

DRAFT – SUBJECT TO COMMITTEE APPROVAL

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, November 30, 2023**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 4:30 p.m. on Thursday, November 30, 2023, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

P. Murry Pitts, Presiding Chair
R. Bruce Bradley, Rector (*ex-officio*)
E.G. Middleton
Keshav Vermani (*Student Representative*)

Absent from the Committee: Jerri F. Dickseski
Kay A. Kemper

Other Board Members Present: Ross A. Mugler

Also present:

Brian O. Hemphill, President	Amber Kennedy
Austin Agho	Casey Kohler
Alonzo Brandon	Donna Meeks
Ken Fridley	Chad Reed
Annie Gibson	September Sanderlin
Nina Rodriguez Gonser	Ashley Schumaker
Jaime Hunt	Amanda Skaggs
Stephanie Jennelle	Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

Mr. Murry Pitts, who presided over the meeting in the absence of the Chair and Vice Chair, called the meeting to order at 4:25 PM and asked for approval of the minutes of the Governance Committee meeting held on September 14, 2023. Upon a motion made by Mr. Bradley and seconded by Mr. Middleton, the minutes were approved by all members present and voting (*Bradley, Middleton, Pitts*).

2024 BOARD OF VISITORS SELF-ASSESSMENT SURVEY

The Committee considered revisions to the Board’s annual self-assessment survey based on recommendations and/or feedback received during the last self-assessment process. Since no

recommendations to revise the survey were made, the Committee agreed that this year's survey will be distributed in January with no changes. Ms. Ashley Schumaker, Chief of Staff and Vice President for Strategic Operations, noted that the Board agreed at the Retreat that the survey will be set up so that responders can be identified and appropriate follow-up with those who have not completed it can be made. Upon a motion made by Mr. Middleton and seconded by Mr. Bradley, the Board's self-assessment was approved with no changes by all members present and voting (*Bradley, Middleton, Pitts*).

PROPOSED BYLAWS REVISIONS

Vice President Schumaker presented two proposed Bylaws revisions, the first of which is the addition of § 2.04 of the Bylaws related to athletic collectives. At its retreat in August, the Board agreed that board members should not serve on the board of directors of any collective and it should be included in the Bylaws. The second revision is to remove §10.04 of the Bylaws that requires the Board to approve the annual Board office operating budget and receive a budget status report at each meeting. She noted that this small budget covers hospitality and travel expenses related to the quarterly Board meetings and internal controls are in place to ensure expenditures are in accordance with allowable funds.

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

§ 2.04. Athletic Collectives. No member of the Board of Visitors shall serve on the board of directors of an external athletic collective created in accordance with applicable Name, Image, and Likeness laws, regulations, or policies to benefit the University's athletic program, teams, or student athletes.

~~§ 10.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector, in conjunction with the Executive Secretary to the Board, shall be responsible for formulating the Board of Visitors Base Budget for the coming year (see Bylaws §§6.06 and 8.03) predicated on guidance developed by the Rector grounded on past spending patterns and anticipated needs. The Board of Visitors Budget shall be developed during the University's budget formulation process and shall be presented by the Vice Rector to the Board at the Spring regular meeting for approval.~~

PROPOSED REVISIONS TO BOARD POLICY 1412, PROMOTION IN RANK

Vice President Schumaker presented the proposed revisions to Policy 1412, noting that they were minor changes. Upon a motion made by Mr. Bradley and seconded by Mr. Middleton, the following revisions were approved to Section II.C.6. of Board Policy 1412 by all members present and voting (*Bradley, Middleton, Pitts*).

Section II.C.6.

The college committees shall consist of one tenured faculty member from each department in the college. All members of the college promotion and tenure committees shall be elected directly by the faculties they

represent for a one-year term renewable twice for a total of three years. This member shall be chosen by majority vote of all full-time, tenure-track teaching and research faculty members of the department, present and voting, by secret ballot before April 15 of each year for the ensuing year. Every reasonable effort should be made to ensure that there are at least three full professors on the college committee. If the elected representative of a department will not be able to attend college committee meetings for a significant time span, the department may elect a temporary replacement for that time span. No person shall serve on a college promotion and tenure committee for more than three years consecutively but is eligible for reelection after an absence of at least one year. Only faculty holding the rank of full professor are eligible to join the deliberations and the vote on candidates for promotion to full professor. If the home department of a candidate for promotion to full professor has no full professor representing it on the college committee, a full professor from member of the departmental promotion committee for that candidate (convened as described in section C.1. and C.2. above) shall be elected to serve as its representative ~~only during~~ for the duration of the deliberations on that specific candidate as well as the other full professor promotion cases in the college committee. In any case, the representative from a promotion candidate's department will participate in deliberations in the candidate's case but will not cast a vote.

UPDATE ON BOARD POLICY 1411, TENURE

Vice President Schumaker updated the Committee on a change that was made to the Tenure Policy in September. The Committee recommended the addition of "Assistant Professor" in a section of the policy for consistency with another section, and that change was approved by the full Board. However, it was subsequently determined by the Provost's Office that the change created an internal conflict with the policy, so it was published without that change. University Counsel advised that providing this clarification would suffice and no action was needed by the Committee or full Board.

NEXT STEPS

At its meeting in April, the Committee will discuss the officer elections process as required in the Board's Bylaws. Board Policy 1420, Faculty Sanctions, which had been scheduled for review in 2023, is pending Faculty Senate input and review by the Academic & Research Advancement Committee. In addition, Board Policy 1106, Public Comment on Tuition and Mandatory Fee Increases, is scheduled for review during 2024.

Rector Bradley noted that he and Jerri Dickeski have discussed the need to review the Board's Bylaws for any changes that must be made to reflect the upcoming merger with EVMS, and proposed revisions should be on the Committee's agenda for its meeting in April.

With no further business to discuss, the meeting was adjourned at 4:25 PM.