

**OLD DOMINION UNIVERSITY  
BOARD OF VISITORS  
GOVERNANCE COMMITTEE MEETING  
Monday, August 9, 2021**

**MINUTES**

The Governance Committee of the Board of Visitors of Old Dominion University met at 1:00 p.m. on Monday, August 9, 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. Dickseski, Chair  
Yvonne T. Allmond, Vice Chair  
R. Bruce Bradley, Rector (*ex-officio*)  
Robert S. Corn  
Peter G. Decker, III  
Lisa B. Smith

Also present from the Board: Toykea Jones  
Kay A. Kemper

Also present: Austin Agho  
Alonzo Brandon  
Noah Fort  
Giovanna Genard  
Velvet Grant  
Casey Kohler  
Donna Meeks  
Earl Nance  
Tom Odom  
Amanda Skaggs  
Phil Walzer

Board members Kay Kemper and Toykea Jones participated in the meeting via Zoom from their homes in Virginia Beach, VA and Perry Hall, MD, respectively. All Committee members attended in person and the quorum requirement was met.

The Chair called the meeting to order at 1:09 p.m

**APPROVAL OF MINUTES**

Upon a motion by Mr. Decker and seconded by Ms. Allmond, the minutes of the Governance Committee meeting held on July 13, 2021 were approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Smith; Nays: None*).

## **PROPOSED PROCESS FOR MISSION REVIEW**

The Chair asked Amanda Skaggs to provide background information on this topic. She stated that one of the core requirements she and Donna Meeks are reviewing as part of the SACSCOC reaccreditation is that the Board ensures a regular review of the University's mission. The report and available documentation was submitted to the SACSCOC reviewers but the feedback received was that it was not sufficient to demonstrate that this core requirement had been met. Although the Board's Bylaws state that the Board will review the University's Mission Statement every five years to coincide with the University's five-year strategic planning process, no changes have been made to the Mission Statement in ten years. The Board reaffirmed the Mission Statement at its meeting in December 2020, but additional work is recommended to document that the Board has discussed a process to ensure this regular review. The documentation can be in the form of minutes of Board meetings when the Mission Statement is discussed, and subsequent approval of revisions to the Mission Statement.

Because the 2020-2025 Strategic Planning process was put on hold last year due to the pandemic, the Committee concurred that an interim review be added to the April 2022 Board meeting agenda in order to provide the required documentation to SACSCOC, and then subsequent reviews and revisions be done by the Board to coincide with the strategic planning process once it resumes and thereafter every five years. Mr. Bradley commented that in his discussions with President Hemphill, the Strategic Plan is expected to be completed within six months. Upon a motion made by Mr. Corn and seconded by Ms. Allmond, this proposal was approved by roll-call vote (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Smith; Nays: None*).

## **FACULTY REPRESENTATIVES TO BOARD STANDING COMMITTEES**

The Committee continued discussion from the last meeting about adding faculty representatives to the Board's Athletic and Audit & Compliance Committees. The Committee had agreed to add a representative to the Athletics Committee, but deferred a decision about the Audit & Compliance Committee. In response to a question from the Chair, Provost Agho stated his support of having a faculty representative to the Audit & Compliance Committee to demonstrate the Board's commitment to shared governance.

The Chair requested that Ms. Meeks and Ms. Skaggs review and propose revisions to Board Policy 1104, Representation to the Board of Visitors, to reflect the decision to add faculty representatives to the Athletics and Audit & Compliance Committees, for the Committee's consideration at its next meeting. Additional revisions may also be proposed based on their review.

## **REVIEW UNIVERSITY COUNSEL'S RECOMMENDATIONS ON BOARD-LEVEL POLICIES**

The Committee continued its discussions on how to best approach the review of the Board-level policies and whether some of them, as recommended by University Counsel, should be relegated, for example, to the Faculty Handbook or a University-level policy. Ms. Meeks was asked to review past Board minutes for any background information on why those identified policies were initially approved as Board-level policies and report back to the Committee at its next meeting.

In the interest of time, the Chair suggested that these policies be distributed to committee members for review in advance of the next meeting, along with any background information Ms. Meeks may find in the minutes, for continued discussion. The remaining policies could then be categorized by VP-area for subsequent review.

### **REPORT FROM NAMING SUBCOMMITTEE**

Mr. Corn reported that the subcommittee has not met since the last Governance Committee meeting but plan to meet soon to continue working on the draft policy and process.

### **NEXT STEPS**

The Chair announced that the next meeting will be scheduled to coincide with the September quarterly Board meeting when the Committee will continue its review of board policies.

With no further business to discuss, the meeting was adjourned at 1:33 p.m.