the new TELETECHNET booklet and presented a new marketing concept featuring alumni and business leaders as well as Old Dominion University's new research magazine.

Michael O'Conner, Director of Admissions, reviewed a CD-ROM recruiting piece that the University is currently utilizing.

Karla Johnson, Assistant to the Vice President for Government Relations, Events and Licensing, and Karen Travis, Associate Director of University Events, gave an overview of upcoming special events.

Charles Roddy, Assistant Vice President for Institutional Advancement and Director of Alumni Relations, reported on the Alumni Association's progress in training alumni volunteers to participate in the University's recruitment and retention efforts.

Following Mr. Hill's report, Dr. Williams mentioned a recent article in the *New York Times* regarding contributions to U.S. higher education by Chinese businessmen and suggested that President Koch investigate this. Ms. Haddad commented on a program being instituted by the Office of Alumni Relations where alumni host 12 students for dinner in their homes. She has volunteered to do so and encouraged other board members to consider doing the same.

### **STUDENT AFFAIRS COMMITTEE**

The Rector called on Mr. Rotert for the report of the Student Affairs Committee. Mr. Rotert indicated that the Committee considered and approved one action item for the Board's approval regarding the funding of student organizations. This revision is the result of a ruling by the Supreme Court that a categorical denial of funding to student organizations on the basis of their classification (e.g., religious) was not appropriate or legal, and that the **activity** for which the funding is requested must be reviewed, and then that should be the reason for either approval or denial.

The following resolution was brought forth as a recommendation from the Student Affairs Committee and was unanimously approved:

### **REVISIONS TO THE BOARD OF VISITORS POLICY ON UNIVERSITY FINANCIAL SUPPORT OF STUDENT ORGANIZATIONS**

RESOLVED, that upon the recommendation of the Student Affairs Committee, the Board of Visitors approves the following revisions to the Policy on University Financial Support of Student Organizations, originally approved by the Board of Visitors on June 19, 1986.

NUMBER: 1510

TITLE: University Financial Support of Student Organizations

APPROVED: June 19, 1986; Revised December 4, 1997

Recognized student organizations ~~which are not classified as social, religious, or political~~, that have been approved through the University's annual recognition process are eligible to be considered for University financial support.

**Student organizations that receive financial support from the University must stipulate in their constitutions or by-laws that:**

- 1. the primary purpose of the organization is educational; and**
- 2. membership is open to any member of the University's student body unless membership restriction is legally permissible and consistent with University policy; and**

3. the group permits expression of a wide range of views among its members.

Funds will not be provided to student organizations for activities or to pay for materials that in any way:

1. promote or oppose a political candidacy; or
2. financially support undertakings that are primarily political or religious in nature; or
3. promote violence or illegal activity, or defame individuals or groups.

Regardless of whether they receive university financial support, recognized student organizations are solely responsible for their financial obligations. The university will not be liable for debts or contracts made by them. Any obligation incurred by a student organization with a local merchant or others must be incurred in good faith and with the knowledge that the organization will be able to pay such obligation promptly. Under no circumstances may the organization use the name of the University in securing credit. The organization's sole responsibility for its obligations must be made clear to the creditor.

The President shall develop and publish specific guidelines and procedures for the provision of university financial support to recognized student organizations in accordance with this policy.

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Mr. Rotert reported that the Committee heard presentations on two new student retention programs. The Commuter Assistance Program is a program whereby resident students work with commuter students in order to increase their involvement in campus activities. The Freshman Year Experience Program establishes in each residence hall a group which assists freshman students in adjusting to college life.

The Committee also received presentations from the Model United Nations Society and from Athletic Director Jim Jarrett.

### **REVISION TO THE BOARD OF VISITORS BYLAWS**

The Rector called on Ms. Blair-Davis, Chair of the ad hoc Bylaws Committee, to present the proposed revisions for the Board's approval. Ms. Blair-Davis expressed her appreciation for the assistance the Committee received from Pat Kelly, and then briefly reviewed the proposed changes. She suggested that the wording in Section 4.02 be changed in order to clarify its meeting, as follows: "At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by vote of a majority of the membership of the Board of Visitors."

Reverend Paige inquired as to the membership of the Bylaws Committee, and asked if the Committee is dissolved each time a revision is considered, or does it remain active for a particular length of time. Mr. Babcock referred to Section 3.03 which states that special committees have a

life of no more than two years unless renewed by the Rector for a specific period, and the membership of the committee may be changed at any time at the Rector's discretion. He stated that once the Board approves these proposed changes, the Bylaws Committee will disband until such time that another Bylaws issue is raised. At that time, the Rector will then appoint a special committee to deal with those issues.

A motion was made and seconded that the revisions to the Bylaws be approved, incorporating the change to Section 4.02 suggested by Ms. Blair-Davis. The motion was unanimously approved.

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. 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). 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.

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, Newly Revised. ~~The Rector shall appoint a parliamentarian who shall advise the Rector on Rules of Order.~~ **University Counsel shall serve as parliamentarian for purposes of interpreting Robert's Rules of Order.**

### 3. Committees

3.01. Executive Committee. 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. **The chairs of the standing committees** who shall be appointed by the Rector (**under whom they will serve**) as soon after the annual meeting as is practicable 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. 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 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 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 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 consult with the Rector and the President about the needs of the University and 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 meeting of the Board of Visitors in the 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. 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. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

~~(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. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by vote of a majority of the membership 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, or at the meeting during which the vacancy is first created or discovered by

temporarily suspending this Section of the Bylaws in accordance with Section 8.01 and immediately filling the vacancy. If the vacancy is filled at the next regular meeting, then the procedures for appointing a nominating committee and electing officers outlined in Section 3.04 shall be followed to fill the vacancy.

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 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 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. The Board shall hire, evaluate and dismiss the person serving in this position with the advice and counsel of the President or his or her designee.

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 all Policies and Procedures and may direct the publication of all or any part of same from time to time.

## 8. Miscellaneous

8.01. Suspension of Bylaws. These Bylaws or any one of them may be temporarily suspended at any meeting of the Board by a three-fourths affirmative vote of all members present provided that no section shall be suspended unless at least nine (9) members vote affirmatively therefor.

9. Amendments and Procedural Irregularities

9.01. 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.

9.02. 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 affect these Bylaws, those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise altered or repealed.

9.03. 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.

9.04. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the **4th day of December, 1997**. All former Bylaws of the Board of Visitors are hereby repealed.

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**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.