

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, December 8, 2022

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 8:30 AM on Thursday, December 8, 2022, 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 (via Zoom)
R. Bruce Bradley, Rector (*ex-officio*)
Robert S. Corn
P. Murry Pitts (*ex-officio*)
Kay A. Kemper (via Zoom)
E.G. Middleton
Antra Patel (*Student Representative*)

Members Absent: Peter G. Decker, III, Vice Chair
Armistead D. Williams, Jr.

Also present:

Brian O. Hemphill, President	Tom Odom
Austin Agho	Chad Reed
Alonzo Brandon	September Sanderlin
Nina Rodriguez Gonser	Ashley Schumaker
Jaime Hunt	Amanda Skaggs
Casey Kohler	Don Stansberry
Donna Meeks	Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 8:30 a.m. and noted that a quorum was physically present for the meeting. Two Committee members participated remotely via Zoom, including the Chair, Jerri Dickeski, who was participating remotely while traveling, and Kay Kemper participated from her principal residence in Florida more than 60 miles from the meeting location.

The Chair asked for approval of the minutes of the Governance Committee meeting held on September 15, 2022. Upon a motion made by Mr. Middleton and seconded by Mr. Pitts, the minutes were approved by a roll-call vote (*Ayes: Bradley, Dickeski, Middleton, Pitts; Nays: None*).

2023 BOARD OF VISITORS' SELF-ASSESSMENT

The Chair stated that the 2022 Self-Assessment survey was distributed to Board members seeking suggested changes or additions. None were received. She suggested that the results of the upcoming survey be shared with the Board earlier than the annual retreat that is usually held in August when there has been turnover on the Board. Upon a motion duly made and seconded, the survey was approved with no changes by a roll-call vote (*Ayes: Bradley, Corn, Dickeski, Kemper, Middleton, Pitts; Nays: None*).

BOARD BYLAWS REVISIONS

The Chair noted that the proposed revisions to the Bylaws were distributed to the Board at least 30 days in advance of this meeting and asked the Committee for approval. Upon a motion made by Mr. Pitts and duly seconded, the following revisions to the Bylaws were approved by a roll-call vote (*Ayes: Bradley, Corn, Dickeski, Kemper, Middleton, Pitts; Nays: None*).

BYLAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS

ARTICLE IV Committees

§ 4.02. Standing Committees. In addition to the Executive Committee, the standing committees of the Board shall consist of the Academic and Research Advancement Committee, Administration and Finance Committee, Athletics Committee, Audit, Compliance and Human Resources Committee, Governance Committee, Student Enhancement and Engagement and Digital Learning Committee, and University Advancement and University Communications Committee. The chairs and members of the standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. The Rector should consider rotating board members through various committees and leadership positions to plan for board officer succession. All members may be reappointed from year to year. Board members shall typically serve on two or more standing committees. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector. A quorum of each of the standing committees shall consist of three voting Visitors who are committee members. The Rector and Vice Rector are deemed committee members for all purposes, including a quorum. The agenda for each regular Board meeting shall include reports by committees to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic and Research Advancement Committee on review of negative tenure decisions) are advisory and must be ratified and approved by the Board of Visitors.

(d) Audit, Compliance, and Human Resources Committee. The Audit, Compliance, and Human Resources Committee helps the Board fulfill its financial oversight and compliance responsibilities. The Committee is responsible for (1) oversight of financial reporting and financial statement matters and any critical accounting and reporting issues; (2) reviewing

annually the audited financial statements with external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; ~~and (4) reviewing matters of compliance related to the University's human capital infrastructure;~~ and (5) oversight of the University compliance function. Members of the Audit, ~~and Compliance and Human Resources~~ Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Committee members should also have a basic knowledge of human resource management. The Committee may also receive reports from the Chief Audit Executive on matters of economy, efficiency and effectiveness of operations and internal controls and from the Vice President for Administration and Finance on matters of compliance.

(f) Student Enhancement and Engagement and Digital Learning Committee. The Student Enhancement and Engagement and Digital Learning Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, online education experience, and enrollment, ~~government relations, and communication and marketing.~~ The Committee is responsible for making recommendations to the Board on matters and policies pertaining to students and shall continuously assess and appraise the quality of student life. It shall review policies relating to student rights, responsibilities, conduct, and discipline, ~~including matters related to the student honor system.~~ The Committee shall consider issues concerning student organizations and their funding, extracurricular activities (including intramural athletics), and matters related to student government and appropriate student participation in University governance by all types of students and on student recruitment and admissions criteria and policies. ~~The Committee annually recommends to the Board the appointment of the student representatives to the Board, the State Council of Higher Education's Student Advisory Committee, and the Student Engagement & Enrollment Services Leadership Council (Board Policy 1104).~~

(g) University Advancement and University Communications Committee. The University Advancement and University Communications Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to the University's fund raising, community relations, ~~and alumni activities,~~ marketing and communications, and branding. The Committee recommends to the board the naming of anything associated with the University, including, but not limited to, academic colleges, buildings, building spaces or areas in recognition of benefactors in affiliation with University Advancement ([Board Policy 1810](#)).

ARTICLE VI

Board Officers

§ 6.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. In accordance with [Va. Code § 23.1-1300 J](#), The Rector or Vice Rector shall be a Virginia resident. Officers must have more than one year remaining in their terms of appointment or be eligible for reappointment. At the annual meeting in June of even numbered years, the Board shall elect its officers from its own body ([Va. Code §23.1-2002.C](#)). Newly elected officers shall take office on July 1 and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same

office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered. In the nomination and election of the Vice Rector, the Board should integrate the principles associated with succession planning into the process. Additionally, the Rector will incorporate a development plan for the newly elected Vice Rector to be prepared for succession.

PROPOSED POLICY REVISIONS

The Chair presented several policies that have been reviewed, some with proposed revisions and others that are being recommended for approval with no changes. She asked if there were any questions about the policies. The Rector, noting Policy 1540 that addresses suicidal students as well as the aftermath of the UVa shooting, if the University has a policy that addresses identifying students or others who may pose a threat to the University. President Hemphill said that the University has a Threat Assessment Team with members representing University Counsel, Student Engagement & Enrollment Services, Public Safety, Human Resources, and other key areas who respond very quickly to issues that are brought to their attention. Ms. Meeks added that the Board has a policy that sets out the membership of the Threat Assessment Team. Mr. Wilson said that the group meets on a weekly basis and a threat assessment coordinator was recently hired to streamline the process.

With no further questions, the Chair asked for a motion to approve the Board policies. Upon a motion made by Mr. Bradley and seconded by Ms. Kemper, the following Board policies were approved by a roll-call vote (*Ayes: Bradley, Corn, Dickeski, Kemper, Middleton, Pitts; Nays: None*).

NUMBER: 1003

TITLE: The University's Name and Identification

APPROVED: June 19, 1986; Revised October 16, 1986; Revised June 14, 2012

1. Name

As provided by statute, the name of the university is Old Dominion University.

The name of the university shall not be used in the name of any other corporation, association, organization, or other entity or used in any other way so as to identify the university with the aims, policies, programs, products, or opinions of any other entity or its members, without the express authority of the president.

The name of the university shall not be used to align the university with any political, economic, social, or cultural cause or for any private commercial or promotional advertising purposes whatsoever without express authority from the president.

2. Seal

The seal of the university shall be as follows:

The central portion of the seal is a modified and simplified version of the Stuart arms, royal arms of the Stuart rulers of England at the time Virginia became known as the Old Dominion. Included therein are the shields of the kingdoms of England, Scotland, Ireland, and France, the last of which England still claimed at the time. Over this is placed the coat of arms of The College of William and Mary, granted by the Herald's College in 1694, to indicate the origin of the university. Within concentric circles around the shields are the name of the institution and the date of its founding as follows: "Old Dominion University 1930."

The university seal will be used for official university business where traditional imagery is appropriate or as otherwise deemed appropriate by the president.

3. Flag

The flag of the university has a royal blue background, with the seal of the university in color in the center. The proportion of the length of the flag to the width is 3 to 2, and the proportion of the width of the flag to the diameter of the seal is 2 to 1. If a fringe is used, it shall be gold and shall be 1/20th of the length of the flag.

The president shall be responsible for establishing policies governing the display of the flag.

4. Colors

The university colors are blue (PMS 540) and silver and were selected to be highly distinctive and unique to Old Dominion University. In applications where silver may not be used, grey (PMS 430) should be substituted.

Color Palette

In addition to Old Dominion University's blue and silver school colors, the ODU brand employs ~~six~~16 additional colors. These vibrant tones were chosen for their youthful feel and because they retain a sense of energy at lower opacities. They are: PMS 7545, PMS 286, PMS 2736, PMS 303, PMS Orange-021, PMS 5295, PMS 285, PMS 2728, PMS 308, PMS 649, PMS 284, PMS 2925, PMS 3145, PMS 5315, PMS 310, PMS 326 and PMS 283. PMS 369, PMS 283, PMS 110, PMS 7426 and PMS Violet.

The president shall be responsible for establishing policies governing the use and application of the university colors.

5. Logo and Signature

Two components make up the ODU signature: the word mark and the logo. The word mark is rendered in the Beaufort Bold font (caps and small caps). The crown is a fresh expression of the qualities of prestige and leadership.

~~The ODU signature can be used with or without the tagline.~~ When presented in full color, the signature employs the school colors PMS 540 (blue) and PMS 430 (gray). ~~The tagline is PMS 540.~~ When presented in a single color, 10% black or 100% PMS 540 is used to maintain the dimension of the signature. When reversed, the background must be a dark value so that the signature is clearly read – 100% black or PMS 540 is preferred.

~~The University tagline, “Idea Fusion,” is rendered in two weights of the font Geometric 415: “Idea” in medium, all caps, and “Fusion” in black, all caps. In full color “Idea Fusion” is PMS 540.~~

The president shall be responsible for establishing policies governing the use and application of the university's logo and signature.

NUMBER: 1418

TITLE: Priority Preregistration for Active Duty, Veterans, Reservists and Virginia National Guard Service Members

APPROVED: April 24, 2014; **Reviewed, no revisions recommended**

Virginia Code § 23.1-904 C states:

The governing board of each public institution of higher education shall, in accordance with guidelines developed by the State Council of Higher Education for Virginia, implement policies that recognize the scheduling difficulties and obligations encountered by active-duty members of the United States armed forces.

The State Council of Higher Education for Virginia in consultation with the Military Education Advisory Committee (MEAC) has issued guidelines that require state colleges and universities to establish course registration policies that provide reasonable accommodation to students who are active-duty military members, veterans, reservists, and Virginia National Guard members.

Old Dominion University wishes to facilitate priority preregistration for currently enrolled, degree-seeking military students according to the following procedures:

- Priority preregistration will begin no sooner than Monday of the first week of preregistration provided documentation has been received and approved in the Office of the University Registrar.
- Preregistration will be based on the student's class standing (senior, junior, sophomore, freshman) and will permit the student to participate during the earliest registration time slot for

his or her class. Time tickets will be assigned using rules to assign the appropriate time slot. All graduate students are invited to register on the first day of preregistration.

To qualify for priority preregistration:

- Active Duty, Reservist and National Guard students must provide proof of current active-duty status to the Office of the University Registrar prior to preregistration each semester. With valid Military ID, students will be granted a priority registration time slot.
- Veterans receiving federal VA educational benefits to include but not limited to Chapter 30, Chapter 31, Chapter 32, Chapter 33, Chapter 1606, and Chapter 1607 will automatically receive priority preregistration if benefits have been received at Old Dominion University during the current semester (for example, priority preregistration will be granted if the student has submitted the benefits certification form for the spring semester and wishes to preregister for the fall semester).
 - GI Bill benefits recipients who have submitted the Veterans Clearance form to the Office of the University Registrar by the deadline will be granted a priority window registration time slot. The VA Clearance Form is available at: <https://www.odu.edu/registrar/forms>.
- Veterans who do not use federal VA educational benefits must provide a copy of the DD214, retired military identification card or the DMV issued veteran card.
- In order to participate in priority preregistration, students who are qualified must self-identify as indicated and provide requested documentation by the following deadlines:
 - Fall preregistration: March 15
Generally, fall preregistration will begin no later than the second week of April for currently enrolled degree seeking students.
 - Spring/Summer preregistration: October 15
Generally, spring preregistration will begin no later than the second week of November for currently enrolled degree seeking students. Summer preregistration is ongoing and concurrent with spring preregistration.

All students must have been advised, have no restrictive holds on the student account and be otherwise eligible to register in order to participate in preregistration. First semester students may register during their orientation date.

Documents should be mailed or delivered to the Veterans Affairs Certification Team, Office of the University Registrar, 1009 Rollins Hall, Norfolk, VA 23529 or faxed to 757-683-5357. They can also be mailed to vaservices@odu.edu. The VA Certification Team is responsible for all requests regarding priority preregistration.

Communication about the priority preregistration process will be published in the University Catalogs, available online on the [Veterans Services website](#) and through direct communication via email to the ODU email address to all currently qualified and enrolled students.

Staff in the Office of the University Registrar, Military Connections Center and the Office of Admissions will be trained to communicate the policy to students who may be qualified for this benefit.

NUMBER: 1461

TITLE: Declaration of a State of Bona Fide Financial Exigency or Severe Financial Difficulty

APPROVED: November 15, 1990; **Reviewed, no revisions recommended**

A. Purpose

The fiscal integrity of the university is the ultimate responsibility of the Board of Visitors. To that end, the administration, represented by the president, has the obligation to ensure that the scope of the mission of the university is adjusted to fit within its financial ability.

B. Definitions:

Bona fide financial exigency means one or more circumstances which, if left unattended, could result in the financial insolvency of the university.

Severe financial difficulty means one or more circumstances which, if left unattended, could result in a budget shortfall of serious proportion, but less than the financial insolvency of the university.

C. Recommendation of Financial Assessment:

Upon the recommendation of the president that one or more circumstances exist which if left unattended could threaten the financial integrity of the university, the Board of Visitors shall assess the financial condition of the university.

D. Financial Assessment:

The Board of Visitors shall assess the financial condition of the university, by a manner and means of its choice, to determine whether there exists a condition of bona fide financial exigency, severe financial difficulty, or neither. The Board's findings shall be concluded by an appropriate resolution.

E. Board Direction and Action:

In the event the Board determines that neither a bona fide financial exigency nor a condition of severe financial difficulty exists, it shall refer the matter back to the president for reconsideration and further recommendation.

In the event the Board determines that either a Bona Fide Financial Exigency or a condition of Severe Financial Difficulty exists, it shall direct the president to prepare an institutional

plan to rectify the financial condition of the institution. The president shall prepare an institutional plan as expeditiously as circumstances allow, consistent with Board and university policy.

Upon completion of the planning process, the president shall present the plan to the rector, who shall promptly present the plan to the Board of Visitors either at its next regularly scheduled meeting or at a special meeting, as he/she shall deem appropriate under the circumstances.

The Board of Visitors shall either accept, modify, or reject the president's plan as it, in the exercise

NUMBER: 1540

TITLE: Notification of Parents of Tax-Dependent Students in Instances of Psychological Emergency

APPROVED: June 13, 2008; Revised June 12, 2014

WHEREAS, Virginia Code ~~23.1-1303 (5)~~ 23.1-1303 provides notice under certain circumstances to the parents of a dependent student receiving mental health treatment at a state college or university student health or counseling center; and

WHEREAS, the Virginia Code specifically requires a parent of a dependent student be notified when there exists a substantial likelihood that, as a result of mental illness the student will, in the near future, (i) cause serious physical harm to self or others as evidenced by recent behavior or any other relevant information or (ii) suffer serious harm due to the student's lack of capacity to protect from self-harm or to provide for the student's own basic human needs; and

WHEREAS, the Virginia Code allows such notification to be withheld if the student's treating physician or treating clinical psychologist has made a part of the student's record a written statement that, in the exercise of the physician or clinical psychologist's professional judgment, the notification would be reasonably likely to cause substantial harm to the student or another person; and

WHEREAS, the Virginia Code requires that the governing boards of each institution shall establish the policies and procedures necessary to comply with the legislation;

RESOLVED, the Board of Visitors of the Old Dominion University hereby affirms as University policy the aforesaid parental notification requirement which shall be implemented as follows:

2. The University's Office of Counseling Services or Student Health Services shall notify promptly the Vice President Office of Student Engagement & Enrollment Services or designee whenever the office treats a student who meets the criteria for parental notification under this legislation; and
2. The Division Office of Student Engagement and Enrollment Services shall be primarily responsible for contacting the parent of any such dependent student as required by state law and documenting such notification as appropriate under the circumstances. The foregoing general procedure is subject at all times to the authority and direction of the University's Vice President for Student Engagement and Enrollment Services, or officer designated by

the Vice President to approve notification by such other University office or personnel as may be necessary or appropriate under the circumstances.

NUMBER: 1541

TITLE: Implementation of Policies Addressing the Needs of Potentially Suicidal Students

APPROVED: June 13, 2008; Revised June 12, 2014

WHEREAS, Virginia Code § ~~23-9.2:823.1-802~~ requires the governing boards of each public institution of higher education to develop and implement policies that advise students, faculty, and staff, including residence hall staff, of the proper procedures for identifying and addressing the needs of students exhibiting suicidal tendencies or behavior; and

WHEREAS, Virginia Code § ~~23-9.2:823.1-802~~ prohibits each institution from establishing policies that penalize or expel any student solely for attempting to commit suicide or seeking mental health treatment for suicidal thoughts or behaviors; and

WHEREAS, Virginia Code § ~~23-9.2:823.1-802~~ permits each institution to establish policies and procedures for appropriately dealing with students who are a danger to themselves, or to others, and whose behavior is disruptive to the academic community;

RESOLVED, the Board of Visitors of the Old Dominion University approves the following to comply with Virginia Code § ~~23-9.2:823.1-802~~; specifically:

1. The University's Office of Counseling Services shall continue to educate the University community, including Residence Life staff, regarding the manifestations of depression and risk of suicide; and
2. The University's Office of Counseling Services shall continue its comprehensive clinical assessment and treatment of students at risk of suicide; and
3. The University's Office of Counseling Services shall continue its professional education of its own staff and mental health trainees regarding the assessment and treatment of students at high risk of suicide; and

RESOLVED FURTHER, the Board approves the foregoing being subject at all times to the ongoing authority and responsibility of the University's Vice President for Student Engagement and Enrollment Services or officer designated by the Vice President to authorize any such improvements or revisions as may be desirable or necessary and in the best interests of the University and to report any material improvements or revisions to the Board of Visitors at its next scheduled meeting.

NUMBER: 1820

TITLE: The University Medal

APPROVED: February 10, 1977; Revised June 20, 1991; **Reviewed, no revisions recommended**

The university medal shall be a smaller version of the medallion of the presidential office to recognize distinguished friends of the university.

The university medal will be awarded only to individuals who, by their activities, have made a substantial contribution to the university or to society. Current employees of the university will not be eligible to receive the medal.

Nominations for recipients may come from diverse sources and must be presented in writing to the president. The president will select the recipient(s) after consultation with the rector of the Board of Visitors.

NUMBER: 1840

TITLE: Advisory Councils

APPROVED: August 14, 1975; Revised February 13, 1986; Revised August 27, 1987; Revised June 12, 2014

Old Dominion University's academic programs can benefit substantially from the advice, counsel, and support available from alumni and friends through advisory councils. The Board of Visitors encourages the development of such councils and authorizes the president of the university to establish advisory councils, where appropriate, for the university's colleges, schools, departments, and programs. The Board further authorizes the president to establish such policies and procedures governing the composition and operation of the councils as the president deems necessary and to appoint the members of the councils. Annually, by July 1, the president or designee shall report to the University Advancement and University Communications Institutional Advancement Committee of the Board of Visitors the policies, procedures, and membership of the advisory councils which have been established.

BOARD OF VISITORS POLICY 1104 – REPRESENTATION TO THE BOARD OF VISITORS

Vice President Don Stansberry proposed that the Board consider a process change to the selection of student representatives to the Board. Currently, applicants are screened by a screening committee including himself, someone from Student Engagement & Enrollment Services, and the current student representative to the Board, and three nominees are taken to the Board's Student Enhancement & Engagement and Digital Learning Committee for interviews and recommendation to the Board for the selection of the Board's student representative. He is proposing that the screening committee include the President or designee and interviews for the three nominees be conducted by the full Board rather than the Committee. In speaking with the President and Ashley, this is how it is done at Radford University. Now that the student representative reports to the full Board, these changes would give the Board the opportunity to engage with the nominees.

Vice President Stansberry responded to questions about the typical number of applicants, the applicant criteria, and the term of office. He said that he would draft the proposed revisions to the current policy for the Committee to consider at its next meeting.

NEXT STEPS

The Chair noted that next steps for the Committee including consideration of proposed revisions to the three remaining policies that are older than five years as well as an additional three with 2023 review dates, and revisions to standing committee charters that were reviewed by their respective committees during this quarterly meeting.

With no further business to discuss, the meeting was adjourned at 8:50 a.m.