

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Tuesday, July 13, 2021

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 1:00 p.m. on Tuesday, July 13, 2021 in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee were:

Jerri F. Dickeski, Chair
Yvonne T. Allmond, Vice Chair
Kay A. Kemper, Rector (*ex-officio*)
Robert S. Corn
Peter G. Decker, III
Lisa B. Smith

Absent from the Committee: R. Bruce Bradley (*ex-officio*)

Also present from the Board: P. Murry Pitts

Also present:
Brian O. Hemphill, President
Austin Agho
Greg DuBois
Etta Henry
Casey Kohler
Donna Meeks
Tom Odom
Ashley Schumaker
Amanda Skaggs
Harry Smithson
Jay Wright

Committee members Kay Kemper and Robert Corn participated in the meeting via Zoom, from their homes in Virginia Beach and Springfield, Virginia, respectively. The remaining members attended in person and the quorum requirement was met.

The Chair called the meeting to order at 1:02 p.m

APPROVAL OF MINUTES

Upon a motion by Ms. Allmond and seconded by Mr. Corn, the minutes of the Governance Committee meeting held on June 9, 2021 were approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickeski, Kemper; Nays: None*).

REPORT FROM NAMING SUBCOMMITTEE

On behalf of the Naming Subcommittee, Ms. Dickeski reported that the subcommittee held its first meeting to discuss what it expected to accomplish. It will review a draft policy for recommendation to the Board as a guide for any kind of renaming effort. The need for the renaming effort to be separate from the naming process that falls under the Office of Development was emphasized. It will also recommend draft language for the Bylaws to be considered by the Governance Committee for recommendation to the full Board and develop a task force comprised of key stakeholders including faculty, community and the administration. The subcommittee will present their recommendations to the Governance Committee, which will then take it to the full Board for discussion and approval. The Task Force will then be the receptor for any recommendations under the approved process. Ms. Dickeski noted the importance of beginning this process with input from President Hemphill.

RECOMMENDED REVISIONS TO BOARD POLICY 1107, BOARD OF VISITORS MEETING SCHEDULING AND PROCEDURES

At the request of the Chair, Ms. Meeks provided an overview of the proposed revisions to Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures. She noted that the policy was expanded to add some of the details that are currently included in the Bylaws and to include detailed information about meeting notices, closed meetings, voting procedures, and meeting minutes as recommended in the Board Governance Audit. Information from current Board Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities, was also folded into Policy 1107 and expanded and is recommended for rescission if the revisions of Policy 1107 are approved. In addition, the details currently included in the Bylaws are also proposed for deletion. Ms. Skaggs added that there was a bit of disconnect between which details were in the Bylaws, what was included in Board policy, and what was done in practice, so this would bring it all together in one document. Including information about closed session, especially as it relates to FOIA requirements, provides an easy reference for Board members. Links were added to the Code of Virginia whenever it is referenced.

The proposed revisions were discussed individually. It was pointed out that clarifying language was added regarding voting by the Rector and committee chairs since this issue arose at one of the meetings in the recent past. As clarified by University Counsel and in accordance with *Robert's Rules*, the full Board is a large enough body that the Rector's vote is not required unless to break a tie. Membership on the committees however, are smaller and the committee chairs should vote. It was noted as well that the Rector serves as an ex-officio member of the standing committees and as such should be included in committee votes.

Ms. Smith asked why the details of the Code of Virginia are included in the policy rather than just a reference and link to the Code. She voiced her concern that the policy may be out of compliance should there be a change to the statute. The Chair stated her preference to have as much detail as possible in the policy. Mr. Wright indicated that adding the detail satisfies SACSCOC requirements and Ms. Skaggs added that this was also suggested in the Board governance audit based on a recommendation of the Association of Governing Boards that the detail be included in a policy or the Bylaws, and it is her opinion that it be in Board policy, which is proposed to be

referenced in the Bylaws. Ms. Meeks added that Board Policy 1110 authorizes University Counsel to make changes to policies to reflect changes to the law. Ms. Allmond asked if someone tracks the law to make sure those changes are made, to which Mr. Wright responded his office is kept apprised of changes to the law through their list-serve and Annie Morris Gibson also keeps track of changes to the laws impacting the University. SCHEV also sends out notifications about changes to the law. It was noted that these types of requirements are covered in SCHEV's orientation for new Board members and now board members are required to take training every two years, and each of the institutions can satisfy this requirement by offering SCHEV-approved training to its board at either an in-house orientation or a retreat. The Rector also suggested that Board members can also be made aware of new laws affecting them in the General Assembly reports they receive from the University.

Upon a motion made by Mr. Decker and seconded by Ms. Allmond, the proposed revisions to Board Policy 1107 were approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*). Ms. Dickeski thanked Donna, Amanda and Jay for the work they put into these proposed revisions.

CONTINUED REVIEW OF PROPOSED BYLAWS REVISIONS

Prior to continuing its review of the proposed Bylaws revisions, Ms. Meeks advised the Committee that the Bylaws being shared reflect the revisions approved by the Board at its meeting in June, the best practices revisions already approved by the Committee, and the revisions discussed by the Committee at its last meeting but not yet approved by the Committee. The items left for discussion are highlighted. The Committee reviewed the following proposed revisions:

- Delete Sections 3.06-3.09 that include the detail added to Policy 1107
- Section 4.09, Removal – At the request of the Committee during its last meeting, Ms. Meeks reviewed the Bylaws of the other Virginia doctoral insitutions as well as Radford and found that no other Boards include a provision for removal of committee chairs. The decision was made to delete Section 4.09 in its entirety.
- Section 6.04, Vacancies – The Committee agreed to the proposed revision to authorize the Governance Committee to establish a process for filling officer vacancies.
- Section 6.05c, Committees – The Committee agreed to the proposed revisions to enable the Rector to serve as an ex-officio member of all committees, including the Nominating the Presidential Search Committees.
- Section 6.06, Vice Rector – The Committee agreed to the proposed revision to enable the Vice Rector to serve as an ex-officio member of all committees.
- Section 6.07, Secretary – The Committee agreed to the removal of the reference to sections of the Bylaws that pertain to the Executive Secretary to the Board since this section addresses the role of the elected Secretary of the Board.
- Section 6.08, Other Representatives to the Board – The Committee agreed to change "Board" to "Rector"
- Section 8.01.c, Vacancy – The Committee agreed to the proposed revisions to the procedures for filling the vacancy of the Chief Audit Executive position.
- Section 10.01, Suspension of Bylaws – The Committee agreed to the proposed revision to "two-thirds" but removed the added language, "for the duration of the meeting." Mr.

Wright suggested that the Board may define what is meant by "temporary" in its motion to suspend the Bylaws for each particular situation rather than having it in the Bylaws.

- Section 11.01, Procedure – The Committee agreed to the change to "two-thirds" and the change of notice for proposed Bylaws revisions from 45 to 30 calendar days.

Upon a motion made by Ms. Smith and seconded by Ms. Allmond, the proposed revisions as noted above and the revisions to Sections 4.02, 4.02.e, 4.03, 5.01, 5.01.a, 5.01.c, 6.01, 7.02.a., and rescission of Section 4.03 discussed and agreed to at the meeting on June 9, 2021 were approved by roll-call vote vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper, Smith; Nays: None*).

REVIEW UNIVERSITY COUNSEL'S RECOMMENDATIONS ON BOARD-LEVEL POLICIES

Jay Wright referred the Committee members to the list of Board policies and his recommendation on which current Board policies may be removed as board-level policies. He noted that several of the policies that relate to faculty already appear in the Faculty Handbook and, unless required by statute or another reason for remaining a board policy, could continue to be in effect and reside solely in the Faculty Handbook. However, he has suggested that the Faculty Senate be consulted in the spirit of shared governance. In addition, several of the financial policies were recommended for removal as board-level policy.

Ms. Meeks added that a suggestion has been made by Academic Affairs that Policy 1104, Representation to the Board of Visitors, be revised to add faculty representatives to the Athletics and Audit & Compliance Committees. Provost Agho clarified that this was an inquiry by some faculty members but not a formal request from the Faculty Senate. There was concurrence that faculty representation is not needed on the Governance Committee since it serves an administrative role for the Board, whereas the others have direct or indirect impact on serving the student body. It was noted that the student representative to the Board is invited to attend all committee meetings. Ms. Skaggs was asked her opinion about having a faculty representative on the Audit & Compliance Committee. She commented that she didn't have a strong feeling either way but wondered what the Board feels the benefit would be in having a faculty representative to the committee since it generally receives briefings on audit reports rather than taking votes on issues. She offered to research the other institutions to see if they have faculty representatives on their audit committees. The chair reiterated the importance of there being a discerning factor if the decision is made to not have a faculty representative to all six of the standing committees. Committee members concurred that a faculty representative should be added to the Athletics Committee, but tabled further discussion until more information is known about faculty representation on audit committees at other institutions. Following discussion, Ms. Meeks can work with Mr. Wright and Ms. Skaggs to draft revisions to the policy for the Committee's consideration.

Ms. Dickseski stated that the Committee needs to further discuss a process for reviewing these policies for agreement on which to propose for removal as Board policy and how to formalize the review process for the remaining policies. Ms. Smith said that it would be helpful to the Committee to know why they were executed as Board policy in the first place. Mr. Wright said that many of these policies pre-date his arrival at the University and that they will still remain policies but not

at the board level, however, Ms. Smith said that the Board minutes might include rationale for why they were approved as Board policies to begin with. The Chair proposed that the Committee look at categorizing the policies, with the first group being those proposed for removal, during its next two-hour meeting, and then from then on holding one-hour meetings to tackle them in smaller chunks.

Ms. Meeks noted that the list of policies includes a designated responsible administrator for each policy. The Committee, in its discussions, may consider tasking the responsible administrator to review and propose revisions for those policies that fall under his or her area. In addition, to address the SACSCOC requirement, the Committee should develop a formal review process such that these policies are reviewed on a regular schedule (for example, every five years) and brought to the Committee for revisions or, if no revisions are required, reaffirmation for presentation to the Board for approval, thus ensuring that no policy is outdated. Ms. Dickeski said that once the Committee does this initial review and establishes a process for full Board approval, this can be part of the regular Governance Committee process.

DISCUSSION OF NOMINATIONS PROCESS

Ms. Smith provided an overview of the nominations process in accordance with the Board's current Bylaws. A call for nominations will be sent out next week, allowing for a 15-day turnaround for receipt of nominations by August 3. The Nominating Committee will then need to meet to come up with a proposed slate of officers for the Board to approve at its meeting in September. She noted that the current Bylaws state that nominees must have at least one year remaining in their term of appointment. The Bylaws also state that an officer may not hold office for more than term, but a partial term of one year or less should not be considered.

In accordance with these Bylaws provisions, only five board members could not be considered for nomination. The Board agreed at its meeting in June that the Governance Committee members serve as the Nominating Committee. Ms. Kemper will have rolled off the Committee in her ex-officio role as rector, but the question remains whether an alternate be asked to step in for Mr. Bradley as interim-Rector and presumably a candidate for Rector. Mr. Wright advised that an alternate be asked to participate, so Ms. Smith will ask Mr. Harris to serve in that role as one of the alternates approved by the Board.

NEXT STEPS

The Chair said that Ms. Meeks has suggested to her and the Rector that the next meeting of the Committee be moved from August 10 to August 9 to coincide with the Executive Committee meeting to accommodate those Board members especially who must travel to attend in-person meetings. Ms. Meeks said that a suggested schedule, discussed with the Rector and Ms. Dickeski, is for the Executive Committee to meet from noon to 1 p.m. on August 9, followed by the Governance Committee meeting from 1 to 2 pm. Lunch will be available in the President's Dining Room from 11:30 a.m. to Noon. Subsequent meetings of the Committee could then be scheduled on the same days as the scheduled Executive Committee meetings and during the two-day quarterly board meeting schedule.

MOTION FOR CLOSED SESSION

President Hemphill requested a closed session for him to brief the Committee members on an issue that arose during the course of the meeting. At the Chair's request, Ms. Meeks read the following motion for closed session on behalf of the Board, "Madam Chair, on behalf of the Committee, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711.A.1. to discuss a personnel matter." The motion was seconded by Ms. Smith and approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper, Smith; Nays: None*).

Provost Agho, Vice President DuBois, Vice President Schumaker and Mr. Wright were asked to remain in closed session with the Committee.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of closed session, the Chair reconvened the meeting in open session and asked Ms. Meeks to read the following Freedom of Information Act Certification on her behalf: "Any person who believes that the Committee discussed items which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Committee. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper, Smith; Nays: None*).

With no further business to discuss, the meeting was adjourned at 2:54 p.m.