M E M O R A N D U M

TO: Board of Visitors Audit, Compliance and Human Resources Committee
           Armistead D. Williams, Jr., Chair
           Maurice D. Slaughter, Vice Chair
           R. Bruce Bradley *(ex-officio)*
           P. Murry Pitts *(ex-officio)*
           Robert A. Broermann
           Peter G. Decker, III
           Larry R. Hill
           Brian K. Holland
           Toykea S. Jones
           Wie Yusuf (Faculty Representative)

FROM: Amanda Skaggs, Chief Audit Executive
           September Sanderlin, VP for Human Resources Diversity, Equity and Inclusion

DATE: April 13, 2023

SUBJECT: Meeting of the Committee, April 20, 2023

The Board of Visitors Audit, Compliance and Human Resources Committee will meet on Thursday, April 20, 2023 at 11:00 a.m. in the Board Room of the Kate and John R. Broderick Dining Commons. Enclosed for your review are the agenda and supporting documents.

AGENDA

I.   <u>Approval of Minutes</u> – The Committee will consider a motion to approve the minutes of the Audit and Compliance Committee meeting held on December 7, 2022.

II.   <u>Report from the Auditor of Public Accounts Regarding the FY2022 Financial Statement Audit</u> – LaToya Jordan, Deputy Auditor for Human Capital and Operations and Justin Ferrell, Audit Manager

III. <u>Closed Session</u> – Convene in closed session to discuss the performance of specific departments where such evaluation will necessarily involve discussion of the performance of specific individuals as permitted by the Code of Virginia Section 2.2-3711 (A)(1).

IV. Reconvene in Open Session and FOIA Certification

V.   <u>Report from the Chief Audit Executive</u> – Amanda Skaggs

        A. Presentation of Completed Audit Reports
             i. Police Department Fiscal Activities FY2022
            ii. Desktop Management
           iii. Office of the President FY2022 Expenditures
           iv. College of Sciences

   v. Activity and Status of Open Audit Issues Since December 2022

  B. Discussion of Open Audit Projects
    i. Athletic Business Office
    ii. Housing and Residence Life
    iii. Enterprise Data Storage and Recovery
    iv. Salesforce TargetX – Customer Relationship Manager
    v. Special Projects and Other Activities

 VI. <u>Report from the Vice President for Human Resources Diversity, Equity, and Inclusion</u> –
  September Sanderlin
  A. Administrative/Professional Faculty Senate
  B. Captrust Update on Retirement Plans
  C. Staff Compensation Study

 VII. Adjourn

AUDIT SUMMARY

Background

The University Audit Department was asked to complete an annual fiscal review of the Old Dominion University Police Department (ODUPD) to assist the department in complying with the Commission on Accreditation for Law Enforcement (CALEA) requirements. Accreditation Standard 17.4.3 states that "an independent audit should be conducted at least annually or at a time stipulated by applicable statute or regulation." The University Audit Department started the engagement in July 2022 and concluded fieldwork in December 2022. The engagement focused on determining whether adequate internal controls and operating procedures were in effect for fiscal related activities, whether transactions and practices were in compliance with applicable State and University policies and procedures, and whether financial transactions were appropriate and monitored. This report represents the outcome and results of an examination of the controls and operating methods in effect.

Scope and Objectives

The main purpose of this engagement was to provide an independent assessment of the financial activity within the ODUPD by review of processes, internal controls, and verification of compliance with the applicable University policies and procedures. Specific coverage for the engagement included the review of the following: expenses including review of contract administration related to pricing, budget management, signature authority to budget accounts, Web Time Entry (WTE) approvals and timesheets, purchasing cards (Pcard) including reconciliations, transactions and split payments, fixed assets, and travel expenses. The scope of this engagement was transactions and activities occurring in fiscal year 2022 (FY22).

Approach and Methods

The approach for this engagement included the following:

- Interviews with ODUPD personnel;
- Review of a sample of expenses including adherence to contracts and Pcard transactions;
- Review of the ODUPD budget reconciliation process and signatory authority;
- Review of a sample of WTE approvals and timesheets for leave and hours worked;
- Review of Pcard reconciliation log approvals, transaction receipts and split payments;
- Review of a sample of fixed assets; and
- Review of all travel expenses.

Conclusion

In summary, we found several areas with strong internal controls including travel expenses, purchasing card sign offs and transaction receipt uploads, WTE approvals and budgetary and signatory authority. We noted three areas including expenses, budget management, and fixed assets where the department needs to implement corrective actions to address conditions observed. A verbal finding was also reported to the department to provide suggestions for improving internal controls in time reporting. Each area reviewed is summarized on the subsequent pages of the report. The corrective action plans submitted by the department are expected to fully address the concerns raised during the audit.

We would like to express our appreciation to the Old Dominion University Police Department management and staff for their assistance during the review.

UNIVERSITY AUDIT DEPARTMENT OF OLD DOMINION UNIVERSITY
Audit of Desktop Management

AUDIT SUMMARY

Department Heads: Rusty Waterfield, Associate Vice President for University Services & Chief Information Officer, Information Technology Services (ITS) Doug Streit, Executive Director and CISO IT Security & Planning, Information Technology Services (ITS) **Responsible Vice President:** Chad A. Reed, Vice President for Administration and Finance	**Auditor:** Glenn R. Wilson, IT Audit Manager **Chief Audit Executive:** Amanda Skaggs **Audit Report Date:** 3/10/2023

Background
Desktop management is the systematic management and control of workstation computers in an organization including laptops and other mobile equivalents. At ODU, the vast majority of these are centrally managed Windows and Mac operating system devices, of which there were 6,701 and 1,373, respectively during the audit. Proper management of these computing endpoints is essential to maintain required levels of data security and operational integrity. Provisioning, configuration control, deployment and administration of patching tools are key processes. Information Technology Services (ITS) has established policies, procedures, and configuration standards to help protect the confidentiality, integrity and availability of desktop computers and mobile equivalents. Centralized tools have been deployed to remotely administer and monitor the performance of these on the network. Management services are provided by the ITS Desktop Support Group in conjunction with Technical Support Professionals employed within various college departments.

Scope and Objectives
The scope included all methods and tools in use for ITS managed computing endpoints, whether physically or virtually connected to the internal network, whose primary usage is as an administrative desktop or mobile equivalent. The primary objective of the audit was to determine whether the design and operating effectiveness of internal controls over desktop management sufficiently achieve expected compliance and objectives relative to applicable policies, procedures, and standards. The audit focused on configuration and patch management, malware protection, group policy, event logging and monitoring. Controls over physical inventory and disposal were not in scope.

Overall Risk Exposure[1]	Audit Conclusion: System of Internal Controls
☐ Low ☐ Moderate ☒ **High**	☒ **Strong** ☐ Adequate ☐ Need for Improvement

[1] Risk exposure is based on the inherent risk of the audited area and not the results or conclusions of the audit.

Audit Issue	
Issue	**Planned Corrective Action**
There is a significant number of active devices that for various inherent reasons are not patched and/or configured to expected levels. Formal procedures do not exist for Technical Service Professionals (TSP) to systematically address non-compliant devices and there is no overall central Desktop Support Group monitoring of TSP remedial activities.	To demonstrate active management of the risks of endpoints not receiving monthly security patches, ITS will: (1) Draft a procedure for TSPs to systematically address higher risk non-compliant endpoints, including prioritization guidance based on risk, and the use of reports to TSPs that allow for risk-based remediation; (2) Produce reports to monitor the adoption rate of critical security patches on higher sensitivity ITS managed endpoints; (3) Review reports monthly, and assign reports to TSP support areas for action according to the risk-based procedure; (4) Meet monthly for a period of time to communicate, coordinate, facilitate improvement, and monitor for improvement; (5) Reassess the frequency of meetings and procedures in order to maintain expected results.

UNIVERSITY AUDIT DEPARTMENT OF OLD DOMINION UNIVERSITY
Office of the President FY2022 Expenditures Audit

AUDIT SUMMARY

Department Contacts: Velvet Grant, Assistant to the President Donna Meeks, Executive Secretary to the Board of Visitors and University Policy Manager **Responsible Executives:** Brian O. Hemphill, Ph.D., President Ashley Schumaker, Chief of Staff and Vice President for Strategic Operations	**Chief Audit Executive:** Amanda Skaggs **Audit Report Date:** 3/29/2023

Background
This audit was performed as part of the University's annual audit plan approved by the Board of Visitors. Transactions of the Office of the President are audited annually, in the categories of personnel costs, travel, memberships, entertainment in connection with University functions, use of small purchase charge cards, other general expenses, budget authority, and Web Time Entry approvals.

Scope and Objectives
The audit consisted of reviewing transactions from fiscal year 2022. The Office of the President maintains several budget accounts to cover the expenditures associated with the official duties and activities. These budget accounts include three Commonwealth accounts and seven discretionary accounts. Transactions were reviewed to determine whether they: • were made in compliance with all applicable state and University policies and procedures; • were reasonable and appropriate to the function of the President's Office; and • were properly recorded and documented. Transactional testing was performed and follow-up with the Office of the President's staff was conducted, as necessary.

Overall Risk Exposure[1]	Audit Conclusion: System of Internal Controls
☒ **Low** ☐ Moderate ☐ High	☒ **Strong** ☐ Adequate ☐ Need for Improvement

[1] Risk exposure is based on the inherent risk of the audited area and not the results or conclusions of the audit.

Summary of Results
In our opinion, the system of internal controls in effect for expenditures within the Office of the President was strong during our period of review. Based on our testing, expenditures and other transactions of the Office of the President were reasonable and appropriate. We appreciate the assistance of the staff within the Office of the President throughout the audit process.

UNIVERSITY AUDIT DEPARTMENT OF OLD DOMINION UNIVERSITY
Audit of the College of Sciences

AUDIT SUMMARY

Department Head: Gail Dodge, Dean of the College of Sciences **Responsible Vice President:** Austin Agho, Provost and Vice President for Academic Affairs and Interim Vice President for Student Engagement and Enrollment Services	**Auditors:** Lauren Eady, Senior Auditor Glenn Wilson, IT Audit Manager **Chief Audit Executive:** Amanda Skaggs **Audit Report Date:** 4/6/2023

Background
The College of Sciences provides high quality education for undergraduate and graduate students in the sciences through 19 undergraduate degree programs, 13 Master's degree programs and 9 Ph.D. degree programs. The College consists of 7 departments in addition to the Dean's Office – Biological Sciences, Chemistry and Biochemistry, Computer Science, Mathematics and Statistics, Ocean and Earth Sciences, Physics and Psychology. The College's budget for FY22 was approximately $40 million. As of March 2023, the College has 70 adjunct faculty members, 31 classified employees, 12 faculty administrators and 205 instructional faculty members.

Scope and Objectives
The objectives of the audit were to provide management with an independent assessment of the design of internal controls and operations of the College of Sciences and determine whether:

1. adequate internal controls and operating procedures exist;
2. the College complies with State and University policies, procedures and guidelines;
3. the College is operating efficiently and effectively; and
4. financial transactions are appropriate and monitored.

The period reviewed was from the start of fiscal year 2021 to March 2023. The processes reviewed included records management, budget management and utilization, emergency management, performance evaluations, position descriptions, fixed assets, time reporting approvals, expenses, thesis approvals, system risk assessments, faculty workloads, faculty certifications, lab fees, visiting scholar agreements, tuition waivers and chemical inventories.

Overall Risk Exposure[1]	Audit Conclusion: System of Internal Controls
☐ Low ☐ Moderate ☒ **High**	☐ Strong ☒ **Adequate** ☐ Need for Improvement

[1] Risk exposure is based on the inherent risk of the audited area and not the results or conclusions of the audit.

Audit Issues	
Issue	**Planned Corrective Action**
Departments have not fully established all necessary processes for records management.	All units will complete expected records management actions.
The College has not created a Building Emergency Action Plan (BEAP) for each building they occupy.	College will work with Office of Emergency Management to create BEAPs.
Fixed asset processes do not conform to internal requirements.	Departments will receive training in Fixed Assets and inventories will be conducted.
The College's laboratory reporting of chemical inventories is not in compliance with internal requirements and federal regulations.	College will update inventories and send reminders to faculty semiannually.
Evaluations for eligible adjunct faculty were not consistently completed across all College departments.	A new process will be implemented to evaluate adjuncts annually.
Timesheets have not been consistently approved timely.	Approvers will be reminded of their responsibilities.
The departments' reconciling processes do not meet internal requirements.	The College will use the updated Academic Affairs reconciliation process for all accounts.
Discretionary accounts are not being utilized as expected.	College will create strategies for discretionary spending.

Activity and Status of Audit Issues Since December 2022

University Audit Department
April 13, 2023

Activity and Status of Audit Issues Since December 2022

The University Audit Department follows up with management as to the status of previously recommended corrective actions related to issues identified in previous audit reports. In accordance with the Statement of Policies of the University Audit Department, which was approved by the Board of Visitors, the Chief Audit Executive is responsible for ensuring that individual departments have taken appropriate actions to correct internal control weaknesses and matters of compliance, which were reported at the conclusion of the audit engagements.

For purposes of the follow-up, interviews with appropriate departmental personnel were conducted to obtain updates on the corrective actions outlined by management responses to the original audit report. In order to confirm corrective action, examination of documentation and appropriate audit testing was also conducted. The following scale was used to rate management's actions for the degree to which they address the audit point.

Status Rating	Criteria
Complete	Actions taken completely address the concerns cited in the audit point or were rectified to the extent reasonably possible.
In Progress	Corrective action is actively taking place. Some aspects may be complete; however, additional steps need to be taken to address all the main concerns of the original issue.
Planned	An action plan has been decided upon but has not yet commenced or only minimally begun.

Summary of Activity

There were 29 open action items in the December 2022 report, of which 5 are now complete. Since the last report, 4 new action items were added. The University Audit Department is actively tracking the remaining 28 open action items.

The status of previously reported issues is presented by engagement title, executive area, and report date in the tables that follow.

Activity and Status of Audit Issues Since December 2022

Issue Status by Engagement

Engagement Title	Report Date	# of Issues Closed Since 12/01/2022	# of Issues Open as of 4/12/2023
Board Governance	6/04/20	0	1
Design and Capital Construction	11/25/20	1	2
Office of Research (Operational/Financial)	11/30/20	0	6
Academic Affairs*	3/17/21	0	5
Information Technology Services (ITS) Operational	4/09/21	1	1
College of Business	8/02/21	2	0
Facilities Events and Equipment	11/16/21	0	2
Police Department Operations	3/15/22	1	0
Office of Visa and Immigration Service Advising	4/05/22	0	2
Tennis Center	4/07/22	0	3
Banner Workflows	5/25/22	0	1
Cybersecurity: Intrusion Detection and Incident Response	9/08/22	0	1
University Libraries	11/07/22	0	4

Summary Status by Executive Area

Audit Engagement Title	Report Date	# of Issues Closed Since 12/01/2022	# of Issues Open as of 4/12/2023
Academic Affairs			
Academic Affairs*	3/17/21	0	5
College of Business	8/02/21	2	0
Office of Visa and Immigration Service Advising	4/07/22	0	2
University Libraries	11/07/22	0	4
Administration and Finance			
Design and Capital Construction	11/25/20	1	2
Information Technology Services	4/09/21	1	1
Police Department Operations	3/15/22	1	0
Banner Workflows	5/25/22	0	1
Cybersecurity: Intrusion Detection and Incident Response	9/08/22	0	1
Athletics			
Facilities Events and Equipment	11/16/21	0	2
Tennis Center	4/07/22	0	3
Research			
Office of Research (Operational/Financial)	11/30/20	0	6
Board of Visitors			
Board Governance	6/04/20	0	1

*An Interim Report was issued on August 28, 2020, which contained 3 of these issues.

Activity and Status of Audit Issues Since December 2022

Action Plan Status by Report Date

Executive Area	Audit Title	Audit Observation	Category	Report Date	Original Due Date	Status
Board of Visitors	Board Governance	Bylaw and Board Manual Review Cycle	Governance	6/04/20	12/31/21	In Progress
Administration and Finance	Design and Capital Construction	Budget Reconciliation Process	Control	11/25/20	6/30/21	In Progress
		Non-capital Construction Planning Process	Control	11/25/20	6/30/21	In Progress
		Record Management	Compliance	11/25/20	6/30/21	Complete
Research	Office of Research (Operational/Financial)	Intellectual Property	Compliance and Control	11/30/20	6/01/21	In Progress
		Research Conflicts of Interests Management	Compliance and Control	11/30/20	1/31/21	In Progress
		Emergency Management Plans**	Compliance	11/30/20	12/15/20	In Progress
		Budget Management	Control	11/30/20	12/15/20	In Progress
		Lease Arrangements	Compliance and Control	11/30/20	3/31/21	In Progress
		Research Center Evaluations	Compliance and Control	11/30/20	1/31/23	In Progress
Academic Affairs	Academic Affairs	Budget Management	Control	3/17/21	10/30/20	In Progress
		Compliance Training	Compliance	3/17/21	1/30/21	In Progress
		Performance Evaluation Monitoring	Control	3/17/21	1/30/21	In Progress
		Overload Payments	Control and Compliance	3/17/21	5/01/21	In Progress
		Faculty Self-Service User Account Management	IT Control	3/17/21	9/30/21	In Progress
Administration and Finance	Information Technology Services (ITS) Operations	Door Access	Control	4/09/21	12/31/21	In Progress
		Emergency Management Plans	Internal Compliance	4/09/21	7/31/21	Complete
Academic Affairs	College of Business	Timesheet Approvals	Control and Internal Compliance	8/02/21	8/31/21	Complete
		Continuity of Operations Plan	Internal Compliance	8/02/21	12/31/21	Complete
Athletics	Facilities Events and Equipment	Apparel Inventory Management	Control and Internal Compliance	11/16/21	1/01/23	In Progress
		Records Management	State and Internal Compliance	11/16/21	1/01/23	In Progress
Administration and Finance	Police Department Operations	General Training	Compliance	3/15/22	6/01/22	Complete

Activity and Status of Audit Issues Since December 2022

Executive Area	Audit Title	Audit Observation	Category	Report Date	Original Due Date	Status
Academic Affairs	Office of Visa and Immigration Service Advising	I-9 Compliance for Non-Immigrants	Federal Compliance	4/05/22	7/01/22	In Progress
		Reconciliation of Visa Holder Data	Operations Control	4/05/22	7/01/22	In Progress
Athletics	Tennis Center	Internal Rates Charges and Discounts for Services	Internal Compliance	4/07/22	7/01/22	In Progress
		Records Management	State and Internal Compliance	4/07/22	7/01/23	Planned
		Goal Setting and Assessment	Effectiveness	4/07/22	7/01/23	Planned
Administration and Finance	Banner Workflows	Fixed Asset Workflow Usage and Maintenance	Operational Effectiveness	5/25/22	7/31/22	Planned
Administration and Finance	Cybersecurity: Intrusion Detection and Incident Response	SecOps Handbook and Alert Documentation	Procedure and Documentation	9/08/22	8/15/23	Planned
Academic Affairs	University Libraries	Records Management	State Compliance	11/07/22	12/31/23	Planned
		Budget Management	Financial Control and Internal Compliance	11/07/22	7/01/23	Planned
		Overdue and Lost Materials	Internal Control	11/07/22	7/01/23	Planned
		Discretionary Accounts	Financial	11/07/22	7/01/23	Planned

**The Office of Emergency Management has responsibility for the approval action needed.

ADMINISTRATIVE AND PROFESSIONAL FACULTY SENATE BY-LAWS
April 2023

Article I – Name

The name of this group shall be the Administrative and Professional Faculty Senate, hereinafter referred to as the A/P Senate.

Article II – Purpose

Administrative and professional (A/P) faculty of the university are designated by virtue of their particular competence. Establishment of the A/P faculty Senate is proposed to be a representative body of the A/P faculty. This body will serve as a liaison between ODU's Administrative and Professional Faculty and university administration. As such, it shall serve as the voice of the A/P faculty with respect to policy on administrative matters and the professional affairs of A/P faculty and perform such other functions as are delegated to it by the A/P faculty of the university. Specifically, the A/P Senate shall represent this classification of faculty of the university in recommending policies to the president and other appropriate individuals on career progression, professional development, recognition/reward, benefits, A/P faculty status, professional standards, and related matters.

Article III – Functions

Mission: This body will serve as a liaison between ODU's Administrative and Professional Faculty and the university administration to responsibly advocate for and represent the diverse needs of A/P Faculty.

Outcomes:

- Make recommendations or provide input for policies and procedures that promote the professional and personal interest of A/P faculty.
- Represent A/P Faculty on the University's Policy Review Committee
- Represent A/P Faculty on University initiatives, such as the strategic planning process and campus master planning.

Article IV – Membership

Definitions

University Division: Units headed by the President, Provost, Vice Presidents, or Director of Athletics as defined by the current University organizational chart.

All areas of the institution that employ A/P faculty are represented on the A/P Senate in accordance with their designated University Division. For up-to-date information, please see the University organizational chart.

Section 1 – **Eligibility**

All Administrative and Professional Faculty at Old Dominion University are eligible to serve as members of the A/P Senate except those who serve on the President's Cabinet. The University President shall designate a Cabinet member as a non-voting member of the A/P Senate.

Section 2 – **Composition**

Members of this A/P Senate shall be elected by the Administrative and Professional Faculty from each University Division. On the first business day of June each odd year, the current number of full-time Administrative and Professional Faculty positions in each VP area both on and off main campus shall be reviewed. Each VP area and the University Libraries will be allocated one senate position and will also be represented by additional senators based on the following criteria:

- 1-20 employees   1 Additional Senator

- 21-40 employees   2 Additional Senators

- 41+ employees   3 Additional Senators

After the annual review, the divisions and number senators allocated to each division shall be listed on the A/P Senate web site under Senate Composition.

Section 3 – **Nominations and Elections**
Members of this Senate shall be determined by elections held no earlier than August 1st. The Executive Committee will be responsible for the process of seeking and securing nominations. All Administrative and Professional Faculty are eligible to vote.

If a senator election results in a tie, the Executive Committee will execute a runoff election.

Section 4 – **Term of Office**

Members shall serve a two-year term that shall coincide with the academic year. Members of the Senate shall be eligible for re-election. If a vacancy occurs during a term the Senate Chair shall nominate a division representative, who must be confirmed by the Executive Committee to fill the office until the next election cycle.

Section 5 – **Duties of Senators**
Senators are expected to attend a majority of Senate meetings, solicit input from other A/P Faculty Members in their unit and participate in campus events. If a Senator is unable to fulfill his/her obligation, then he/she should resign.

Section 6 – **Proxies**

If a senator cannot attend a scheduled business meeting, they can appoint a proxy to attend in their place. A proxy will need to be from that Senator's division and an A/P Faculty Member. Senators must notify at least one member of the Executive Committee with the proxy information no later than an hour in advance of the meeting. The proxy will have all the voting rights of the senator they are representing.

Article V – Officers
Section 1

The elected officers of this Senate shall be Chair, Vice-Chair, Secretary and Parliamentarian who shall collectively serve as the Executive Committee. The Past President shall serve on the Executive Committee in a non-elected capacity. The term of Senate officers is one year with the exception of the Past President. The years of service of the Past Chair shall run concurrently to the number of years served by their succeeding president.

Section 2

The officers of the Senate shall be elected no earlier than August 1st by the members of the Senate at or before the first meeting of the academic year. Elections will be led by the Past Chair and shall be determined by plurality of votes cast.

Section 3

The Chair and Vice-Chair may be re-elected but cannot serve more than three consecutive years. The Secretary and Parliamentarian may be re-elected and serve an unlimited number of years.

Section 4

If a vacancy occurs in the office of the Chair, a new election shall take place. If a vacancy occurs among the elected officers other than the Chair the Chair shall appoint, subject to the approval of the Executive Committee, a person to complete the vacated term of office. If there is a vacancy in the position of the Past Chair, the Chair shall appoint, subject to the approval of the Executive Committee, the current senator with the most years of full-time University employment to fill the position. If that senator declines, the Chair will continue to move down the line of service, based on the years of full-time employment as an AP Faculty Member at the university, until the position is filled.

Article VI – Duties of Officers
Section

It shall be the duty of the Chair to preside at all meetings of the Senate; to consider all motions regularly made; and to call special meetings. The Chair shall also appoint the chairs of identified committees, taking into consideration a diverse representation of

membership. The Chair shall be a non-voting ex-officio member of all committees. The Chair or his/her designee shall also be the representative of this Senate on appropriate university committees, task forces, and boards.

Section 2
In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice-Chair shall become familiar with the work of the Senate and shall serve as a non-voting ex-officio member of all committees.

Section 3

The Secretary shall record all official proceedings of the meetings of this Senate and transmit the proceedings to the Chair and the Executive Committee. The Secretary will maintain the digital footprint for the Senate.

Section 4

When a chair of the AP Faculty Senate leaves the position, that person will serve as the Past Chair. This position is a non-elected, non-voting member of the Executive Committee and A/P Faculty Senate; however, they can cast a tie-breaking vote on issues facing the Executive Committee. The Past Chair is not required to be an elected senator to serve in this position. If the person serving as Past Chair is elected to the AP Faculty Senate, then they can vote in that capacity.

Article VII – Executive Committees
Section 1

The Executive Committee shall conduct, manage, and control the business of this Senate during periods between the business meetings of this Senate.

Section 2

The Executive Committee shall meet at least twice each semester and once during the summer. Other meetings of the Executive Committee may be called by the Chair or at the request of a simple majority of the Executive Committee membership. The Executive Committee shall approve all committee memberships. All Executive meetings shall be open to the Senate membership.

Article VIII – Committees
Section 1

The Chair shall recommend standing or ad-hoc committees to the executive committee for approval.

Section 2

A/P Senate representatives to internal governance committees shall be selected by the A/P Senate from among any general member of the Administrative and Professional Faculty.

Section 3

The Nominations & Elections Committee for Senators shall be comprised of a minimum of three members of the Senate who are not up for re-election, including one member of the Executive Committee. The members of the committee shall be appointed at the first meeting of the fiscal year. The committee shall follow the rules set out in Article IV of the Bylaws.

Article IX – Meetings
Section 1

There shall be at least one business meeting each semester. The time and the place of the meeting(s) shall be determined by the Executive Committee.

Section 2

A majority of A/P Faculty Senators shall constitute a quorum for the transaction of business, at any meeting for which notice was provided.

Section 3

The time and place of meetings shall be announced in advance to the general membership of the Administrative and Professional Faculty, and all meetings shall be open to the general membership.

Section 4

The approved minutes of all public sessions at Senate meetings shall be published and made available to the general membership of the Administrative and Professional Faculty.

Article X – Amendments
Section 1

Except as is provided in Section 2 below, amendments to the By-Laws may be acted upon only at a meeting of the Senate. If presented in writing to all members of the Senate at least thirty (30) days prior to a business meeting at which the proposed change is to be considered, then the amendment may be adopted by a two-thirds vote of the membership present. Any proposed amendments to the By-Laws NOT presented in writing to all members of the Senate thirty (30) days in advance of a business meeting may be adopted by at least four-fifths of the members present.

Section 2

Given that all A/P Faculty senior leadership is represented on the President's Cabinet, proposed amendments to the By-Laws will be coordinated through the non-voting member and cabinet representative for cabinet approval. These By-Laws and any amendments made thereto become effective immediately upon a vote of the membership. These bylaws may be amended by majority vote at any meeting of the A/P Faculty Senate, provided the amendment has been submitted in writing and read at the previous regularly scheduled meeting.

Article XI – Rules of Order

Robert's Rules of Order shall govern the proceedings of the Senate not otherwise specified by the By- Laws.