

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, June 15, 2023

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 8:30 a.m. on Thursday, June 15, 2023, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

Jerri F. Dickeski, Chair
Peter G. Decker, III, Vice Chair
R. Bruce Bradley, Rector (*ex-officio*)
P. Murry Pitts (*ex-officio*)
Robert S. Corn
Kay A. Kemper
E.G. Middleton
Keshav Vermani (*Student Representative*)

Absent from the Committee: Armistead D. Williams, Jr.

Also present:

Brian O. Hemphill, President	Donna Meeks
Alonzo Brandon	Chad Reed
Nina Rodriguez Gonser	September Sanderlin
Jaime Hunt	Ashley Schumaker
Brandi Hephner LaBanc	

CALL TO ORDER AND APPROVAL OF MINUTES

Rector Bruce Bradley presided over the meeting since the Chair was caught in traffic and arrived late. He called the meeting to order at 8:30 a.m. and asked for approval of the minutes of the Governance Committee meeting held on April 20, 2023. Upon a motion made by Mr. Corn and seconded by Mr. Pitts, the minutes were approved by all members present and voting (*Bradley, Corn, Middleton, Pitts*).

PROPOSED POLICY REVISIONS

The Rector presented two Board policies for consideration. Revisions to policies 1441, Emeritus/Emerita Appointments, and 1463, Dismissal of Faculty From Employment Due to Financial Exigency or Discontinuance of a Program of Study or a Department of Instruction, were reviewed and approved by the Academic and Research Advancement Committee at their meeting in April and are ready for Governance Committee approval. Mr. Middleton asked a question about the three-year requirement for filling a position of a dismissed faculty member pursuant to the

policy, which was addressed by Chief of Staff and Vice President Schumaker and University Counsel Al Wilson.

Upon a motion made by Mr. Middleton and seconded by Mr. Corn, the following policies, as revised, were approved by all members present and voting (*Bradley, Corn, Middleton, Pitts*).

NUMBER: 1441

TITLE: Emeritus/Emerita Appointments

APPROVED: September 28, 1972; Revised August 30, 1990; Revised April 12, 2002; Revised April 7, 2006; Revised June 13, 2008; Revised April 8, 2010; Revised December 3, 2015 (eff. 1/1/16)

I. Emeritus/Emerita Appointments for Tenured Faculty

- A. The title "emeritus/emerita" shall be granted only by the Board of Visitors. The title of emeritus/emerita is granted in recognition of dedicated and meritorious service at Old Dominion University and entitles its holders to commensurate rights and privileges.
- B. Eligibility for the titles of professor emeritus/emerita and associate professor emeritus/emerita shall be limited to full-time tenured faculty upon their retirement.
- C. Administrative officers who hold faculty rank and tenure, except for the president, may be named "emeritus/emerita" upon retirement. The Board of Visitors may in its discretion award the title of "president emeritus/emerita" to a former president upon their retirement from the University or departure from the position. The president emeritus/emerita may, with the approval of the Board of Visitors, continue to serve the University after retirement or departure from the position. Responsibilities of the president emeritus/emerita may include teaching and consulting as well as activities that carry forward the name and reputation of the University.
- D. To be eligible for an emeritus/emerita appointment, a faculty member shall be recommended by their department chair and approved by the dean, provost and vice president for academic affairs, and president, or the process may begin with the recommendation of the provost and vice president for academic affairs.
- E. Should a qualifying faculty member die before actual retirement, their department chair may recommend them for posthumous emeritus/emerita recognition.
- F. Each person receiving the title of emeritus/emerita with faculty status will receive appropriate recognition from the University.

G. Emeritus/emerita appointments for faculty carry the following lifetime privileges:

1. Use of the library as a faculty member.
2. Attendance at faculty meetings (nonvoting), at receptions and at academic processions, including commencement.
3. Listing in all University publications on the same basis as active faculty, to include department websites.
4. Receipt of all University informational bulletins that are circulated to active faculty.
5. Attendance at lectures, concerts, athletic events, banquets, etc.
6. Use of University facilities, including parking lots, on the same basis as active faculty.
7. Office and laboratory space, or library study space, as available and on a temporary basis, but priority will be given to active faculty, staff, and students when space is limited.
8. Use of the University's email account.

II. Emeritus/Emerita Appointments for Non-Tenured Faculty, Librarians and Administrators

- A. The title of emeritus/emerita may also be conferred on retired non-tenured faculty, administrative officers, and librarians with continued appointment of at least 10 years who have given exemplary service to the University and who are specifically recommended by the president and approved by the Board of Visitors.
- B. To be eligible for this category of emeritus/emerita appointment, a non-tenured faculty member, administrator or librarian shall be recommended by their supervisor and approved by the dean and/or vice president, the provost, and the president.
- C. Should a qualifying employee die before actual retirement, their supervisor may recommend them for posthumous emeritus/emerita recognition.
- D. Each non-tenured faculty member, administrator or librarian receiving the title of emeritus/emerita will receive appropriate recognition from the University.
- E. Emeritus/emerita appointments in this category carry the following lifetime privileges.
 1. Use of the library as a University employee.
 2. Receipt of all University informational bulletins that are circulated to active employees.
 3. Attendance at lectures, concerts, athletic events, banquets, etc.

4. Use of University facilities, including parking lots, on the same basis as active employees.
5. Use of the University's email account.

NUMBER: 1463

TITLE: Dismissal of Faculty From Employment Due to Financial Exigency, as Declared by the Board of Visitors, or Discontinuance of a Program of Study or a Department of Instruction

APPROVED: March 11, 1991

A. General

This policy provides for the dismissal of tenured and non-tenured faculty members. Only the Board of Visitors has the authority to dismiss faculty from employment due to financial exigency or the discontinuance of a program of study or department of instruction. Dismissal of faculty shall be conducted according to the procedures provided in this policy.

B. Procedures for the Dismissal of Faculty

1. Upon the completion of the approval university procedures for a determination of financial exigency, or discontinuance of a program of study or department of instruction, the provost and vice president for academic affairs in consultation with the relevant dean and chair shall determine which faculty members, if any, in the affected programs or departments will be considered for dismissal.
 - a. The faculty considered for dismissal will be notified that they are under review for possible dismissal.
2. The provost and vice president for academic affairs shall give due consideration to all of the following.
 - a. Reduction of nonfaculty staff and administrators
 - b. Faculty reassignment in the following order: tenured faculty, tenure-track faculty, research faculty, master lecturers, senior lecturers, lecturers, clinical faculty
 - c. Priority for reassignment will be given to faculty with training/expertise in another program.

3. In considering which faculty members will receive notices of dismissal, the provost and vice president for academic affairs shall first dismiss nontenured faculty in the affected program of study.
4. The provost and vice president for academic affairs will use the following order for dismissal: Nontenured faculty – lecturers, clinical, nontenured faculty with joint appointments, research faculty, nontenured tenure-track faculty, tenured faculty.
5. The provost and vice president for academic affairs in consultation with the relevant college dean and department chair will evaluate faculty considered for dismissal on the quality and productivity for teaching, scholarship/research, and professional service in accord with the previously established departmental written standards. The evaluation will include productivity for three or more years.
6. In determining which tenured faculty members will receive notices of dismissal, the provost and vice president for academic affairs shall give due consideration to any recommendation made by the tenured faculty members of the department involved.

C. Notice of Dismissal

1. For purposes of this policy, the academic year shall commence on the first day of classes of the fall semester and end on the date of spring commencement at the end of the second semester.
2. The notice of dismissal provided to a faculty member shall be in writing and shall include (1) the terms and effective date of dismissal, (2) the substantive reason(s) for the decision, (3) the procedures followed in arriving at the decision, and (4) the procedures through which a faculty member may appeal the decision.
3. The effective date for dismissal of a nontenured faculty member shall be on the expiration date of their academic year contract. Notice of dismissal shall be provided to the faculty member as soon as possible following the decision of the provost and vice president for academic affairs to dismiss and not later than December 15 of the same academic year.
4. The effective date for the dismissal of a tenured faculty member shall be on the expiration date of their academic year contract. Notice of dismissal shall be provided to the faculty member as soon as possible following the decision of the provost and vice president for academic affairs to dismiss. In no case shall the notice be less than a full academic year.

D. Appeals

1. A notice of dismissal to a faculty member may be appealed upon the grounds that the decision was arbitrary, capricious, or upon the grounds that, in making the decision, the provost and vice president for academic affairs deviated materially from the policies and procedures of the university. The burden of proof shall be on the faculty member.
2. If a dismissed faculty member requests a review of the decision, the faculty member shall provide a written request to the provost and vice president for academic affairs within fifteen (15) calendar days of the faculty member's receipt of the notice of dismissal. The written request shall describe, with reasonable specificity, the grounds for review.
3. Within seven (7) calendar days after receiving the faculty member's request for review, the provost and vice president for academic affairs shall forward a copy of the request and a copy of the notice of dismissal and any supporting documents to the chair of the Faculty Grievance Committee with a request that the chair initiate the applicable procedures of the committee.
4. The Faculty Grievance Committee must review the appeal and documents and decide if a hearing is warranted within five calendar days. If a hearing is merited, the panel must be formed and briefed within 10 calendar days of receipt of the appeal request to the chair of the grievance committee.
 - a. The Hearing Panel must convene and hold the hearing within seven calendar days after being briefed and provide a decision that is communicated to the chair of the grievance committee within three days.
 - b. The chair of the grievance committee will notify the provost and the faculty member of the Hearing Panel's decision within two days of receiving the decision.
5. Upon the conclusion of the procedures of the Faculty Grievance Committee and upon the provost and vice president for academic affairs' receipt of the committee's recommendation and report, the provost and vice president for academic affairs shall submit the materials to the president with a recommendation to accept, reject or modify the committee's decision. The president may decide to accept, reject or modify the recommendation of the provost and vice president for academic affairs as the president sees fit. If the president decides to reject or modify the recommendation of the committee, the president must provide reasons in writing, within fifteen (15) days of receipt of the materials from the provost and vice president for academic affairs, for that decision, both to the faculty member and the Grievance Committee. Failure to do so within the time provided (unless for good cause) shall be deemed as assent to the committee's decision.
6. If, after receiving the committee's recommendation, the provost and vice president for academic affairs decides to withdraw the notice of dismissal issued

to the faculty member, the notice shall be rescinded in writing and the proceedings closed.

7. If, after receiving the provost and vice president for academic affairs' recommendation and the materials, the president affirms the notice of dismissal or if the faculty member does not make a timely request for review by the president and/ or Board of Visitors, the president shall forward to the Board of Visitors a recommendation that the faculty member be dismissed from university employment in accordance with the terms of the notice.

E. Consideration and Decision by the Board of Visitors

1. During its consideration of a recommendation to dismiss a faculty member, the Board, or an appropriate committee of the Board designated by the Board (hereinafter "the Board") shall review the record of the case including the recommendations of the provost and vice president for academic affairs, the president and the report of the Faculty Grievance Committee. The Board shall provide the faculty member and the president (or the president's designated representative) with an opportunity to make a written statement and if either party should so choose an oral statement. These statements shall be based upon the record of the case. The Board, in its discretion, may request additional evidence from either party, which shall be disclosed to the other party.
2. Faculty members from the same program of study, department of instruction, or college may make a collective statement before the Board if they should so choose and if desired by the Board.
3. After its consideration of a recommendation to dismiss a faculty member, the Board may decide to accept the recommendation to dismiss the faculty member, alter the terms of the recommendation, or decide not to dismiss the faculty.
4. The Board shall provide written notification of its decision to the faculty member and to the president within sixty (60) calendar days of its receipt of the president's recommendation.
5. If the Board's decision is not rendered within sixty (60) days as provided in paragraph E.4., such failure to act shall be deemed a decision not to dismiss the faculty member.

F. Future Actions

1. In the event faculty are dismissed pursuant to this policy, a position may not be offered within a program of study or department of instruction to a new candidate within the specialty of the faculty member dismissed for at least three years following the effective date of the dismissal without first offering to reinstate the dismissed faculty member. The offer to reinstate shall remain open for a reasonable time and shall be based on past performance of the faculty member.

2. Priorities for faculty reinstatement are tenured, non-tenured tenure track, research faculty, faculty with joint appointments, non-tenured faculty – lecturers, clinical.

RESOLUTION REGARDING OLD DOMINION UNIVERSITY/EASTERN VIRGINIA MEDICAL SCHOOL MERGER

Al Wilson, University Counsel, explained that this Resolution is required by the accrediting bodies to formalize the Board’s approval of Old Dominion University’s proposed merger with the Eastern Virginia Medical School. Upon a motion made by Mr. Pitts and seconded by Ms. Dickeski, the following resolution was approved by all members present and voting (*Bradley, Corn, Decker, Dickeski, Middleton, Pitts*).

RESOLUTION AFFIRMING THE BOARD OF VISITORS’ APPROVAL OF EASTERN VIRGINIA MEDICAL SCHOOL’S INTEGRATION INTO OLD DOMINION UNIVERSITY

WHEREAS, on December 17, 2021, the Sentara Healthcare, Old Dominion University, and Eastern Virginia Medical School signed a Memorandum of Understanding, agreeing to explore the value of aligning or affiliating their respective organizations to create an affiliated academic health center; and

WHEREAS, on July 28, 2022, Old Dominion University and Eastern Virginia Medical School signed a Memorandum of Understanding recognizing the commitment of each institution’s Board of Visitors to developing a vision for co-creating a Health Sciences enterprise by fully integrating Eastern Virginia Medical School with Old Dominion University; and

WHEREAS, the Virginia General Assembly passed legislation during the 2023 legislative session transferring all property owned by Eastern Virginia Medical School to ODU and creating new Virginia Code § 23.1-2006, which states “[t]he schools and divisions previously existing as Eastern Virginia Medical School and such other academic units of the University related to the health sciences as may be identified by the board are hereby designated as the Eastern Virginia Health Sciences Center at the University.”

WHEREAS, on April 12, 2023, the Governor signed the legislation, which will become effective on the date after July 1, 2023, on which the Governor and the chairmen of the House Committee on Appropriations and the Senate Committee on Finance and Appropriations provide written approval for Old Dominion University and Eastern Virginia Medical School to complete a merger to create the Eastern Virginia Health Sciences Center at Old Dominion University.

THEREFORE, BE IT RESOLVED, that the Board of Visitors approves the merger of Eastern Virginia Medical School into the University. The Board further approves and accepts all the Eastern Virginia Medical School academic programs and all the responsibilities of the institutional sponsor of those programs. The Board authorizes the President to execute all agreements and documents and to take such other such action that is necessary to effectuate the merger.

NEXT STEPS

The Rector noted that one Board policy, 1420, Faculty Salary Increments, remains with a 2023 review date. Donna Meeks shared that the Faculty Senate will be reviewing this policy during the fall semester for consideration by the Academic and Research Advancement Committee in December.

University Counsel Al Wilson stated that in addition to the Resolution approved by this Committee for the EVMS merger, other Committees are considering resolutions that will be brought to the full Board for approval. Additionally, there is a need to revise the Administrative and Professional Faculty Policy to create a specific category of employee for medical residents, since they are prohibited from participating in the Virginia Retirement System. Another policy that will be brought to the Committee for consideration in September is the result of a new state law that goes into effect July 1 requiring the Board to have a policy mandating human trafficking training as part of first-year student orientation. His office is still receiving guidance on this as well as his colleagues around the Commonwealth, although Virginia Tech has been proactive and has already adopted a policy.

Ms. Dickeski thanked the Rector for chairing the meeting. With no further business to be discussed, the meeting adjourned at 12:53 PM.