AY23-40-Executive Committee

It has come to the attention of the Faculty Senate that a radical change to the University Governance policy was made by University Counsel and approved by the Board of Visitors with neither knowledge nor consent of the Faculty.

This radically changed version was uploaded to the Faculty Handbook in June 2023.
The change to the policy was made two years earlier in June 2021.

This unannounced rewriting of policy is not a unique instance but conforms to an increasingly frequent pattern. As new administrators enter the University, they frequently are unaware of the institution's shared governance process.

The amendment proposed in this Issue Item:

- codifies the process of shared governance at Old Dominion University, which is long-established in both policy and precedent;
- restores important policy language to the University Governance, specifically the definition and membership of the Faculty Forum and the Faculty Senate as the representative body of the Faculty.

Attached are

- the original and legitimate University Governance policy;
- the policy as rewritten by former University Counsel Jay Wright;
- minutes of Board of Visitors documenting the approval of the Wright version absent the advice or consent of the Faculty.

Respectfully submitted,
Michael C. Carhart, professor
Senate chair

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Thursday, June 17, 2021

M I N U T E S

The Board of Visitors of Old Dominion University held its annual meeting on Thursday, June 17, 2021, at 1:00 p.m. The meeting was held electronically via the Zoom application pursuant to §4-0.01(g) of Chapter 1289 of the 2020 Acts of Assembly. Present from the Board:

Kay A. Kemper, Rector
Yvonne T. Allmond
Carlton F. Bennett
R. Bruce Bradley
Robert A. Broermann
Robert S. Corn
Unwanna B. Dabney (via Zoom)
Peter G. Decker, III
Jerri F. Dickseski
Alton J. Harris (via Zoom)
Larry R. Hill
Toykea S. Jones
Ross A. Mugler
P. Murry Pitts
Maurice D. Slaughter (via Zoom)
Lisa B. Smith
Armistead D. Williams, Jr.
Lola Jegede *(Student Representative)*

Also present:

John Broderick, President
Austin Agho
Bruce Aird
Vicki Bonner
Judy Bowman
Mike Brady
Alonzo Brandon
Andy Casiello
Leigh Comsudis
Jane Dané
Traci Daniels
Greg DuBois
Lauren Eady
Christopher Fleming
Morris Foster
Giovanna Genard
Nina Gonser
Velvet Grant
Tiffany Hampton
Rhonda Harris
Scott Harrison
Todd Johnson
Casey Kohler
Donna Meeks
Karen Meier
Harry Minium
Annie Morris
Earl Nance
Tom Odom
James Rhoades
Ron Ripley
September Sanderlin
Wood Selig
Amanda Skaggs
Don Stansberry
Phil Walzer
Rusty Waterfield
Bridget Weikel
Jay Wright
Johnny Young
Lei Zhang

CALL TO ORDER AND APPROVAL OF MINUTES

The Rector called the meeting to order at 1:04 p.m. and asked for approval of the minutes of the Board of Visitors meeting held on April 22, 2021. Upon a motion made by Dr. Williams and seconded by Ms. Allmond, the minutes were approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None)*.

PROPOSED 2021-2022 OPERATING BUDGET & PLAN

The Rector called on Vice President DuBois for the presentation of the proposed 2021-2022 Operating Budget & Plan. He reviewed the budget planning objectives and pointed out a new objective to establish enrollment and operating mitigation funds. He also reviewed budget planning assumptions and base operating resources and needs, noting that this has been the most successful year in terms of receiving additional state funds that were designed to be catch-up funds. In the last ten years under President Broderick's leadership, the University has gone from 70% base adequacy to over 100%. Existing resources will be reallocated for strategic investments and enrollment and operations mitigation funds will also carry over into FY22.

Vice President DuBois shared the details of the E&G operating resources allocated from the Commonwealth. In addition to the restoration of the $12M in E&G base support. $4.5M has been allocated to maintain affordable access, $2.5M for the Joint School of Public Health, $6.4M for project compensation and benefit cost increases, and $2.8M in one-time funding for unavoidable cost increases. $5.3M for in-state need-based student financial assistance has also been retored. Capital funding has been retained for the new Health Sciences Building ($74.9M) and campus-wide storm water improvements ($5.2M), and NGF authority has been retained to begin the detailed planning of the proposed $128M Biology Building ($5.1M). Maintenance Reserve ($3.6M) and Higher Education Equipment Trust Fund ($5.3M) funding was retained and funding was allocated to support a 5% compensation increase for full-time state employees and adjunct faculty. Language was added regarding the Athletic Subsidy that excludes fiscal years 20, 21 and 22 from the five-year rolling average calculation of the change in generated revenue and student fees.

A combination of factors has provided for a stable financial position in the current year and will further the University's financial stability as it moves into FY22. As a result, an 8.5% institutional reserve fund has been established and use of those funds will require Board approval. Additionally, $20M in one-time funds have been committed for enrollment mitigation and operating funds. New E&G resources total $45,200,982. Included are one-time funds for unavoidable cost increases that will be requested as base funding for future years. Vice President DuBois also noted that the $3M allocation for the modified tuition and fee structure is in its final year.

Bruce Aird, University Budget Officer, presented the proposed E&G resource allocations, including the mandatory cost increases and the strategic initiatives. Strategic initiatives include

base funding for adjunct faculty ($1.8M), student service operations ($925K), Cybersecurity faculty ($180K), Title IX staffing and operations ($245K), student success coaches ($132K), joint School of Public Health ($2.5M), strategic initiatives holding fund ($4.1M), and one-time enrollment mitigation and operating funds ($20M). Vice President DuBois commented that the strategic initiative holding fund was established at the request of President Broderick to allow incoming President Hemphill to allocate the funds for his strategic initiatives.

In response to a question from Mr. Bradley, Vice President DuBois explained that the $20M in one-time funding for enrollment mitigation and operating expenses may not all be spent in FY22 and could roll over to the next fiscal year and could possibly be used as "seed money" for new initiatives that could become self-sustaining or for which base funding is allocated in future years. If there is an enrollment shortfall and some of the mitigation funds are used for that purpose, a budget planning process will begin immediately to plan for the following year. At this point, however, the fall enrollment data is not yet available to make this decision. President Broderick added that all universities are experiencing retention issues for first-year students due to the shift to online learning and fall commitments are not as strong as last year when ODU was one of the few institutions that maintained its fall enrollment and increased it in some categories. That may be due to some students who took classes online through ODU moving to other institutions closer to home for in-person classes. It's too soon to tell, but it appears that retention is more of an issue than first-time enrollments.

Mr. Aird noted that auxiliary resources were severely impacted by the low on-campus presence over the last year. Multiple strategies were used to mitigate the financial impacts and ensure long-term sustainability. These included relief from indirect cost requirements, debt refinancing and restructuring, and pandemic relief funding. The success of the return to campus will provide a barometer for the use of similar strategies for the upcoming fiscal year. All auxiliary operations have taken a conservative approach to revenue projections and savings strategies in FY22. Student fee resources available for the upcoming year total $5,035,370 and will be used to fund compensation and benefits costs ($650K), base funding for current merit based aid ($740K), investment in additional merit based aid ($500K), and the Auxiliary Capital Investment Fund ($500K), leaving $2.645M for one-time enrollment migitation and operating funds. The details of the proposed operating budgets of the auxiliary units were shared as well as the impact on fund balances, which all continue to be healthy.

Taken together, resources from the state general funds and the non-general funds comprised of student tuition & fees; grants, contracts and gifts; and auxiliary enterprises totaling $575,427,000. The proposed expenditure plan totals $574,357,000, resulting in a $1,070,000 contribution to fund balances. Upon a motion made by Mr. Mugler and seconded by Mr. Bennett, the 2021-2022 Operating Budget & Plan was approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

RESOLUTION APPROVING THE 2021-2022
UPDATED OPERATING BUDGET AND PLAN

RESOLVED, that upon the recommendation of the President, the Board of Visitors approves the proposed expenditure plan in the University's 2021-2022 Operating Budget and Plan proposal.

UNIVERSITY EXPENDITURE SUMMARY (in thousands)	**2021-2022 Proposed Budget Plan**
EXPENDITURES	
Educational & General	$349,828
Auxiliary Services	$114,546
Grants & Contracts	$19,085
Gifts & Discretionary	$9,260
Scholarships & Fellowships	$81,620
Total University Expenditures	**$574,357**
Summary of University Revenues & Expenditures	
Revenues	**$575,427**
Expenditures	**$547,357**
Contributions to Fund Balances	**$1,070**

RECTOR'S REPORT

In her report to the Board, Rector Kemper recognized Bob Corn, Jerri Dickseski, Ross Mugler and Maurice Slaughter who have been reappointed by Governor Northam to a second four-year term on the Board. She also congratulated President Broderick on his appointment to the SCHEV Board of Directors.

The Rector called on Vice President Stansberry to recognize several students who are with the Board today. He welcomed Lola Jegede to her first meeting as the Board's student representative. He introduced Myles Nixon, the Student Body President, who is a rising junior majoring in Psychology and previously served as the SGA's director of regional affairs and diversity. He also volunteers as a recruitment and social media chair for ODU's foster youth care student organization. The Rector recognized Myles for the editorial he submitted to *The Virginian-Pilot* thanking the Board and President Broderick for the decision not to increase tuition for the upcoming year. Alicia Pullen and Dawaan Steagall were recently selected as Governor's Fellows.

Alicia works in the office of the Secretary of Health and Human Resources. She received her BA in History and Political Science from Old Dominion in 2019. She is a current graduate student studying public administration. She previously interned for State Senator John Cosgrove, Delegate James (Jay) Leftwich and Kieloch Consulting. Dawaan works in the office of the Secretary of Public Safety and Homeland Security. He is currently a senior majoring in Criminal Justice. He formerly interned for Two Capitols Consulting, Delegate Alex Askew, Delegate Cliff Hayes and State Senator Mamie Locke. The Rector said that she would like to continue the tradition at future Board meetings to recognized students and faculty members for their achievements.

Vice Rector Bradley gave an update on the Board's operating budgets. He said that there have been no changes since his report in April. $2,177 has been spent from the E&G budget, leaving a balance of $5,474, and $523 has been spent from the Board's discretionary budget and has a remaining balance of $1,847. $202,159 has been spent from the presidential search budget, leaving a balance of $45,861. Vice President DuBois said that there may be one final bill from WittKieffer.

The Rector introduced Ron Ripley, former Rector and the Board's representative to the Online Virginia Network board, Jane Dane, Associate Vice President for Enrollment Management, and Andy Casiello, Associate Vice President for Distance Learning, for an update on the activities of OVN. Mr. Ripley commended the work of Ms. Dane and Mr. Casiello and the University's leadership in this arena. He noted that the Speaker of the House is the current chair of the OVN Board and OVN has been a great success.

Ms. Dane provided an overview of the Online Virginia Network, its history, mission, strengths, budget, ODU's responsibilities in support of the enterprise and its future direction. OVN was established in 2017 with ODU and George Mason and was later expanded to include JMU and VCCS. At that time ODU had already been a leader in delivering online courses and George Mason was just getting started. OVN's mission is to increase degree completion, improve job ready workforce credentials and quality of life for Virginians. Its strengths include an inventory of online degree programs and courses, affordable degree options, strategic outreach to potential degree completers, and student support. Its budget is $4M for OVN and $1M for ODU. ODU's responsibilities include budget authority, OVN board liaison, lead marketing strategy and implementation, and development of the website and technology support. Its future direction is to expand access through collaborative enrollments. She noted that former student representative to the Board Bo Ram Yi provides administrative support to the OVN Board, Bruce Aird manages the budget, and David Kozoyed and Rusty Waterfield provide the IT support. A project manager from George Mason also assists, but the bulk of the support is provided by ODU.

Ms. Dane shared the distribution of over 1M student stop-outs throughout the Commonwealth, noting that most are from the major metropolitan areas but are also spread throughout the state. She reviewed the OVN program inventory, noting that there are 10 partner institutions, three four-year and seven from VCCS. The 200 online programs include certificates, associate's and bachelor's degree levels. OVN covers nine of the 10 fastest growing programs, including bachelor's degrees in computer and information sciences, liberal arts and sciences, business administration and management, political sciences and government, and registered nursing; and

associate's degrees in registered nursing, general studies, engineering and computer science. She also shared a chart listing the areas of study covered among the partners and stated that these are coordinated to mimimize duplication among the institutions. The program serves the non-traditional student demographic well.

Dr. Casiello brought the board members' attention to a handout listing the various awards and recognitions ODU*Online* has received over the years, both in Virginia and nationally. ODU does all of the marketing for OVN and its member institutions, as well as handling the financials. It is truly a University-wide effort that makes this program a success. He reviewed the integrated marketing strategy to promote the program with the use of traditional media as well as digital channels and through partner development and relationship management. He illustrated the ODU*Online* system as a four-gear approach: (1) online faculty training and course development, (2) online technology infrastructure, (3) marketing and promotion (lead generation), and (4) online student lifecycle support services. He also shared enrollment data, noting an average yearly increase of 14.2% in the conversion rate (completed inquiry forms) and an over 83% increase from FY14-15 to present. He then shared a brief promotional video and stated that the future of OVN would embrace the purpose and build on the premise of serving Virginians who started a degree but did not finish, providing accessible and affordable online education, offering a central location for students to locate courses and programs from partner institutions, and evolving its modest web presence to a robust resource for citizens and institutions in the Commonwealth. In response to a question from Mr. Pitts, Dr. Casiello said that each institution earns its own tuition revenue.

In his closing remarks, Mr. Ripley challenged the Board to become more strategically involved in OVN's future and encouraged those who have not visited the Distance Learning operation in Gornto Hall to do so.

Rector Kemper presented a resolution to name Kate Broderick First Lady Emerita. Upon a motion made by Ms. Smith and duly seconded, the following resolution was approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

RESOLUTION TO NAME KATE BRODERICK
FIRST LADY EMERITA

WHEREAS, John R. and Kate Broderick have served as President and First Lady of Old Dominion University since 2008 and will be stepping down from their roles on June 30, 2021, after having served the University for 28 years, 13 in this capacity.

WHEREAS, during their tenure, the Brodericks have been committed to the well-being of students, faculty and staff at the University; and

WHEREAS, while serving as Director of Educational Accessibility, First Lady Kate Broderick led the University's efforts toward greater educational accessibility and support services for students with disabilities; and

WHEREAS, in 2011 President and First Lady Broderick, along with family members, established and endowed the Evon-Broderick Award for Community Engagement and Service, named in honor of their mothers, to recognize students who display commitment to service and civic engagement to the University and surrounding community through superior leadership and service; and

WHEREAS, First Lady Broderick received the Humanitarian Award from the Virginia Center for Inclusive Communities in 2012 in honor of her advocacy for students with medical, psychological or learning disabilities; and

WHEREAS, First Lady Broderick co-founded the Women's Initiative Network, which pairs first-generation female students with leading female professionals for mentoring and group sessions; and

WHEREAS, First Lady Broderick played a key role in bringing the Barry Art Museum to the campus of Old Dominion University, resulting in the largest gift to the University from Carolyn and Richard Barry; and

WHEREAS, the University's Kate and John R. Broderick Dining Commons was named in their honor upon the recommendation of student leaders in recognition of their unwavering support of students; and

WHEREAS, it is fitting to recognize First Lady Broderick for her service to Old Dominion University.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University bestow the honorary title of First Lady Emerita to Kate Broderick.

PRESIDENT'S REPORT

In his report to the Board, President Broderick provided an overview of Old Dominion University's public health collaborations. The ODU-NSU-EVMS School of Public Health is moving along very well. Provost Agho is leading a joint search for the founding dean assisted by the search firm WittKieffer. A working group is meeting weekly to develop an inter-institutional MOA. ODU has three MPH tracks and two doctoral tracks, EVMS has two MPH tracks and NSU is developing its initial MPH track. Planning is fully engaged with the accrediting body, the Council on Education for Public Health. ODU is making a three-faculty cluster hire in health disparities and another cluster through VMASC for supercomputer "Big Data" health researchers.

The Hampton Roads Biomedical Research Consortium is another great partnership between ODU, Sentara and EVMS. NSU and CKHD will also be added to the partnership. The HRBRC facilities will be located in ODU's Tri-Cities Center next to VMASC. The HRBRC has already launched a

startup in blockchain security for health data with Sentara and created a COVID vaccine supply chain model with daily shot and shipment forecasts for the Virginia Department of Health.

ODU, NSU and EVMS are in collaboration with the City of Norfolk on Digital Neighborhoods health-equity project. A "digital twin" of Norfolk neighborhoods using big data is being developed to simulate health-equity interventions to optimize design and implement. They are working with community stakeholders to identify and design health-equity priorities for interventions with the initial target being mental health. The overall goal of the project is to develop holistic "Blue Zones" wellness for the community.

The Hampton Roads Health Sciences Ecosystem Work Group is a partnership with ODU, NSU, EVMS, Sentara, and CHKD to identify synergies and opportunities for collaboration. They are currently working on degree and certification articulations and shared research infrastructure and services, and are discussing long-term issues such as finance, clinical training, services and governance.

President Broderick reported that the School of Continuing Education, formerly the College of Continuing Education and Professional Studies, generated $1M in annual revenue. The fundraising initiative has raised $211M of its $250M goal, for which he commended Vice President Brandon. The Educational, Athletic and Real Estate Foundations completed independent audits and all received unmodified opinions.

The Monarch Esports Arena (MEA) is a 2400+ sq.ft. gaming space located on the second floor of Webb Center. It features 50 computers, consoles and a library of games and has a broadcast and streaming studio and a console area for relaxing and social gaming. It hosts various programs, on-campus events, and is available for reservation.

President Broderick provided a summary of the status of the Cares Act funding received by the University. The University currently has $37M of the $62M allocation and has requested a 12-month extension to allocate these funds in FY22. The $22M remaining from the $38M in Student Emergency Grand Funds will carry over for a second year to assist students affected by the pandemic.

Standard & Poor's Global Ratings affirmed ODU's A+ long-term rating with a stable outlook after its March review. ODU's financial profile was deemed to be very strong with diversified revenue, healthy state appropriation, moderate debt, and available resources that are in line for the rating category.

Earmarks for the $42M in carry-over funds include $8.3M for FY22 revenue received, $5.1M for biology building planning, and $8.6M for E&G strategic initiatives for a total of $22M, leaving President Hemphill with $20M to invest in his initiatives.

An special session of the General Assembly is anticipated in late summer to discuss the distribution of the Federal funds allocated to the Commonwealth. ODU is working with the other institutions to craft a unified request for those funds.

Plans are underway for the return to campus operations under guidance developed by the University's COVID team. All temporary telework agreements will expire on June 25 and employees are expected back on campus no later than June 28. Consideration will be given to employees with special circumstances and Human Resources in providing guidance to managers and employees. Faculty and staff are strongly encouraged and students are required to be vaccinated by August 1 unless claiming an exemption. The University has implemented a mechanism for uploading proof of vaccination documentation.

Salary equity continues to be a priority for the institution and a commitment has been made to continue this review despite budgetary uncertainty stemming from the pandemic. Annual salary reviews identify disparities in pay that are based on gender or ethnicity and provides a mechanism for making pay adjustments to correct the disparity. Eight salary adjustments were made based on this process.

Under the leadership of Vice President Sanderlin, faculty and administrators have been involved in the Facilitator Certification Program. Leaders and employees must have the skills and competencies to engage in dialogue on historically polarizing and "off limits" topics. This program empowers organizations to build internal capacity for engaging in effective dialogue across differences. The Offices of Institutional Equity and Diversity and Academic Affairs are partnering to train 50 facilitiators throughout the campus community to engage in Bold Inclusive Conversations. The first cohort was trained in May and the second cohort is scheduled for training in July.

The University is also actively engaged in Juneteeth activities. On June 14, Ted Ellis, a scholar-in-residence in the College of Arts and Letters, hosted a conversation on activism, social justice, and showcased his art in commemoration of Juneteenth. A Juneteenth Market on Monarch Way will take place on June 19 at the Brock Commons. This is a grassroots effort featuring local farmers, artisans, and musicical performers of color to celebrate and highlight the contributions of the Black community.

President Broderick congratulated Jerri Dickseski, Bob Corn, Ross Mugler and Maurice Slaughter on their reappointments to the Board. He was celebrated as founder of the Social Mobility Center during the Social Mobility Symposium and served as a panelist and hosted keynote speakers including Joseph Castro, California State University System, and Tia Brown McNair, author of *Becoming a Student-Ready College: A New Culture of Leadership for Student Success*. He was named the 2021 Individual Darden Award Recipient for Regional Leadership from the CIVIC Leadership Institute.

At the conclusion of his report, he said that he hoped the Board will consider a way to recognize Cecelia Tucker for her remarkable achievements in equity, diversity and inclusivity.

REPORTS OF STANDING COMMITTEES

ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE

Ms. Jones, chair of the Academic and Research Advancement Committee, reported that the Committee convened in closed session to discuss the appointment of three faculty members with tenure, an honorary degree, and faculty representatives to Board of Visitors committees. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by the Board by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith; Nays: None)*.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Lei Zhang as Associate Professor of Finance with the award of tenure in the Department of Finance in the Strome College of Business, effective July 25, 2021.

Salary: $180,000 for 10 months
Rank: Associate Professor of Finance

The following contains my recommendation for the initial appointment with tenure of Dr. Lei Zhang as Associate Professor in the Department of Finance. Dr. Lei Zhang received a B.A. in Money and Banking from Henan University of Finance and Economics, and an M.A. in Economics from Sichuan University, both in China. She also earned an M.S. and Ph.D. in Economics from the University of Texas at Dallas. Prior to ODU, she was Instructor and Teaching Assistant at the University of Texas at Dallas and Assistant Professor at Edinboro University of Pennsylvania and North Dakota State University. Dr. Zhang received tenure and promotion to Associate Professor at North Dakota State University, where she is also a Faculty Fellow at the NDSU Challey Institute for Global Innovation & Growth. North Dakota State University is "distinctive as a student-focused, land grant, research university."

The ODU *Teaching and Research Faculty Handbook* states, "The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission." [p. 53]. The *Teaching and Research Faculty Handbook* policy on Initial Appointment of Teaching and Research Faculty states a request for initial appointment with tenure at the rank of professor or associate professor must be "initiated by the chair and reviewed by all tenure review bodies." The policy also says, "Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position." [p. 26].

Recommendations in support of tenure at the rank of Associate Professor for Dr. Zhang were received from the departmental, college, and university promotion and tenure committees, as well

as from the college dean. The Promotion and Tenure Committee for the Department of Finance (7-0), the Promotion and Tenure Committee for the College of Business (5-0) and the University Promotion and Tenure Committee (5-0) unanimously recommend this appointment. The chair and dean recommend appointment with tenure.

Based on my independent evaluation of the materials submitted and recommendations from review committees, it is my judgment that Dr. Zhang meets the standards for tenure at the rank of Associate Professor in the Department of Finance at Old Dominion University.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Jomo Mutegi as Associate Professor of Teaching and Learning with the award of tenure in the Department of Teaching and Learning in the Darden College of Education and Professional Studies, effective July 25, 2021.

Salary: $85,000 for 10 months
Rank: Associate Professor of Teaching and Learning

The following contains my recommendation for the initial appointment with tenure of Dr. Jomo Mutegi as Associate Professor in the Department of Teaching and Learning. He received a B.S. in Chemistry from Gannon University in Pennsylvania, a Ph.D. from Florida State University, and a Teaching License and served as a Post-doctoral Fellow at the University of Pittsburgh's Department of Instruction and Learning. Prior to assuming his current tenured faculty position in the School of Education at Indiana University Purdue University Indianapolis, he held an Assistant Professor position at University of Pittsburgh and Assistant Professor in the Departments of Teacher Education & Administration and Advanced Studies Leadership & Policy at Morgan State University in Maryland. At Indiana University, he served as Assistant Director of the Unban Center for the Advancement of STEM Education (UCASE) for a period of two years (2010-2012).

The ODU *Teaching and Research Faculty Handbook* states, "The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission." [p. 53]. The *Teaching and Research Faculty Handbook* policy on Initial Appointment of Teaching and Research Faculty states a request for initial appointment with tenure at the rank of professor or associate professor must be "initiated by the chair and reviewed by all tenure review bodies."

The Promotion and Tenure Committee for the Department of Teaching & Learning (5-0) and the chair and dean recommend appointment with tenure. The Promotion and Tenure Committee for the Darden College of Education & Professional Studies (0-4 against; with an additional 1 recusal

and 1 absent) and the University Promotion and Tenure Committee (0-5) unanimously do not recommend tenure.

The Teaching and Research Faculty Handbook policy states, "Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position." [p. 26]. Dr. Mutegi is a tenured Associate Professor in the School of Education at Indiana University-Purdue University Indianapolis, a doctoral university with high research activity as classified by the Carnegie Classifications of Higher Education System.

One of the reasons cited by both the College and University Committees for the negative vote is that Dr. Mutegi did not meet research standard of "two publications per year in recognized peer-reviewed" journals. I find that this conclusion is arbitrary and inconsistent with the Department of Teaching and Learning Criteria for Evaluation of Faculty Scholarly Activity and Research Statement that was adopted in 2014 and revised in 2020. The Department of Teaching and Learning encourages "faculty members to engage in ongoing scholarly work" and "grow as a scholar, but the scholarship statement did not specify an expected average number of articles a faculty member must publish per year. In addition to publishing 3 book chapters, 14 peer-reviewed articles, one refereed practitioner article, and 17 non-refereed articles, he has delivered 123 regional, national, and international refereed and invited presentations and secured more than $3.5 million in grants from foundations and government agencies. He has taught several undergraduate and graduate level courses and reviews of student qualitative feedback indicated that he is an engaged and effective teacher and mentor.

Based on my assessment of Dr. Mutegi's accomplishments in the areas of research, teaching, and service, I believe that the recommendation of the Department Promotion and Tenure Committee is fair and objective. I also concur with the Dean of the College of Education and Professional Studies that Dr. Mutegi "is producing important scholarship that is recognized by his peers and is making a needed impact on STEM education for diverse learners" and that he brings "a needed focus on diversity in the STEM disciplines to the Teaching and Learning Department".

In conclusion, it is my judgment that Dr. Mutegi meets the standards for initial appointment at the rank of Associate Professor with tenure in the Department of Teaching and Learning at Old Dominion University.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Suzanne Wright as Associate Professor of Nursing with the award of tenure in the School of Nursing in the College of Health Sciences, effective June 10, 2021.

Salary: $198,000 for 12 months
Rank: Associate Professor of Nursing
(Designated as Chair of the School of Nursing)

The following contains my recommendation for the initial appointment with tenure of Dr. Suzanne Wright as Associate Professor and Chair in the School of Nursing. Dr. Wright received a B.S. in Nursing, an M.S. in Nurse Anesthesia, and a Ph.D. in Health-Related Sciences, (Nurse Anesthesia) from Virginia Commonwealth University (VCU). Prior to ODU, she was a Registered Nurse (1997-2000), Graduate Teaching Assistant at VCU (2001), Director of the Center for Research in Human Simulation at VCU (2005-2019), and Certified Registered Nurse Anesthetist at HCA CJW Medical Center in Richmond, Virginia (2003-present). Dr. Wright has held multiple concurrent positions in the Department of Nurse Anesthesia in the School of Allied Health Professions at VCU, including Director of Doctoral Education for Nurse Anesthesia (October 2009-2019), Vice Chair for Academic Affairs and Assistant Program Director (2012-2019) and Associate Professor (2014-2019), and Herbert T. Watson Professor and Chair (2019-Present).

The ODU *Teaching and Research Faculty Handbook* states, "The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission." [p. 53]. The *Teaching and Research Faculty Handbook* policy on Initial Appointment of Teaching and Research Faculty states a request for initial appointment with tenure at the rank of professor or associate professor must be "initiated by the chair and reviewed by all tenure review bodies." The policy also says, "Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position." [p. 26].

Recommendations in support of tenure at the rank of Associate Professor for Dr. Wright were received from the departmental, college, and university promotion and tenure committees, as well as from the department chair and the college dean.

The Promotion and Tenure Committee for the School of Nursing (6-0), the Promotion and Tenure Committee for the College of Health Sciences (4-0) and the University Promotion and Tenure Committee (5-0) unanimously recommend this appointment. The chair and dean recommend appointment with tenure.

Based on my independent review of the materials submitted, it is my judgment that Dr. Suzanne Wright meets the standards for tenure at the rank of Associate Professor in the School of Nursing, College of Health Sciences at Old Dominion University.

HONORARY DEGREE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the award of an honorary degree to Reverend Anthony C. Paige as noted below. A summary of Reverend Paige's career is included with this resolution for information purposes.

Rev. Anthony C. Paige, community leader
Doctor of Humane Letters *(honoris causa)*

Rev. Anthony C. Paige
Senior Pastor, First Baptist Church Lambert's Point
Reverend Paige is an advocate for the Lamberts Point community and serves as the senior pastor at the First Baptist Church of Lamberts Point.

PROFESSION

- Senior Pastor, First Baptist Church Lambert's Point, Norfolk, VA
- Former Pastor, Mt. Nebo Baptist Church, West Point, VA

OLD DOMINION INVOLVEMENT

- 1995-2003, Old Dominion University, Board of Visitors
- Six years as the secretary of the University's Board of Visitors
- University Security task Force
- ODU Village Project Planning Taskforce

EDUCATION

Bachelors of Art degree in Sociology and Psychology, Stillman College, Tuscaloosa, Alabama
Master of Divinity, Virginia Union University, Richmond, VA

COMMUNITY INVOLVEMENT

Reverend Paige has devoted his life to community service for over 40 years in the state of Virginia, in various capacities.

- Coordinator of the #WHATNOW Community Resource Day
- Norfolk City Planning Commission
- 2004, Chairman of the Board, The Village Pointe Senior Housing Project
- Virginia State Board of Correction, developing state legislature for H.I.V and AIDS testing to all inmates leaving prison.
- Board of Trustees of Virginia Seminar and College
- Norfolk Emergency Shelter Team, Site Coordinator
- Lambert's Point Neighborhood Conservation Program: adopted to protect the neighborhood from industrial expansion in the Lambert's Point Community.
- General Board Member of the Baptist General Convention of Virginia

- Member Board of Director of the Norfolk Coalition for Quality Public Education
- Board of the Tidewater A.I.D.S Crisis Task Force
- Coordinator, Emergency AIDS/HIV Clinic with EVMS, Norfolk, VA
- Host of The On Air Forum program (AM-WTJZ)
- Founder of the Black Men's Forum
- Board of Director, William A. Hunton YMCA, Norfolk, VA
- Drug Abuse Counselor, Portsmouth Public Health Department, Methadone Clinic, Portsmouth, Va
- Social Service Coordinator at the Norfolk Redevelopment and Housing Authority, Norfolk, VA
- Assistant to the Director of Counseling and Instructor, Virginia Union University, Richmond, VA

ACCOLADES AND AFFILIATIONS

- 2020, Governor's Volunteerism and Community Service Awards
- 2016, Virginia State Senate Commendation, Resolution 18
- Alpha Phi Alpha Fraternity Inc, Epsilon Nu Chapter Stillman College / Nu Delta Lambda Chapter, Chesapeake, VA
- 2009, Hugo Owens Martin Luther King Memorial Award

APPROVAL OF FACULTY REPRESENTATIVES TO BOARD OF VISITORS COMMITTEES

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty representatives to Board of Visitors committees for the 2021-22 academic year, effective June 17, 2021: Academic and Research Advancement, Nina Brown; Administration and Finance, Steve Hsiung; University Advancement, David Burdige; and Student Enhancement and Engagement, James Rhoades.

Nina W. Brown is a Professor and Eminent Scholar in the Counseling and Human Services Department. She received her doctorate from The College of William and Mary. She has published 35 books on group counseling and narcissism, over 50 journal articles, was elected as the President of the Faculty Senate four years, is the current Vice President of the Senate, served as chair of several Senate committees, and has been active in many Senate initiatives. She is the current chair of the Faculty Mediation Committee. Recent awards and honors include Group Psychologist of the Year (2019), Distinguished Fellow for the American Group Psychotherapy Association, and Fellow of the American Psychological Association.

David J. Burdige is a Professor and Eminent Scholar in the Department of Ocean and Earth Sciences. He received a Ph.D. in oceanography from the Scripps Institution of Oceanography, UCSD in 1983. While at ODU his research has been continuously funded by numerous funding agencies including the National Science Foundation, the Office of Naval Research and US EPA

Chesapeake Bay Program. He has published more than 95 peer-reviewed papers, and in 2006 authored the book *Geochemistry of Marine Sediments* (Princeton Univ. Press). Burdige is co-Editor in Chief of the journal *Estuarine and Coastal Shelf Science,* a fellow of the Association for the Sciences of Limnology and Oceanography (ASLO) and in 2016 was awarded the NSF Antarctic Service Award Medal. He has been a member of the Faculty Senate since 2006 and served as the Chair of the Senate in 2018-19.

Steve Hsiung is a Professor of Electrical Engineering Technology. Prior to his current position, he worked for Maxim Integrated Products, Inc., Seagate Technology, Inc., and Lam Research Corp., all in Silicon Valley, CA. He also taught at Utah State University and California University of Pennsylvania. Hsiung earned his Ph.D. from Iowa State University in 1992. His research focuses are embedded system designs in applied engineering applications and education in active distance teaching and learning. His research earned three continuous NSF grants and funds from other agencies. He has published 22 peer review journals, given presentations at conferences, and been invited as a guest speaker by different institutions. Hsiung received awards for Excellence in Discovery, Teaching with Technology, Faculty Research Mentor, and Outstanding Undergraduate Research Mentor. He has been a member of the Faculty Senate since 2018.

Mr. James G. Rhoades is the Social Sciences Librarian at the Patricia W. and J. Douglas Perry Library. He received a Master of Library and Information Sciences from Florida State University in 2005. He works daily with undergraduates, graduates, and faculty regarding library research, resources, and services. While at ODU Libraries, he has served as Chair of the Libraries Faculty Assembly, Chair of the Collection Development Team, and Chair of the Promotion Committee. He serves as the standing ODU representative on Virginia's Academic Library Consortium (VIVA) Collections Committee and the Virginia Tidewater Consortium for Higher Education Collection Development Committee. He serves as the Libraries' Federal Depository Library Program (FDLP) coordinator and established the Libraries' Association of Southeastern Research Libraries (ASERL) Centers of Excellence collections. He has presented both regionally and nationally on library instruction, marketing public services, discovery services, collection development, and scenario planning. He has been a member of the Faculty Senate since 2020.

Committee members approved the consent agenda items including the appointment of 40 faculty, 19 administrative faculty, and 16 emeritus/emerita faculty. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by the Board by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith; Nays: None)*.

FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty appointments.

Name and Rank	Salary	Effective Date	Term
Dr. Salim Alsharif Lecturer, Department of Electrical and Computer Engineering	$85,000	6/10/21	12 mos

Dr. Alsharif received a Ph.D., an M.S. and a B.S. in Electrical Engineering from Florida Institute of Technology. Previously he was a Lecturer in the Department of Electrical and Computer Engineering at Tennessee Technological University. (new position)

Dr. Safdar Hussain Bouk Research Assistant Professor, School of Cybersecurity	$80,000	7/25/21	10 mos

Dr. Bouk received a Ph.D. in Engineering and a Masters of Engineering from Keio University, Japan and a Bachelors of Engineering from Mehran University of Engineering and Technology. Previously he was a Research Professor in Information and Communication Engineering at Daegu Gyeongbuk Institute of Science and Technology, Republic of Korea. (Appointment is contingent upon successful work authorization.) (new position)

Ms. Lindy Brown Lecturer, Department of STEM Education and Professional Studies	$60,000	6/10/21	12 mos

Ms. Brown received an M.S. in Library and Information Sciences from Florida State University, an M.Ed. in Student Personnel in Higher Education from the University of Florida and a B.S. in Sociology from Oregon State University. Previously she was an Adjunct Professor in Library and Information Studies at Old Dominion University.

Mr. Thomas Campbell Clinical Assistant Professor, School of Rehabilitation Sciences	$70,000	7/25/21	10 mos

Mr. Campbell received an M.S. and a B.S. in Athletic Training from East Stroudsburg University of Pennsylvania and is expected to receive a Ph.D. in Kinesiology and Rehabilitation from Old Dominion University. Previously he was an Adjunct Faculty member in the School of Rehabilitation Sciences at Old Dominion University and an Instructor for ACES Preparatory Workshops in Williamsburg.

Dr. Vickie Carnegie $78,750 7/25/21 10 mos
Visiting Assistant Professor, School of Public Service

Dr. Carnegie received a Ph.D. in Public Affairs from the University of Central Florida, a J.D., Law, from Florida Agricultural and Mechanical University and a B.A. in Speech Communication from George Mason University. Previously she was an Adjunct Professor at Bellevue College.

Ms. Leigh Anne Chambers $57,000 7/25/21 10 mos
Visiting Assistant Professor, Department of Art

Ms. Chambers received an M.F.A. in Visual Art from Vermont College of Fine Arts and a B.F.A. in Painting from East Carolina University. She has had several exhibitions of her work, most recently a Solo Show at the Fillipo Gallery at Randolph Macon College.

Ms. Kayla Culbertson $48,000 7/25/21 10 mos
Lecturer, Department of Biological Sciences

Ms. Culbertson received an M.S. and a B.S. in Biology from Old Dominion University. Previously she was an Adjunct Instructor in the College of Sciences at Old Dominion University and Tidewater Community College.

Dr. Vanessa Dominguez $70,000 7/25/21 12 mos
Clinical Assistant Professor, Department of Counseling and Human Services

Dr. Dominguez received a Doctorate in Counselor Education and Supervision from Old Dominion University and an M.A. in Couples, Marriage, and Family Therapy and a B.S. in Psychology from the University of Central Florida. Previously she a Counselor at Wholehearted Counseling in Virginia Beach. (Designated as Director of the Counseling and Human Services Training Clinic)

Dr. Jianfeng Gao $76,448 7/25/21 10 mos
Visiting Assistant Professor, Department of Economics

Dr. Gao received a Ph.D. in Economics from Virginia Tech, an M.A. in Economics from the Chinese Academy of Social Sciences and a B.S. in Management Information Systems from Xi'an Jiaotong University. Previously he was a Visiting Assistant Professor in the Department of Economics at Old Dominion University.

Dr. Victoria Goode $140,000 7/25/21 10 mos
Associate Professor, School of Nursing (Tenure Track)

Dr. Goode received a Ph.D. from the University of Virginia and an M.S.N.A. and B.S.N. from Virginia Commonwealth University. Previously she was a Visiting Associate Professor in the School of Nursing at Old Dominion University and Program Director for the Nurse Anesthesia program and Associate Professor at Johns Hopkins University School of Nursing.

Dr. Emily Hardy $57,750 7/25/21 10 mos
Lecturer, Department of Chemistry and Biochemistry

Dr. Hardy received a Ph.D. in Inorganic Chemistry from Auburn University and a B.S. in Chemistry from Old Dominion University. Previously she was a Lecturer in the Department of Chemistry and Biochemistry at Old Dominion University.

Dr. Yi He $97,000 7/25/21 10 mos
Assistant Professor, Department of Computer Science (Tenure Track)

Dr. He received a Ph.D. in Computer Science from the University of Louisiana at Lafayette and a B.E. in Transportation Engineering from Harbin Institute of Technology. Previously he was a Teaching Assistant at the University of Louisiana at Lafayette. (Appointment is contingent upon successful work authorization.)

Mr. Francis Holman $70,000 7/25/21 10 mos
Lecturer, School of Accountancy

Mr. Holman received an M.S. in Accounting from Old Dominion University, an M.B.A. from the College of William and Mary and a B.S. in Accounting from Brooklyn College. Previously he was Chief Financial Officer at VectorCSP, LLC. and an Adjunct Professor in the School of Accountancy at Old Dominion University.

Kazi Aminul Islam $80,000 7/25/21 10 mos
Research Associate, School of Cybersecurity

Mr. Islam received a Masters of Engineering Science in Electrical Engineering from Lamar University, a Bachelor of Science in Electrical and Electronic Engineering from Khulna University of Engineering and Technology, Bangladesh and is expected to receive a Ph.D. in Electrical and Computer Engineering from Old Dominion University. Previously he was a Machine Learning Intern at Hitachi America, Ltd. and a Graduate Teaching Assistant and Graduate Research Assistant in the Medical Imaging, Diagnosis and Analysis Lab at ODU. (Appointment is contingent upon successful work authorization. Rank will be Research Assistant Professor if all Ph.D. degree requirements are completed by 7/25/2021) (new position)

Mr. Samuel Johnson $70,000 7/25/21 10 mos
Lecturer, School of Accountancy

Mr. Johnson received a Master of Taxation from Virginia Commonwealth University and a B.S. in Accounting from Virginia Tech. Previously he was an Audit Partner at Cherry Bekaert, LLP.

Dr. William Johnson $57,000 7/25/21 10 mos
Lecturer, Department of Psychology

Dr. Johnson received a Ph.D. in Social Psychology from the University of Minnesota and a B.A. in Psychology from Macalester College. Previously he was Assistant Professor of Psychology at Widener University.

Dr. Rashid Ali Khan $70,000 7/25/21 10 mos
Lecturer, School of Cybersecurity

Dr. Khan received a Ph.D. in Computing and an M.Sc. in Information Technology from the School of Computing, University of Portsmouth, UK and a B.Sc. in Engineering, Electrical Engineering from the University of Engineering and Technology, Lahore, Pakistan. Previously he was a Senior Lecturer in the Computer and Information Technology Program at King Fahd University of Petroleum and Minerals, Saudi Arabia. (Appointment is contingent upon successful work authorization.) (new position)

Ms. Rebecca Kilduff $70,000 7/25/21 10 mos
Lecturer, Department of Marketing

Ms. Kilduff received an M.B.A. from the University of Virginia and a B.S. from James Madison University. Previously she was Principal of RKL Ventures, LLC and Principal, Marketing Consulting at Madison Kilduff, LLC.

Dr. Athena King $64,000 7/25/21 10 mos
Assistant Professor, Department of Political Science and Geography (Tenure Track)

Dr. King received a Ph.D. in Political Science and an M.P.A. from the University of South Carolina and a B.A. in History from Coker College. Previously she was an Assistant Professor in the Department of Political Science and Public Administration at Virginia State University.

Mr. Kyle Kogut $57,000 7/25/21 10 mos
Visiting Assistant Professor, Department of Art

Mr. Kogut received an M.F.A. in Interdisciplinary Art from Maryland Institute College of Art and a B.F.A. in Printmaking from the Tyler School of Art and Architecture. Previously he was an Adjunct Faculty member at Virginia Commonwealth University and Virginia Union University.

Dr. Nancy Krolikowski $85,000 7/25/21 10 mos
Clinical Assistant Professor, School of Rehabilitation Sciences

Dr. Krolikowski received a Doctorate in Occupational Therapy from South University West Palm Beach, a Master of Science in Occupational Therapy/Hand Therapy from Virginia Commonwealth University and a Bachelor of Science in Occupational Therapy from Western Michigan University. Previously she was Chair of the Occupational Therapy Assistant Program at South University. (Designated as Academic Fieldwork Coordinator for Doctorate of Occupational Therapy Program)

Ms. Lusi Li $97,000 7/25/21 10 mos
Assistant Professor, Department of Computer Science (Tenure Track)

Ms. Li received an M.S. and a B.S. in Computer Science from Zhongnan University of Economics and Law of China and is expected to receive a Ph.D. in Electrical Engineering from the University of Rhode Island. Previously she was Assistant to the Editor-in-Chief, IEEE Transactions on Neural Networks and Learning Systems (TNNLS) at the University of Rhode Island. (Appointment is contingent upon successful work authorization. Rank will be Assistant Professor if all Ph.D. degree requirements are completed by 8/1/2021.)

Ms. Jacquelyn Mohan $48,300 7/25/21 10 mos
Lecturer, Department of English

Ms. Mohan received an M.F.A. in Creative Writing from Old Dominion University and a B.A. in English from the University of South Carolina. Previously she was an Adjunct Assistant Professor at Old Dominion University and a Book Review contributor for the Virginian-Pilot.

Dr. Lisa Morin $74,037 7/25/21 10 mos
Lecturer, Department of Communication Disorders and Special Education

Dr. Morin received a Ph.D. and an M.S.Ed. in Special Education and a B.S. in Interdisciplinary Studies with a concentration in Early Childhood Education and Special Education from Old Dominion University. Previously she was Project Coordinator for P*roject Prepare!* and an Adjunct Faculty member in the Department of Communication Disorders and Special Education at Old Dominion University.

Ms. Stephanie Moses $55,000 7/25/21 10 mos
Lecturer, Department of Mathematics and Statistics

Ms. Moses received a Masters of Applied Statistics from Pennsylvania State University and a B.S. in Mathematics Education and a B.A. in General Mathematics from East Carolina University. Previously she was a Math teacher at Smyrna High School.

Mr. Alek Palmersmith $57,000 7/25/21 10 mos
Assistant Professor, Ludwig F. Diehn School of Music (Tenure Track)

Mr. Palmersmith received an M.M. in Music Technology Innovation from the Berklee College of Music, Spain and a B.M. with dual major in Music Production and Engineering/Music Business and Management from Berklee College of Music, Boston. Previously he was Instructor of Audio Production and Music Production at Los Angeles Film School.

Dr. Jessica Parrott $82,100 7/25/21 10 mos
Assistant Professor, School of Nursing (Tenure Track)

Dr. Parrott received a Doctorate of Nursing Practice, a Master of Science in Nursing and a Bachelor of Science in Nursing from Old Dominion University. Previously she was a Pediatric Nurse Practitioner at CHKD Pediatric Urgent Care, Program Director for the BSN Nursing Program at South University and an Adjunct Graduate Faculty member at Eastern Virginia Medical School.

Dr. Rachel Phillips $57,000 7/25/21 10 mos
Lecturer, Department of Psychology

Dr. Phillips received a Ph.D. in Human Factors Psychology and an M.S. in Experimental Psychology from Old Dominion University and a B.A. in Psychology from Randolph-Macon Woman's College. Previously she was a Visiting Assistant Professor in the Department of Psychology at Old Dominion University.

Dr. Tran Viet Xuan Phuong $80,000 7/25/21 10 mos
Research Assistant Professor, School of Cybersecurity

Dr. Phuong received a Ph.D. in Cryptology and Cybersecurity from the Centre for Computer and Information Security Research University of Wollongong, Australia, a Master of Science in Information Security from Japan Advance Institute of Science and Technology and a B.Sc. in Software Engineering from the University of Science – Vietnam National University. Previously he was a Research Fellow at iC2, University of Wollongong and CSIRO, Australia. (Appointment is contingent upon successful work authorization) (new position)

Dr. Lora Pitman $63,000 7/25/21 10 mos
Visiting Research Assistant Professor, Coastal Virginia Center for Cyber Innovation

Dr. Pitman received a Ph.D. in International Studies and an M.A. in Humanities from Old Dominion University and an LL.M. from Sofia University, Bulgaria. Previously she was an Academic Partner – Cognitive Warfare, NATO Innovation Hub and an Adjunct Assistant Professor at the University of Maine. (new position)

Dr. Md Masud Rana $80,000 7/25/21 10 mos
Research Assistant Professor, School of Cybersecurity

Dr. Rana received a Ph.D. in Computer Science and Engineering from the University of Technology Sydney, Australia, a Master of Engineering from Kyung Hee University, South Korea and a Bachelor of Science in Engineering from Khulna University of Engineering and Technology, Bangladesh. Previously he was a Research Assistant Professor in Data Analytics at the University of North Texas.

Ms. Lauren Robins $60,000 7/25/21 10 mos
Lecturer, Department of Counseling and Human Services

Ms. Robins received an M.A. in Clinical Mental Health Counseling from Regent University and a B.S. in Psychology from Old Dominion University; she is a Ph.D. candidate in Counselor Education and Supervision at Regent University. Previously she was an Adjunct Professor and Doctoral Candidate and Researcher in the School of Psychology and Counseling at Regent University. (Rank will be Visiting Assistant Professor if Ph.D. degree requirements are completed by 7/25/2021)

Dr. Jonathan Romero $65,000 7/25/21 10 mos
Clinical Assistant Professor, School of Nursing

Dr. Romero received a D.N.P. from Regis College, an M.S.N. from Walden University, and a B.S. in Nursing from Fort Hays State University. Previously he was a Nursing Clinical Assistant Professor at Hampton University.

Dr. Nathapon Siangchokyoo $125,000 7/25/21 10 mos
Assistant Professor, Department of Management

Dr. Siangchokyoo received a Ph.D. and an M.E.M. in Engineering Management and Systems Engineering and a B.S. in Computer Science from Old Dominion University. Previously he was Assistant Professor of Management in the School of Business at State University of New York at Oswego. (Appointment is contingent upon successful work authorization.)

Mr. Gregory Stone $140,000 7/25/21 10 mos
Lecturer, School of Accountancy (Tenure Track)

Mr. Stone received a Master of Accounting and a Bachelor of Business Administration from East Tennessee State University and is expected to receive a Ph.D. in Accounting from the University of Central Florida. Previously he was an Instructor and Research Assistant in the Kenneth G. Dixon School of Accounting at the University of Central Florida. (Rank will be Assistant Professor if all Ph.D. degree requirements are completed by 7/25/2021)

Ms. Leanne Stone $68,250 7/2521 10 mos
Lecturer, School of Nursing

Ms. Stone received a Master of Science in Nursing from Old Dominion University and a Bachelor of Science in Nursing from the University of Virginia. Previously she was a Lecturer in the School of Nursing at Old Dominion University and a Registered Nurse at Children's Hospital of the King's Daughters.

Ms. Shobha Vatsa $60,000 7/25/21 10 mos
Lecturer, School of Cybersecurity

Ms. Vatsa received an M.S. in Computer Science from the University of Missouri, an M.Tech. in Computer Engineering from Shobhit University, India and a Master of Computer Applications from Uttar Pradesh Technical University, India. Previously she was an Adjunct Professor at Union County College, STEM Division. (Appointment is contingent upon successful work authorization.) (new position)

Mr. Brian Walden $55,000 7/25/21 10 mos
Visiting Assistant Professor, Ludwig F. Diehn School of Music

Mr. Walden received an M.M. from New England Conservatory of Music, a Graduate Diploma from the U.S. Naval War College, a B.A. in Music/Religious Studies from Saint Leo University and has completed all coursework for a Ph.D. in Music Education from George Mason University. Previously he was Associate Professor of Music and Director of Bands and Instrumental Studies at Samford University.

Mr. Mohan Yang $69,000 7/25/21 10 mos
Lecturer, Department of STEM Education and Professional Studies (Tenure Track)

Mr. Yang received an MS.ED in Learning Design and Technology from Purdue University, an M.A. in Secondary Education and Teaching from Oakland University, a B.A. in Teaching Chinese as a Foreign Language from Guangdong University of Foreign Studies, and is expected to receive a Ph.D. in Learning Design and Technology from Purdue University. Previously he was a Teaching Assistant and Instructor at Purdue University. (Appointment is contingent on successful work authorization. Rank will be Assistant Professor if all requirements for the Ph.D. degree are completed by 7/25/2021.)

Dr. Xiao Yang	$83,000	7/25/21	10 mos
Assistant Professor, Department of Psychology			

Dr. Yang received a Ph.D. and an M.S. in Biological Psychology from Virginia Polytechnic Institute and State University, an M.Ed. in Basic Psychology from Wuhan University and a B.S. in Human Movement Science from Capital Institute of Physical Education and Sports, China. Previously he was a Postdoctoral Research Associate in the Department of Psychiatry at the University of Pittsburgh School of Medicine. (Appointment is contingent upon successful work authorization.)

ADMINISTRATIVE FACULTY APPOINTMENTS

RESOLVED, that, upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following administrative faculty appointments.

Name and Rank	Salary	Effective Date	Term
Ms. Na-Twand Anderson	$53,040	5/25/2021	12 mos
Student Success Director and Instructor			

Ms. Anderson received a B.S. in Psychology and an M.Ed. in Student Affairs both from Regent University. Previously, she worked for Norfolk State University as an Academic Advisor. (new position)

Mr. Kyle Barkle	$42,500	5/13/2021	12 mos
Assistant Director of Player Personnel and Assistant Instructor			

Mr. Barkle received a B.S. in Sport Management from Old Dominion University. Previously, he worked as a Football Recruiting Assistant for ODU Athletics.

Ms. Megan Corbett	$63,666	5/10/2021	12 mos
Institutional Effectiveness and Accreditation Analyst and Instructor			

Ms. Corbett earned a B.A. in English and an M.A. in Applied Linguistics both from Old Dominion University. Previously, she worked for the University's Office of Institutional Effectiveness and Assessment as the Data and Credentialing Specialist.

Ms. Katie Ferrara $53,040 4/25/2021 12 mos
Student Success Director and Instructor

Ms. Ferrara received a B.A. in Communications from Illinois College and an M.S.Ed. from Old Dominion University. Previously, she worked for the University's Center for Advising Administration and Academic Partnerships as an Academic Success Coordinator.

Ms. Betty Fulgham $122,500 4/20/2021 12 mos
Associate Controller and Instructor

Ms. Fulgham received a B.S. in Business Administration from Virginia Union University and an M.B.A. from Strayer University. Previously, she worked in various roles at Norfolk State University, including Internal Control Compliance Officer, Assistant Controller, and Accounts Payable Manager.

Mr. Andrew Grizzard $53,040 4/25/2021 12 mos
Student Success Director and Instructor

Mr. Grizzard received a B.S. in Communications from Virginia Commonwealth University and an M.Ed. in Counselor Education from Old Dominion University. Previously, he worked for the University's Center for Major Exploration as an Advisor/Success Coach.

Ms. Joy Johnson $48,000 5/25/2021 12 mos
Assistant Director for Communications Housing and Residence Life and Instructor

Ms. Johnson received a B.S. in Sport Management and an M.S.Ed. both from Old Dominion University. Previously, she worked as the Special Events Program Coordinator for James City County.

Ms. Angela Musto $53,040 5/10/2021 12 mos
Student Success Director and Instructor

Ms. Musto received a B.A. in Business Administration from Eastern Washington University and an M.S. in Occupational and Technical Education from Old Dominion University. Previously, she worked for the University's Batten College of Engineering and Technology as an Enrollment Coordinator. (new position)

Ms. Eryn Peters $44,000 5/10/2021 12 mos
Assistant Director, Student Transition and Family Programs, and Instructor

Ms. Peters received a B.S. in Psychology from Virginia Tech and an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she worked as a Graduate Assistant for the University's Department of Student Transition and Family Programs.

Ms. Solongo Tsolmon $53,040 4/25/2021 12 mos
Student Success Director and Instructor

Ms. Tsolmon received a B.A. in Government from the College of William and Mary and an M.S.Ed. in Higher Education Administration from Old Dominion University. Previously, she worked for the University's Center for Major Exploration as an Advisor/Success Coach.

Ms. Ashley Vellines $55,000 5/10/2021 12 mos
Assistant Athletic Development Officer – Events and Premium Seating, and Instructor

Ms. Vellines earned a B.S. in Communications from the University of Richmond and an M.S. in Sport Leadership from Virginia Commonwealth University. Previously, she was self-employed. Ms. Vellines also worked as the Assistant Lacrosse Coach at ODU for five seasons and with Global Spectrum (now Spectra) at the Ted Constant Convocation Center (now Chartway Arena).

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the title of emeritus/emerita for the following faculty members and faculty administrators. A summary of their accomplishments is included.

Name and Rank	Effective Date
Robert L. Ash Eminent Scholar Emeritus and Professor Emeritus of Mechanical and Aerospace Engineering	June 1, 2021
Kathryn Boone Librarian III Emerita	June 1, 2021
Robert F. Dunker Medical Director Emeritus of Student Health Services	June 1, 2021
Richard V. Gregory Professor Emeritus of Chemistry and Biochemistry	June 1, 2021
Cynthia M. Jones Eminent Scholar Emerita and Professor Emerita of Ocean and Earth Sciences	June 1, 2021

Name and Rank	Effective Date
Elliott C. Jones Associate Professor Emeritus of Art	June 1, 2021
William Q. Judge Professor Emeritus of Management and Entrepreneurship and E.V. Williams Endowed Chair Emeritus of Strategic Management	June 1, 2021
Marilyn Marloff Professor Emerita of Communication and Theatre Arts	June 1, 2021
Garrett J. McAuliffe University Professor Emeritus and Professor Emeritus of Counseling and Human Services	June 1, 2021
George Steven Rhiel University Professor Emeritus and Associate Professor Emeritus of Information Technology and Decision Sciences	June 1, 2021
Bruce Seifert Professor Emeritus of Finance	June 1, 2021
Deanne Shuman Professor Emerita of Dental Hygiene	June 1, 2021
Donald H. Smith Associate Professor Emeritus of Sociology and Criminal Justice	June 1, 2021
Janis Krebs Smith University Distinguished Teacher Emerita and Senior Lecturer Emerita of English	June 1, 2021
Martha Walker Associate Professor Emerita of Rehabilitation Sciences	June 1, 2021
Garland White Associate Professor Emeritus of Sociology and Criminal Justice	June 1, 2021

ROBERT L. ASH

Robert L. (Bob) Ash received his BS degree in Mechanical Engineering from Kansas State University and his MS and PhD degrees in Mechanical Engineering from Tulane University. He joined Old Dominion College of Engineering as an Assistant Professor in 1967, rising through the ranks as an Associate Professor in 1970 and Professor in 1976. Ash was designated as an Eminent Professor in 1982 and Eminent Scholar in 1989. He served as Acting Dean of Engineering from 1983 to 1984, Chair of the Mechanical Engineering and Mechanics Department from 1984 to 1993, Associate Vice President for Research, Economic Development and Graduate Studies from 1995 to 1999, and Interim Associate Vice President for Research and Graduate Studies and then Interim Vice President for Research between 2001 and 2004.

Ash was granted a leave of absence from 1977 until 1979 to work as a National Research Council Senior Resident Research Associate at Jet Propulsion Laboratory (JPL), California Institute of Technology. In collaboration with JPL Engineer Warren L. Dowler, he was able to prove it was feasible to produce oxygen and chemical rocket propellant from local material on the surface of Mars (they invented In Situ Resource Utilization for round trip space travel). On April 26, 2021, the Mars Perseverance rover's MOXIE experiment successfully produced oxygen from Mars atmosphere based on Ash's invention. Between 1986 and 1989, approximately 50 undergraduate Mechanical Engineering capstone design students designed and tested a Mars Oxygen Processor, proving the feasibility of the 2021 Mars surface experiment.

Ash was a Cofounder of the Cooperating Hampton Roads Organizations for Minorities in Engineering (CHROME) in 1983. He served on the Board of Advisors for the University of Arizona's NASA Center for the Utilization of Local Planetary Resources from 1988 until 1994, serving as chair between 1993 and 1994. He co-authored the NASA proposal creating the Virginia Space Grant Consortium in 1988, serving on its Technical Advisory Board for 25 years, and chairing that board between 1992 and 1995. He also served on the Boards of Trustees for the Southeastern Universities Research Association and Oak Ridge Associated Universities from 1999 until 2004.

Ash has been recognized as an outstanding teacher seven times. He has been Principal Advisor for 33 MS and 13 PhD students and has served on more than 100 MS and PhD committees. He has been Principal Investigator on external research grants totaling more than $6 million. He and his students have authored more than 100 refereed publications. In addition to Mars resource utilization contributions, Ash co-invented riblets for turbulent skin friction reduction, and more-recently has identified non-equilibrium pressure as a mechanism controlling the intensity of cyclonic flows, ranging from dust devils through hurricanes.

KATHRYN BOONE

Kathryn Boone holds a BS in Criminal Justice and a Graduate Certificate in Geographic Information Systems from Old Dominion University, and an MS in Library and Information Studies from Florida State University. She joined the University Libraries in 1980 as a student

worker in the Interlibrary Loan Department. In 1983 she was hired as a full-time Library Assistant in the Government Publications Department. When that department merged with the Reference Department in the early 1990's, Boone became Government Information Specialist. In 2011, she assumed a new Administrative and Professional Faculty role, Learning Commons Operations Manager, managing services and operations at the newly launched Learning Commons @ Perry Library. In 2017, as part of the Libraries' reorganization, Circulation Services and the Art and Music Branch Libraries were merged with the Learning Commons, resulting in a new position title for Boone, Head of Learning Commons and Branch Libraries Department. She was promoted to the rank of Librarian III in June 2020.

Under Boone's leadership, the Learning Commons @ Perry Library has grown significantly over the last ten years. When it opened, she was the only full-time employee, with service desk support provided by librarians and staff from Reference and Research Services, and five part-time employees who covered evening and overnight hours. Under her leadership, the Learning Commons @ Perry Library has come to be recognized by the University as an essential student resource. This is evidenced by the fact that in July 2020, following the three-month COVID-19 campus closure, the Learning Commons was among the first facilities to reopen. In addition to responsibilities of the positions she has held, Boone has served on a multitude of Libraries and University-wide committees, teams, task forces, and working groups, as well as contributed to regional and state professional organizations. She was honored as the Libraries Classified Staff Member of the Year in 1994 and 2007, and as Librarian/Faculty Administrator of the Year in 2012 and 2020. Boone's professional contributions have included presenting at scholarly conferences sponsored by the Virginia Library Association and Canadian Learning Commons Network.

ROBERT F. DUNKER

Robert F. Dunker, MD received a BS in Biology from the College of William and Mary. He earned his medical degree from the Medical College of Virginia (MCV) School of Medicine. Dunker completed his three-year Family Medicine residency at Riverside Regional Medical Center in Newport News in 1986. He was voted by his peers as the chief resident in the last year of his residency training.

Prior to joining ODU, Dunker worked as an emergency medicine physician and Assistant Director at Northwest Regional Hospital in Margate, Florida. Subsequently he relocated to Virginia and worked as the Medical Director of the Naval Ambulatory Care Clinics at NAS Oceana, Naval Station Norfolk Sewell' s Point and NAB Little Creek and then went into private practice as a partner at First Colonial Family Practice from 1993 to 2005.

In 2005, Dunker became the first full-time physician and Medical Director of Old Dominion University Student Health Services. In addition, he volunteered his time to assist the ODU sports medicine staff as a team physician covering many NCAA sporting events, including the first home football game in 2008. He also played a role with the ODU Club Sports athletic trainers and Monarch Physical Therapy.

Dunker has held a faculty appointment as an Assistant Professor at EVMS since 1998 mentoring medical students. He is a member of the Honor Society of Phi Kappa Phi. He is a Fellow of the American Board of Family Medicine and has maintained board certification since 1986.

RICHARD V. GREGORY

Richard Gregory obtained his Bachelor's degree in Chemistry from Old Dominion University and his PhD in Physical Chemistry from Clemson University. His postdoctoral training was in polymer thermodynamics under the direction of Professor Garth Spencer. He joined Milliken Research Corporation as a Research Scientist and later as a Major Project Leader. In 1990 Gregory joined Clemson University, where he rose to the rank of Full Professor. He was the founding Director of the Department of Material Science and Engineering and was a co-principal investigator and major thrust leader on a National Science Foundation Engineering Research Center. These research centers are large ten-year major research centers funded by NSF.

Gregory joined Old Dominion University in 2003 as Dean of the College of Sciences and Professor of Chemistry and Biochemistry. He stepped down from his position as Dean in 2007 and became Chair of the Department of Chemistry and Biochemistry. While serving as Dean he established the College of Science's major instrumentation cluster (COSMIC) and founded the PhD program in Chemistry. Gregory stepped down as Chair of the Department of Chemistry and Biochemistry in 2011 in order to return to teaching and research.

Gregory has published over 100 papers and extended abstracts in the peer reviewed archival literature and has authored several major textbook chapters on his work in organic electronics and fiber based micro ring lasers used in optical communications. He trained dozens of PhD and Master's-level students while at Clemson and has trained several graduate students at ODU. He has served on several PhD committees in the Batten College of Engineering and Technology and is a faculty member of the College's Center for Applied Research.

Gregory is a Vietnam veteran who served in the United States Marine Corps. Among his several decorations and citations were the Vietnam Cross of Gallantry with Palm, the Presidential Navy Unit Citation and the Combat Action Ribbon.

CYNTHIA M. JONES

Cynthia M. Jones received a BA in Zoology (Honors Program: Honors thesis) from Boston University graduating Summa Cum Laude and Phi Beta Kappa. She received her MS and PhD in Oceanography from the Graduate School of Oceanography, University of Rhode Island. Her Post-doctoral work was at Cornell University. She joined Old Dominion as an Assistant Professor in the Oceanography Department in 1986, achieved the rank of Professor in 1998 and was designated an Eminent Scholar in 2003.

Recognition of Jones's accomplishments in teaching, research and service include the Outstanding Faculty Award from the State Council of Higher Education for Virginia, ODU's Outstanding

Researcher Award (twice), Virginia Scientist of the Year, the Carnegie Foundation for the Advancement of Teaching Virginia Professor of the Year, American Fisheries Society (AFS) Best Paper (twice), Special Achievement Award by the National Marine Fisheries Service (NMFS), and election as a Fellow to the American Society for the Advancement of Science and to the American Fisheries Society.

Jones served as the major professor for 34 master's and doctoral committees at Old Dominion University and trained nine Post-doctoral students. She also served as co-director for a doctoral student from the University of Lisbon in Portugal and another from the Swedish Agricultural University. She has trained six visiting professors and doctoral students from foreign universities in her lab.

Jones was selected by the Governor to serve as a Commissioner on the Virginia Marine Resources Commission (VMRC). She served as U.S. representative to the Scientific Council of the North Atlantic Fisheries Organization and was elected as President of both the Marine Fisheries Section and the Early Life History section of AFS. Jones's administrative experience includes Director of the Center for Quantitative Fisheries Ecology (1998 to 2020), principal investigator of the Age and Growth program for the VMRC (1989 to 2019), and Associate Director of the Applied Marine Research Laboratory (1988-1998). Jones has served as a member of the National Academy of Sciences (NAS) Oceans Study Board, chaired two NAS committees and served as a member of eight NAS committees. She was awarded a Fulbright Senior Scholarship to Australia and special Professorship at the Agrocampus Rennes in France.

Jones's research concerns the fisheries stock assessment, ecology and management. She has 182 published papers, books, book chapters and technical reports, received 88 grant and contract awards totaling over $21M, made 198 presentations at scientific meetings or invited seminars, and hosted 14 national and international workshops and conferences. She is among the most highly cited professionals in her field.

ELLIOTT C. JONES

Elliott C. Jones. Associate Professor of Art, studied at the Tyler School of Art at Temple University; he earned his BA in Fine Arts from then Norfolk State College (now Norfolk State University), graduating Magna Cum Laude, and received a Master of Fine Arts degree in Painting and Drawing from The Ohio State University.

Jones's work has been selected for national juried exhibitions from New York to the state of Washington. His work has been selected for regional exhibitions in Maryland, Virginia, and parts of the Southeast as well as in distinguished local arts centers such as the Virginia Beach Center for Contemporary Art (now Virginia MOCA), the Peninsula Fine Arts Center, the Chrysler Museum in Norfolk, Portsmouth Courthouse Galleries, the Charles Taylor Visual Arts Center in Hampton, and the Suffolk Art Gallery.

Jones is a winner of various awards for his work. Among his notable commissions is a pastel portrait of Hugo A. Owens, trailblazer and former Rector of the Board of Visitors, for placement in the Hugo A. Owens African American Cultural Center on campus. Jones was also included among artists mentioned in African American Today, A Celebration of History and Achievement, a special promotional supplement to the Virginian-Pilot Newspaper, January 30, 1997.

Jones had a 44-year career in higher education, 29 of those years at Old Dominion University. He served as the Chief Departmental Advisor in the Art Department for ten years and previously served for seven years as Graduate Program Director. Jones also served as the Faculty Diversity Leader for the College of Arts & Letters and as a member of the President's Task Force for Inclusive Excellence.

In partnership with his colleagues, Jones made significant contributions to the delivery of the Foundations Curriculum in the Drawing & Design and Painting & Drawing programs. He was the recipient of the Shining Star Award – nominated by students for helping them succeed academically, professionally, or personally inside and outside of the classroom setting, presented by the Division of Student Engagement and Enrollment Services. He coordinated the Annual Undergraduate Research Symposium Student Art Exhibition from its inception for 13 years. For several years, he served as advisor to the Student Art League. Initiated by Jones, articulation agreements were reached with Tidewater Community College, Visual Arts Center, for Graphic Design in 2018 and Studio Arts in 2019. These agreements were designed to ease the transfer of TCC students in these areas to the Art Department at ODU.

Over the years, Jones has promoted numerous programs and activities in support of artists, conducted community arts workshops, organized exhibitions, and judged art shows throughout the region. He was a member of the Virginia Beach Center for Contemporary Art (now Virginia MOCA) Board for six years and is currently a member of the Virginia Beach Arts and Humanities Commission, having served off and on for 21 years, once as Vice Chair and once as Chair. He also serves as Chair of the Virginia Beach Arts and Humanities Commission's Public Art Committee.

WILLIAM Q. JUDGE

William Q. Judge is the E.V. Williams Endowed Chair of Strategic Management within the Strome College of Business and Professor of Management and Entrepreneurship in the Management Department. He obtained his MBA and PhD degrees at the University of North Carolina at Chapel Hill. During 1989-2006, he was a Professor of Strategic Management at the University of Tennessee at Knoxville. Prior to entering academia, he worked in the Strategic Planning Department at corporate headquarters for Armstrong World Industries.

Over the course of his career, Judge has earned teaching awards on six different occasions during which he has taught students at the undergraduate, master's, and doctoral levels as well as executives. He served as U.S. Fulbright scholar at MGIMO University in Moscow, Russia in 2001. He was a distinguished Visiting Scholar at Instituto Empresa in Madrid, Spain in 2013.

Judge is the founding President of the International Corporate Governance Society, which is based at Old Dominion University. Most recently, he was appointed the founding Dean of the Fellows of the International Corporate Governance Society.

Judge has published over 100 scholarly articles in such leading journals as the Academy of Management Review, Academy of Management Journal, Strategic Management Journal, Journal of Management, Journal of Management Studies, and the Journal of International Business Studies. In addition, he is the author of the very popular teaching simulation entitled the Change Management Simulation, which is currently in its third edition and distributed by Harvard Business Publishing, and he has published numerous practitioner articles as well. Judge currently serves on the Editorial Advisory Board for Corporate Governance: An International Review and served as Editor-in-Chief for that scholarly journal during 2007-12.

Judge has also published three books over his career – one in each of his areas of expertise. His first book, *The Leader's Shadow,* was aimed at understanding how executive character comes into play for Chief Executive Officers. His second book, *Building Organizational Capacity for Change,* summarized his ten-year examination of what makes some organizations open to change while others resist change. His third book, *Corporate Governance and Initial Public Offerings,* was an edited volume that examined corporate governance within IPOs from an international perspective.

Since coming to ODU in 2006, Judge has served as area coordinator of the Strategic Management doctoral program. During that fifteen-year period, he helped to train dozens of doctoral students both in and outside of the management area and helped place 17 strategic management doctoral students into AACSB-accredited business schools.

MARILYN MARLOFF

Marilyn Marloff earned a BFA in Dance and an MFA in Dance from the University of Oklahoma. She joined Old Dominion University in 1987 as the Dance Program Director. She was tenured in 2010 and promoted to Full Professor of Communication and Theatre Arts in 2015.

Marloff has had a distinguished career at Old Dominion University. She served as Dance's Program Director for 30 of the 34 years she has been at ODU and helped launch the Student Dance Association. She taught 22 different classes, having created many of them from scratch for the program. She was thrice nominated for University Professor.

Marloff has choreographed over 40 works and performed in more than 30 pieces. Her dance films, The World of Dance (1991), Another World of Dance (1994), and Return to the World of Dance (2012), have won over 15 awards and have been screened at esteemed festivals including Canadian International Festival of Films D'Art, 1st Festival Internacional de Video de Buenos Aires, Stuttgart Filmwinter and Houston International Film Festival.

GARRETT J. MCAULIFFE

Garrett J. McAuliffe, Professor of Counseling and Human Services, received a BA in Literature graduating Phi Beta Kappa from Queens College of the City University of New York, an MS in Student Development and Counseling from the State University of New York University at Albany, and an EdD in Counseling from the University of Massachusetts Amherst. He joined Old Dominion University in 1988, achieved the rank of Professor in 2004, and was designated as a University Professor in 2011.

McAuliffe has been one of the most significant contributors to the counseling profession. His book on *Preparing Counselors and Therapists: Creating Constructivist and Developmental Programs,* as well the companion book, *Classroom Strategies for Constructivist and Developmental Counselor Education* have been widely used by faculty and students nationally and internationally. He has also written or edited other well-known books that are widely used in the field, including his book *Culturally Alert Counseling*, a multicultural and social justice text used throughout the country and globally. In addition to his books, McAuliffe has contributed many book chapters to the field, authored six training videos on culturally alert counseling, and published over 30 peer-reviewed articles. He has presented at approximately 130 conferences, mostly at the Association for Counselor Education and Supervision (ACES) and the American Counseling Association (ACA). Finally, McAuliffe has obtained numerous grants, all of which are related to the counseling profession.

While at ODU, McAuliffe taught and mentored many doctoral students. He served as Graduate Program Director, Coordinator of the Human Services program, and Coordinator of Admissions for the PhD in Counseling programs while taking additional leadership roles in diversity and inclusion efforts. On the international level, he created a Diversity Institute and course in Ireland and presented in five different countries on topics ranging from health-oriented human assessment, post-modern perspectives in counselor education, cultural de-centering, and multicultural counseling practices.

McAuliffe has received numerous awards over the years noting his accomplishments. Some of his awards from ODU are Shining Star Award from Student Engagement and Enrollment Services, Diversity Champion Award, Tonelson Award for Outstanding Teaching, and TELETECHNET Teacher of the Year. External awards include designation as a Fellow of the American Counseling Association, National Social Justice Ohana Award from Counselors for Social Justice, Research Award from the Southern Association for Counselor Education and Supervision, and National ACES Award for Research in Counselor Education.

GEORGE STEVEN RHIEL

George Steven (Steve) Rhiel received a BS in Mathematics from the University of Wisconsin River Falls, an MS in Mathematics from Winona State University, and a PhD in Research and Statistical Methodology from the University of Northern Colorado. He joined ODU's Department of Management Information Systems in 1977 as an Assistant Professor and achieved tenure along

with the rank of Associate Professor in 1983. Recognition of his teaching excellence is established by his receiving the Outstanding Teaching Award in the College of Business and Public Administration three times and a number of Shining Star Awards, and by his designation as a University Professor in 2009.

Rhiel was instrumental in introducing online education into the College of Business. He was one of the first faculty members to create an online course in the college and created four such courses within his department. In addition, he served on the College Online Committee, which guided the creation of the college online programs. During the recent pandemic, Rhiel's online courses served as the main vehicles for educating business students in the core business statistics courses.

Rhiel served as the chair of the College of Business Faculty from 2003 to 2006 and served as the chair of the Department of Information Technology and Decision Sciences (ITS/DS) from 2006 to 2015. During his time as chair, the department's program in Maritime and Supply Chain Management was new and the department's program in Business Analytics was created. These programs flourished both in size and reputation during Rhiel's tenure as chair of the department. The Business Analytics program was the first data analytics program created at ODU and was the first undergraduate program in Business Analytics in the country.

Rhiel's research focused on alternate approaches to estimation and on university service for online programs. He published 58 papers and abstracts. In addition, he produced three technical reports for the US Navy in quality control of aircraft-part failures and produced three technical reports for ODU on predicting college success.

BRUCE SEIFERT

Bruce Seifert, Professor of Finance, received a BA in Economics from Carleton College and an MBA and PhD in International Business from the University of Michigan. He joined Old Dominion University in 1984 and achieved the rank of Professor in 1998. During his 37-year tenure, Seifert has been an outstanding teacher, researcher, and citizen of the University and the Strome College of Business. As a scholar he has published 29 journal articles and made over 70 presentations to various organizations.

Seifert has been committed to educating and providing students with opportunities to learn about the world beyond the U.S. His passion and commitment to international studies has been recognized in many ways, including being a recipient of the Provost's Award for Leadership in International Education. From 1997 until 2020 Seifert was the International Business Coordinator, responsible for developing the international business major, administering it, and advising the students. He organized the courses and planned international study abroad programs.

As a citizen of the University, Seifert took a leadership role on many committees in the College of Business and the University. He served on and chaired the College Promotion and Tenure Committee for several years and was a member of several committees dealing with international programs, the MBA Task Force, and many others.

DEANNE SHUMAN

Deanne Shuman received a BS in Dental Hygiene, an MS in dental hygiene, and a PhD in Urban Services – Management from Old Dominion University. She joined the University in 1976 as Assistant Professor of Dental Hygiene and Dental Assisting. She taught a variety of lecture and clinical courses in both the Dental Hygiene and Dental Assisting programs and held several positions, including Clinical Supervisor, First-Year Clinical Coordinator, Chief Academic Advisor, MS Program Director, Acting Chair, and Chair.

In 2011 Shuman was appointed Director of the PhD in Health Services Research program, which was housed under the College of Health Sciences' Dean's Office. During this time, she was asked to serve as Interim Dean of the College of Health Sciences. As PhD Program Director, Shuman moved out of the School of Dental Hygiene and became associated with the faculty of the School of Community and Environmental Health. She served as Interim Chair and later Chair of the School of Community and Environmental Health and also served as Associate Director of the Joint ODU EVMS Master's in Public Health program and taught several courses in the program.

Shuman has been active in dental hygiene professional organizations at the local, state, and national levels and served as contributing editor of the Journal of Dental Hygiene for four years and editorial review board member of several professional dental hygiene journals. She served as a member and chair of the Council on Research, American Dental Hygienists' Association, which developed the first national research agenda for dental hygiene. While it has since been updated, it is still the guiding standard today.

Shuman was the lead designer of a dental instrument, the ODU Explorer 11/12, which is used in dental hygiene students' instrument kits and dental practices globally as a basic tool in oral health care delivery. She volunteered with Operation Smile and helped to create a free dental clinic in the Park Place community in Norfolk. With organizational leadership changes over the years, this clinic has thrived since its inception in 1999 as a significant safety net providing oral health services for individuals without dental insurance.

DONALD H. SMITH

Donald H. Smith earned a BA and MA in Sociology from California State University at Long Beach and a PhD in Sociology from Emory University. He joined Old Dominion as an Assistant Professor of Sociology and Criminal Justice in 1974, chaired the department from 1976 to 1982, and was promoted to Associate Professor in 1978. Smith taught 26 different courses and developed the online Criminal Justice undergraduate program, now a Signature Online program He has been a champion for students and provided them the education they need in the modality that worked best for them. He won the Stern Award for Excellence in Teaching in 2014 and the University Teaching with Technology Award in 2007. He served on many department, college, and University committees and always supported junior faculty.

Smith is known for his research on a variety of criminal justice and international issues. He served as an expert witness in Virginia courts on issues such as eyewitness testimony, jury selection, change of venue, and more. Active in community organizations, Smith brought his survey research and statistical skills to local agencies to help them chart future directions. These included Norfolk city agencies, schools, libraries, and public radio. He was a recipient of a United States Information Agency Cultural Exchange Grant with University of Aleppo, 1992-1995.

JANIS KREBS SMITH

Janis Krebs Smith received her BA in English from Mary Baldwin College [now Mary Baldwin University] and her MA in English from Wake Forest University. She joined the Old Dominion faculty as an instructor in 1972 on a three-year appointment. Smith returned to Old Dominion in 1980 and for 25 years worked in Career Development Services. She was named Administrator of the Year in 1993.

In 2005, Smith returned to the Department of English, where she served as Lecturer and Chief Departmental Advisor. During that time, she taught composition, general education literature, and an introductory class for majors. Smith earned numerous Shining Star awards from students beginning in 2010. In 2010 she was also named Most Inspiring Faculty by a graduating senior. She was promoted to Senior Lecturer in 2017 and also in that year was designated a University Distinguished Teacher.

MARTHA WALKER

Martha Walker received a BS in Physical Therapy from the University of Oklahoma, and immediately started clinical practice treating people from around the state who came to Oklahoma Medical Center, a level one trauma center and teaching hospital. She then practiced for a year in Geneva, Switzerland at Hôpital Cantonal de Geneve, expanding her acute care knowledge and experience. Upon return to the United States, she practiced acute care and outpatient physical therapy at the Veteran's Administration hospital in Richmond, Virginia, where she also worked with people following cardiac and kidney transplantation.

After gaining experience as a clinician, Walker worked part time while earning an MS in Physical Therapy, emphasis area Biomechanics, from Virginia Commonwealth University. She then joined Old Dominion as an Assistant Professor of Physical Therapy in 1986, and later earned a PhD in Health-Related Sciences from Virginia Commonwealth University.

Over her 35-year career at ODU, Walker served as Department Chair and Graduate Program Director. Two major endeavors that she instigated were the development of the ODU Monarch Physical Therapy Clinic and the PhD in Kinesiology and Rehabilitation. Both projects are thriving and contribute to the University's mission of education, research, and service.

Among her awards Walker received the Orthopedic Section of the American Physical Therapy Association's Rose Award for Excellence in Orthopedic Research, and the Science and Reason in

Hampton Roads' Cranium Award for exemplary, thoughtful and rational communicating of pseudoscientific claims, phenomena or issues.

GARLAND WHITE

Garland White earned a BS in Physics and an MS in Sociology from Oklahoma State University and a PhD in Sociology from the University of Washington. He joined Old Dominion as an Assistant Professor of Sociology and Criminal Justice in 1973 and was promoted to Associate Professor in 1979.

White chaired the department of Sociology and Criminal Justice from 1995 to 1998, was Graduate Program Director from 1988-1990, and Director of Computer Labs for the College of Arts & Letters from 1982-1987. He taught a wide range of courses in Sociology and Criminal Justice and received several teaching awards including being named "Most Inspirational Teacher" four times by top students. He served on many department, college, and University committees and always supported junior faculty. White has published in the areas of communities and crime, crime prevention and environmental design, sports and domestic violence, and animal abuse.

Committee members approved the regular agenda items including proposed revisions to three policies: Evaluation of Tenured Facuty, Tenure, and Promotion in Rank. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by the Board by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Slaughter, Smith; Nays: None)*.

APPROVAL OF PROPOSED REVISIONS TO THE POLICY ON EVALUATION OF TENURED FACULTY

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposed revisions to the policy on Evaluation of Tenured Faculty effective July 1, 2021.

Rationale: The changes to the policy on Evaluation of Tenured Faculty are proposed to address two issues.

1. Language has been added to address situations where a faculty member fails to provide information for the annual evaluation.

2. Information has been added to clarify expectations regarding the advancement of associate professors to full professor. The proposed language would require department/school chairs to offer feedback to associate professors who desire promotion on their progress to full professor and work with the faculty member to develop a plan for advancement.

NUMBER: 1413

TITLE: Evaluation of Tenured Faculty

APPROVED: June 12, 1980; Revised September 14, 1984; Revised November 19, 1987; Revised December 3, 1992; Revised April 8, 1993; Revised December 2, 1993; Revised April 6, 1995; Revised April 10, 1997; Revised April 12, 2001; Revised June 14, 2005, Revised April 6, 2007; Revised September 17, 2009; Revised December 10, 2009; Revised September 26, 2013; Revised December 4, 2014 (eff. 1/1/15)

I. Board of Visitors Policy

A. An annual evaluation of the performance of all faculty members will be conducted in order that they may receive full credit and review for their contributions to the University and to their disciplines. The three criteria on which this evaluation will be based are teaching, research, and service.

B. The initial responsibility for evaluation of faculty performance rests with the chair, on the basis of evidence supplied by the faculty member or collected elsewhere. The faculty member shall be given a copy of the chair's evaluation and may submit comments. Both the chair's evaluation and the faculty member's comments are submitted to the dean, who has the final responsibility for evaluation of faculty. A copy of the dean's evaluation should be sent to the faculty member in a timely fashion.

II. Procedures for Evaluation of Faculty

A. Annual Evaluation

1. In order to insure that all relevant information is included in the evaluation, all faculty members are required to submit once a year a faculty information sheet in which they detail the evidence in support of their performance in teaching, research, and service, together with whatever other information they wish to be taken into consideration by the chair and dean in the evaluation. These evaluations will be based on a faculty information sheet, student evaluations of teaching, up-to-date curricula vitae, peer evaluation of course portfolios, and such other information as the faculty or the chair wishes to include. The evaluations will comment on the performance of the faculty member in teaching, research and service and on progress toward meeting individual goals resulting from previous evaluations. If the faculty member fails to submit his or her annual evaluation materials, the chair and dean have the discretion to evaluate the faculty member's performance based on available evidence. For associate professors who desire promotion, feedback on their progress to full

professor will be provided by the department/school chair in consultation with the chair of the department/school promotion and tenure committee. The department/school chair will work with the faculty member to develop a plan for advancement to full professor.

B. Evaluation Process

1. The chair, using the faculty information sheet and whatever other information is obtainable, evaluates the performance of the faculty member during the previous year and writes up the evaluation into a formal statement of the contributions of the faculty member to the department, college, and university. In the case of chairs, these evaluations are written by the dean. Since evaluation of performance is one of the essential factors in determinations concerning tenure, promotion, reappointment, and salary increments, the chair and dean should make every effort to insure that the evaluations are clear, honest, and genuinely evaluative. A listing of facts without interpretation is helpful neither to the faculty member nor to the committees concerning personnel decisions.

2. The chair and the dean will interpret the cumulative record of annual evaluations along with the performance of the faculty member during the previous year (see section II.B.1), so that a clear picture of positive contributions and any deficiencies will emerge. An in-depth evaluation will be conducted if requested by the faculty member, the chair, or the dean. In no case will a faculty member be considered for promotion or other major personnel decision unless an in-depth evaluation as described in the policies on Evaluation of Teaching Effectiveness, Evaluation of Scholarly Activity and Research, and Evaluation of Service has been conducted in the previous twelve months.

3. The dean evaluates in writing the performance of the faculty member by either: endorsing the evaluation of the chair; or indicating areas in which the dean's evaluation differs from that of the chair.

4. After completing the evaluation of the faculty member's activities, the chair gives the faculty member a copy of the evaluation and discusses it with the faculty member. At this time, the faculty member and chair agree on a written set of goals for the coming year. If appropriate, the chair should make suggestions for improvement and give the faculty member a clear idea of ways in which the performance might be improved in future years.

5. Where deficiencies are noted, the chair should work with the faculty member to develop a plan to address the deficiencies and either provide resources to implement the plan, if necessary, or if resources are not available in the department recommend to the dean and provost that such resources are needed. If a pattern of deficiency in the performance of a tenured faculty member is

documented from the cumulative annual evaluations, for a period of at least two years, the chair or dean shall call for an in-depth evaluation of the faculty member and may conduct a post-tenure review, as described in the Policy and Procedures on Post-Tenure Review. The chair should take particular care in the counseling of non-tenured faculty members who are working toward the criteria for tenure.

6. Copies of the faculty information sheets, the chair's evaluation, the faculty member's comments, and the dean's evaluation are retained for the record in the faculty member's personnel file maintained in the dean's office.

7. An annual evaluation is not required in the year a candidate is evaluated for tenure or for promotion to the rank of professor.

C. Appeal of Unfavorable Evaluations

1. Any faculty member who is dissatisfied with the personal evaluation prepared by the chair may present in writing additional comments or evidence to the chair and to the dean.

2. Any faculty member who is dissatisfied with the personal evaluation prepared by the dean may present in writing additional comments or evidence to the dean and to the provost and vice president for academic affairs.

D. Criteria for Evaluation

1. All faculty members will be evaluated on the basis of teaching, research, and service. The weighting of these three areas will vary from one faculty member to another depending upon the needs of the department and the particular accountability of the individual faculty member in contributing toward the fulfillment of these needs.

   a. Teaching - It is the responsibility of the chair to evaluate the information that is available concerning teaching. (For a detailed discussion on evaluation of teaching, see the "University Policy on the Evaluation of Teaching Effectiveness.")

   b. Scholarly Activity and Research - It is the responsibility of the chair to evaluate the quality of the scholarly activity and research of the faculty member (a mere listing of publications or grants does not constitute evaluation). Each department should establish, with the approval of the dean and the provost and vice president for academic affairs, a clear statement of the criteria for evaluating scholarly activity and research in that department. These criteria should take into consideration both the mission

of the department and the nature of the scholarly activity and research within the discipline or related disciplines and in appropriate interdisciplinary venues. The evaluation of scholarly activity and research in a department should be based on these criteria. In evaluation, emphasis should be placed on quality, not just quantity. See the Policy on Evaluation of Scholarly Activity and Research for more detailed information.

c. Service - The category of professional service is more difficult to define than teaching or research, but deserves the same kind of rigorous evaluation and positive credit given to teaching and scholarly activities. The chair has the responsibility to seek out methods of evaluating quality of professional service, not merely to list the activities. The task is sometimes complicated by the fact that much professional service takes place outside the department. Ideally, each faculty member should exercise their professional expertise in all three areas of department, college and University service, community engagement, and service to the discipline. Where individual faculty members may be expected by the chair to play different roles, those specific roles should be defined and understood. In all cases, service should be judged on the basis of quality and effectiveness, not just quantity. When distance education technologies are used for providing service, evaluations should include items specific to these delivery formats. See the Policy on Evaluation of Service for detailed information.

   i. Departmental, college and University Service

   ii. Community engagement is defined as the application of a faculty member's professional skills to engage with the external community in a manner that both assists the community and is consistent with fulfillment of the University's mission. Community engagement in religious, political, or social organizations (although meritorious in itself) is not relevant to the faculty member's professional area.

   iii. Service to the discipline

APPROVAL OF PROPOSED REVISIONS TO THE POLICY ON TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposed revisions to the policy on Tenure effective July 1, 2021.

Rationale: The proposed changes to the policy on Tenure are intended to clarify and update several sections in the policy.

Section III.E.3 – The current policy has three passages on early applications for tenure that are not consistent and are confusing to faculty who are considering applying early for tenure.

- Faculty members must have "met or exceeded the expectations of quantity and quality of achievements for teaching, scholarship, research, and service needed to qualify for tenure."

- "The criteria for the award of tenure for such faculty will be the same as for those who apply after the normal probationary time period."

- "It is the sense of the Board of Visitors that only demonstrably exceptional faculty or faculty with equivalent experience at a commensurate rank at another accredited institution of higher education or national institutions will be awarded tenure under this clause."

Thus, the following statement has been added to the policy to define demonstrably exceptional.

> Demonstrably exceptional is defined as meeting or exceeding expectations for quantity and quality of achievements for teaching, scholarship, research, and service needed to qualify for tenure prior to the conclusion of the normal probationary time period.

Section IV.B.2 – Verifying Authenticity and Veracity of Documents and Information Submitted in a Packet/Portfolio for Annual Review

Language has been added to specify that it is the responsibility of the faculty member to ensure that all information submitted by him or her in support of tenure is factually accurate and valid and to provide corroborating evidence. Fraudulent claims or non-valid claims can lead to faculty sanctions, including denial of tenure. The department chair and the department promotion and tenure committee share responsibility for verifying the accuracy of portfolio elements that are central to the tenure case.

Language has also been added to address the process if concerns are raised. If concerns are raised about the validity of a candidate's claims, it is the chair's responsibility to verify those claims. The tenure process will be paused while the chair verifies those claims.

Section V.E. – Input on P&T Committees Letter for Tenure from Faculty Members Who Did Not Participate in Committee Deliberations

The tenure policy currently includes language that those who do not participate in committee deliberations about tenure may not vote, but it is not clear whether they may still have input on the committee's letter. The proposed revisions add language to make it clear that only those faculty present as the candidate is being reviewed during the deliberations can participate in drafting or approving the recommendation letter from the committee.

NUMBER: 1411

TITLE: Tenure

APPROVED: June 12, 1980; Revised February 24, 1984; Revised November 19, 1987; Revised December 13, 1988; Revised September 27, 1990; Revised April 9, 1998; Revised December 10, 1998; Revised April 12, 2002; Revised April 11, 2003; Revised June 14, 2005; Revised September 9, 2005; Revised September 22, 2006; Revised June 15, 2007; Revised December 7, 2007; Revised September 17, 2009; Revised April 8, 2010; Revised April 4, 2012 (eff. 5/1/12); Revised June 14, 2012; Revised September 26, 2013; Revised April 24, 2014 (eff. 7/1/14); Revised September 18, 2014; Revised April 23, 2015 (eff. 6/1/15); Revised June 9, 2016 (eff. 7/1/16); Revised June 14, 2018 (eff. 7/1/18); Revised June 13, 2019 (eff. 7/1/19); Revised June 18, 2020 (eff. 7/1/20)

I. Purpose of Tenure

The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission. For these reasons, tenure is usually awarded only after a suitable probationary period, and the decision to award tenure is based both on the merit of the individual faculty member and on the long-term needs and mission of the department, the college, and the University.

II. Eligibility for Tenure

A. Only faculty members who hold the ranks of assistant professor, associate professor, or full professor are eligible to be considered for tenure. Assistant professors will be awarded tenure only if they are simultaneously being promoted to the rank of associate professor.

B. Faculty members may be considered for tenure only once.

C. Under certain circumstances administrative faculty holding rank in a department at the assistant professor (if promotion to the rank of associate professor is being simultaneously considered), associate professor, or full professor level may be considered for tenure, as specified by the Board of Visitors policy concerning administrative faculty.

D. Since tenure is granted as a faculty member in an academic department or program, the award of tenure does not imply continuance in any full-time or part-time administrative position, nor does it imply continuance of any specific work assignment within or outside the department in which tenure is granted.

III. Probationary Period

A. The probationary period begins with the initial full-time, tenure-track appointment at Old Dominion University at the rank of instructor, assistant professor, associate professor, or full professor; only time spent in a tenure-track position at one of these ranks is counted as part of the probationary period.

Subject to agreement by the University and the faculty member, any academic year in which a faculty member was on a full-time tenure-track appointment in one of these ranks for at least one semester, may be counted as one year of the probationary period.

B. The following do not count as part of the probationary period:

1. Time in the rank of assistant instructor, lecturer, master or senior lecturer, faculty of practice, clinical faculty, artist-in-residence, performer-in-residence, writer-in-residence, research professor, research associate professor, research assistant professor, research associate, or any part-time position.

2. Time in appointment as an administrator, that is, in a position designated as a teaching/research administrative position or as a classified position in the state personnel system. (Time spent in a teaching and research faculty position as defined in the state personnel system will count as part of the probationary period, even if administrative responsibilities are assigned as part of that position; normally, departmental administrative positions such as chair or assistant chair will thus count as part of the probationary period.)

3. Time in a position that involves no teaching of credit courses, for example as a teacher of children or a therapist in the Children's Learning and Research Center or as a teacher of exclusively noncredit course work.

4. Time spent on leave of absence.

5. Time spent on faculty exchanges (including nationally competitive fellowships) if the faculty member so chooses.

C. A period of time, not to exceed one year, may be excluded from the probationary period, upon the approval of the provost and vice president for academic affairs subject to the following conditions.

1. That the faculty member submits a request in writing to the department chair. The department chair and the dean shall forward the request with a recommendation to the provost and vice president for academic affairs.

2. The request must be the result of the occurrence of a serious event. A "serious event" is defined as a life-altering situation which requires the faculty member to devote a significant fraction of each day to alleviate the impact of the event for a period greater than six weeks and less than one year. These events may include the birth of a child, adoption of a child under the age of six years, serious personal illness or care of an immediate family member, such as a parent, stepparent, child, spouse, or domestic partner.

3. The faculty member shall provide documentation to justify the time requested and the seriousness of the event.

4. The request shall be made no later than one year from the first day of the serious event.

5. The faculty member must have been adequately performing the duties assigned prior to the first day of the serious event.

6. Faculty who are awarded this exclusion shall have no requirements or expectations beyond those of any probationary faculty member.

7. Work accomplished during the excluded period may be cited in the tenure case.

8. Requests for exclusion may be made at any time during each academic year. No request shall be made after the application for tenure has been submitted.

9. Decisions will be made within 60 days of the receipt of the faculty member's request by the department chair.

10. The decision of the provost and vice president for academic affairs is final.

D. The maximum total period for full-time probationary appointments (excluding periods not counted, see section III.B.) is six years, unless an approved extension is granted (see section III.C.). If the tenure decision is negative, a one-year terminal appointment is offered.

E. The length of the probationary period may be reduced in any of the following instances:

1. A faculty member initially appointed to the rank of full professor may be considered for tenure in the second year of service and would be notified of a tenure decision according to the schedule in the Teaching and Research Faculty Handbook; if tenure is awarded, a tenure contract will be offered for a third year of service. In addition, the probationary period for a full professor may be eliminated, and an initial tenure appointment may be recommended to the Board if such an appointment has been requested by the chair, voted on by the departmental tenure

committee, the college promotion and tenure committee, the University Promotion and Tenure Committee and approved in writing by the dean, the provost and vice president for academic affairs, and the president. It is the sense of the Board of Visitors that the procedure of eliminating the probationary period for tenure should be rarely used. (Please refer to the policy on Initial Appointment of Teaching and Research Faculty for additional information on an initial appointment with tenure.)

2. A faculty member initially appointed to the rank of associate professor may be considered for tenure in the fourth year of service and would be notified of a tenure decision according to the schedule in the Teaching and Research Faculty Handbook. If tenure is approved, a tenure contract will be offered for the fifth year. In addition, the probationary period for an associate professor may be eliminated, and an initial tenure appointment may be recommended to the board if such an appointment has been requested by the chair, voted on by the departmental tenure committee, the college promotion and tenure committee, the University Promotion and Tenure Committee and approved in writing by the dean, the provost and vice president for academic affairs, and the president. It is the sense of the Board of Visitors that the procedure of eliminating the probationary period for tenure should be rarely used.

3. A faculty member may apply for early consideration for tenure, if the faculty member believes that he or she has met or exceeded the expectations of quantity and quality of achievements for teaching, scholarship, research, and service needed to quality for tenure before the end of the normal probationary time period. The criteria for the award of tenure for such faculty will be the same as those who apply after the normal probationary time period, i.e., the total body of work must be equivalent to that expected after a normal probationary period. A faculty member who applies for early consideration for tenure and is denied tenure will be offered a terminal contract for the ensuring year. It is the sense of the Board of Visitors that only demonstrably exceptional faculty or faculty with equivalent experience at a commensurate rank at another accredited institution of higher education or national institutions will be awarded tenure under this clause. Demonstrably exceptional is defined as meeting or exceeding expectations for quantity and quality of achievements for teaching, scholarship, research, and service needed to qualify for tenure prior to the conclusion of the normal probationary time period. Any faculty member considering an application for early consideration for tenure should first elicit feedback on this plan from the department chair, the dean, the provost and vice president for academic affairs, and the chair of the departmental Tenure Committee, in particular, in a case where no pre-tenure review has occurred yet.

4. A faculty member who applies for tenure before the end of the standard probationary period cannot withdraw from the tenure process after the provost and vice president for academic affairs has approved the final list of external reviewers (Section V.C.2.).

IV. Criteria for the Award of Tenure

A. The following criteria are used in the evaluation of every candidate for tenure. Each faculty committee and administrator considering a tenure case must specifically address each of these criteria as they apply to that case in the written recommendations that are submitted up the line to the provost and vice president for academic affairs. Committee votes must be recorded in the recommendations. In cases in which a vote is not unanimous, reasons for negative votes must be included.

B. Criteria to be used are as follows:

1. Since tenure may be awarded only to faculty members who hold the rank of associate or full professor or who are being simultaneously appointed to one of those ranks, any faculty member awarded tenure must meet the minimum requirements for the rank of associate professor.

2. Merit - Merit of the faculty member in teaching, research and service over the entire probationary period and the contributions made by the faculty member in these areas to the University. Scholarly and teaching activity up to six years before the tenure decision should be considered, which can include activity at another accredited institution of higher education or national research institutions. (For definition of teaching, research, and service and a discussion of methods of evaluation, see policies and procedures concerning evaluation of faculty members, evaluation of teaching, evaluation of scholarly activity and research, and evaluation of service.) In addition to information supplied by faculty information sheets, the chair's evaluation and other material presented by the department, an opportunity shall be made available for the faculty member to provide in writing any other material in support of the tenure candidacy. It is the responsibility of the department chair and the departmental promotion and tenure committee to provide an assessment of the quality of the publications for the faculty being considered for tenure. It is the responsibility of the faculty member to ensure that all information submitted by him or her in support of tenure is factually accurate and valid, and to provide corroborating evidence (e.g., web links, complete citations, grant numbers, etc.) for all claimed accomplishments. The evidence should address the quality of the journals and the reputation of book and other such publishers. Fraudulent or non-valid claims can lead to faculty sanctions, including denial of tenure. The department chair should work with tenure candidates to ensure the completeness and accuracy of their portfolios. The department chair and the department promotion and tenure committee as a part of the regular review process should verify the accuracy of portfolio elements that are central to the tenure case. Should concerns be raised about the validity of a candidate's claims by external or internal reviewers, it is the chair's responsibility to verify those claims. The tenure process will be paused while the chair verifies those claims. In case of material developments, additional documentation may be added to the portfolio before the

conclusion of the evaluation process with the concurrence of the department chair and dean.

External evaluation of the quality of the faculty member's research performance will be required from nationally recognized experts in the faculty member's field. Candidates for tenure are responsible for the preparation of the research portfolio and curriculum vitae to be sent to external reviewers. Candidates for tenure should provide a statement of potential external and/or internal reviewers with whom there is a conflict of interest, e.g., co-authors, co-investigators, etc.

a. A curriculum vita will be required of each external reviewer. Each reviewer will be asked to describe any personal or professional relationship with the candidate. It is the responsibility of the chair to include a curriculum vitae of each reviewer. For tenure of department chairs, the responsibility belongs to the dean.

b. External reviewers will be asked to evaluate all submitted material mailed to them based on the department's approved criteria for the evaluation of scholarly activity and research. In the case of the arts, reviewers may be asked to consider works of art or performances. External reviewers will be asked to evaluate: a) the quality of the scholarship or creative work under review; and b) the scholarly reputation (regional, national, international) of the candidate.

c. All candidates for tenure and promotion will be required to have their scholarship evaluated by no fewer than four external reviewers. If fewer than four reviews are received, the chair will choose additional reviewers alternately from the lists of the department promotion and tenure committee and of the candidates.

3. The determined long-term needs of the department, college, and University, including at least the following:

a. The long-term enrollment of the department.

b. The need for an additional specialist in the faculty member's area of specialization as a permanent member of the department in terms of the mission of the department, the college, and the university.

c. The tenure structure of the department. (Although no maximum percentage of faculty members on tenure is established, all committees and administrators considering tenure must take into account the need for flexibility in course offerings and the desirability of a tenure structure that will allow openings for new tenured faculty members in the ensuing decades so that new areas of specialization and new needs can be met. The position of other nontenured

faculty members in the department, anticipated retirements, or other known departures, and projected new programs or changes in directions must be considered.)

4. No person can be awarded tenure unless convincing evidence is provided of effective teaching.

5. No faculty member can be awarded tenure unless convincing evidence is provided of successful performance in scholarly activity and research, as judged by the department's approved criteria for the evaluation of scholarly activity and research. It is the faculty member's responsibility to include these criteria in the research portfolio submitted to external reviewers and in the data file submitted internally. If these criteria changed during the faculty member's probationary period, he or she can choose which version to submit. All evaluations of the faculty member's research and scholarly activity, at every stage of the tenure process, should be guided by these criteria.

V. Procedures for Tenure Consideration

A. The provost and vice president for academic affairs, fifteen months prior to the date for giving notification of the tenure decision, shall formally advise the professor that the limit of the probationary period is approaching, and explain what procedures should be followed by those wishing to be considered for tenure.

B. The initial steps of the review process are normally conducted by the chair of the department or unit with which the candidate for tenure is affiliated, assuming the chair has tenure. If the chair is not tenured, he or she may not be involved in any aspect of the tenure decision. In that case, the dean of the college housing the department should appoint a tenured member of the department in question to act in the chair's stead. This faculty member shall not take part in any deliberations or votes of the departmental, college or University tenure committee. If the candidate for tenure is the chair of a department, the dean shall conduct the initial steps of the review process but will not write a separate recommendation at the departmental level.

C. External review process

1. The responsibility for initiating the external review, securing the reviewers, and forwarding complete review files to the dean, provost and vice president for academic affairs, and the University Promotion and Tenure Committee belongs to the department chair or his/her replacement if the chair is not tenured (see section V.B.).

2. External reviewers with academic positions will hold the same rank or higher than the promotion rank for which the faculty member is being considered; exceptions

should be justified by the dean. The department tenure and promotion committee and the candidate will prepare separate lists of potential reviewers. The candidate will review both lists and will document personal and professional relationships with all potential reviewers, including potential conflicts of interest. This documentation will become part of the tenure file. The chair (or replacement, see section V.B.) will select three reviewers from the candidate's list and three reviewers from the department tenure and promotion committee's list; the chair (or replacement, see section V.B.) will provide this list of reviewers to the dean. The dean will submit an agreed upon list to the provost and vice president for academic affairs for final approval prior to initiating the review process. The final list of external reviewers, together with the documentation of personal and professional relationships by the candidate (as outlined above), should be included as part of the application package for all internal reviewers. External reviewers should not be close collaborators or (former) mentors of the candidate. In general, co-authors on publications should be excluded as external reviewers, except as permissible under the departmental statement on evaluation of research (see the Policy on the Evaluation of Scholarly Activity and Research). The selection of potential external reviewers must be completed before the end of the semester prior to the submission of credentials for tenure.

3. External reviews will be confidential; reviewers will be so advised. Requests for exception to the confidentiality of external reviews should be made directly to the provost and vice president for academic affairs before the reviewers are asked to submit evaluations. If an exception is approved, candidates for tenure will be allowed access to the substance of external reviews, but the authorship of specific external reviews and other identifying information contained therein will remain confidential. All external reviewers will receive a standard letter sent by the chair (or replacement, see section V.B.) but prepared by the provost and vice president for academic affairs in consultation with the deans and a copy of the policy on external reviews so their responsibilities will be clear.

4. The University and college administration will assist departments where reasonable expenses are necessary to obtain appropriate external reviews.

D. Initial consideration of tenure cases is conducted by the tenured faculty of the department.

1. The tenured faculty of a department may determine that a tenure committee of a specified size will be selected from their membership to conduct the tenure deliberations and make recommendations to the chair (or replacement, see section V.B.). In this case, the entire full-time department faculty will elect the committee. It is the responsibility of this committee to determine the opinions of tenured members of the department not serving on the committee.

2. In departments where fewer than three members are tenured, the dean, in consultation with the chair (or replacement, see section V.B.), will appoint enough additional tenured faculty members to form a committee of at least three members.

3. Candidates for tenure should provide a statement of potential external and/or internal reviewers with whom there is a conflict of interest, e.g., co-authors, co-investigators, etc.

4. The tenured faculty of the department, or the members of the tenure committee, elect a chair of the committee among their members. It is the responsibility of that chair to direct the committee members to consider and apply the relevant sections in the Teaching and Research Faculty Handbook and the departmental statement on research evaluation in their comments and votes.

5. No dean, associate dean, assistant dean, or other full-time administrator or department chair (or replacement, see section V.B.) shall attend or participate in the deliberation of the departmental, college, University Promotion and Tenure Committee, or the tenured faculty of the department serving as a group to consider tenure, except in those cases when such committees or groups may, at their discretion, request administrators or chairs to answer specific questions concerning tenure cases. The deliberations of all three committees are confidential and must not be shared with anyone outside of the committee.

6. The college committee shall consist of one tenured faculty member from each department in the college. All members of 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. 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. The representative from a tenure candidate's department will participate in deliberations in the candidate's case but will not cast a vote.

7. The University Promotion and Tenure Committee shall consist of one tenured full professor from each of the major degree-granting academic colleges. This member shall be elected by his/her college's promotion and tenure committee(s) by September 15. The University Promotion and Tenure Committee shall elect one of its members as chair. No person shall serve on the University Promotion and Tenure Committee for more than three years consecutively but is eligible for reelection after an absence of at least one year. The representative from a tenure candidate's

college will participate in deliberations in the candidate's case but will not cast a vote.

8. Any committee member who participates in the tenure process votes at most only once or any particular case.

9. In order to ensure transparency, fairness, and equity in the internal review process, a faculty member or administrator who participates in the tenure process must disclose any potential conflict of interest that might undermine the credibility of the process. The chair of the department (or replacement, see section V.B.) will work in consultation with the dean of the college to decide whether the person should be excluded from serving on the review committee.

10. The faculty member under consideration is informed whenever a committee is considering tenure and is given an opportunity to submit a statement (in electronic form) to the Provost's Office in support of their tenure case, or to correct any factual misinformation in previous recommendations. The Provost's Office will add such statements to the candidate's file.

11. In case of material new accomplishments before the conclusion of the evaluation process, additional documentation may be added to the portfolio with the concurrence of the dean. Such additional material must be clearly marked as such and dated at the time of addition to the tenure file by the Provost's Office. If such additional documentation is considered, this must be clearly documented in the recommendation letters by the committee or individual (e.g. dean) who first see this new material.

E. The committee or group of tenured faculty makes its recommendations to the chair (or replacement, see section V.B.) together with reasons for the recommendation (including a minority statement in the case of a non-unanimous vote). All committee members shall vote yes or no through a secret ballot, after participating (either in person or remotely) in the deliberation of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. The chair of the committee shall record the names of all members participating in the discussion and voting in the recommendation letter, as well as the total number of votes in favor and against. Only those faculty present as the candidate is being reviewed during the deliberations can participate in drafting or approving the letter. In instances of a non-unanimous vote, the minority opinion must be included in the committee recommendation and the minority must be given the option to write a minority opinion. A copy of the recommendation letter will be sent to the faculty member by the chair of the committee. Considering this recommendation, the department chair (or replacement, unless the dean is acting in the chair's stead, see section V.B.) makes an additional evaluation and recommendation concerning tenure.

A copy of that review and recommendation letter will be sent to the faculty member and the dean by the chair of the department.

F. If either the tenured faculty (or their committee), or the chair (or replacement, see section V.B.), or both recommend tenure, the credentials of the faculty member together with the recommendations of the tenured faculty (or their committee) and the chair (or replacement, see section V.B.) are forwarded to the tenure committee of the college, which examines the facts and the recommendations and makes a recommendation to the dean. All eligible committee members shall vote yes or no through a secret ballot, after participating (either in person or remotely) in the deliberation of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's tenure application are defined in section V.D.4. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion. A copy of the recommendation letter will be sent to the faculty member by the chair of the committee.

G. If neither the departmental committee nor the chair (or replacement, see section V.B.) recommends tenure for the faculty member, tenure is not granted in the ensuing year. The faculty member is given a terminal contract for the ensuing year unless a further review is requested.

   If the faculty member requests further review, all materials, including departmental and chair evaluations and recommendations are forwarded to the college tenure committee, which makes a separate recommendation to the dean. All committee members should vote yes or no through a secret ballot. In instances of a non-unanimous vote, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion. The dean then makes a decision concerning tenure and informs the faculty member.

   If either the decision of the college committee or that of the dean is positive, the faculty member's case is considered in accordance with the procedures in the following paragraphs. If both decisions are negative, the faculty member may request, within two weeks, a further review by the provost and vice president for academic affairs, who makes a final determination concerning further consideration of tenure.

H. The dean of the college examines the facts and all previous recommendations and makes a recommendation concerning tenure, which is forwarded to the provost and vice president for academic affairs, with a copy to the faculty member.

I. The University Promotion and Tenure Committee, consisting of one tenured full professor from each of the major degree-granting academic colleges, examines the facts and all previous recommendations and documentation and makes a recommendation

(with reasons) concerning tenure, which is forwarded to the provost and vice president for academic affairs. All eligible committee members shall vote yes or no through a secret ballot, after participating (either in person or remotely) in the deliberation of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's tenure application are defined in section V.D.5. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion. The Office of the Provost will provide a copy of the recommendation letter to the dean of the college, the department chair and the faculty member.

J. The provost and vice president for academic affairs, after examining all submitted documents and consulting with appropriate staff members, makes a determination concerning tenure for the faculty member. If the recommendations from all committees and administrators previously acting on the case have not all been the same, or if the provost and vice president for academic affairs disagrees with the recommendations that have been the same, then the provost and vice president for academic affairs shall consult with the University Promotion and Tenure Committee and with the chair (if tenured) and dean concerned.

K. If the determination of the provost and vice president for academic affairs is in favor of tenure, the provost and vice president for academic affairs forwards the faculty member's name to the president for presentation to the Board of Visitors as a candidate for tenure. The Board of Visitors will act on the case according to the schedule in the Teaching and Research Faculty Handbook of the year in which it is being taken up. Upon approval of the Board of Visitors, the faculty member is offered a tenure contract for the coming year.

L. If the determination of the provost and vice president for academic affairs is against tenure, the faculty member is notified according to the schedule in the Teaching and Research Faculty Handbook that a terminal contract will be offered for the ensuing year.

M. The faculty member may request, within two weeks, that the president review a negative decision of the provost and vice president for academic affairs. The president should make a decision on the review within one month. If the president upholds the decision of the provost and vice president for academic affairs, the faculty member may request a further review by the Board of Visitors or its designated committee within two weeks. (Refer to the policy on Communications with the Board of Visitors for procedural information.) The decision of the Board of Visitors or its designated committee is final.

N. Copies of the recommendation by all committees, chairs, deans, and the provost shall be provided to the faculty member being considered for tenure**.** The faculty member will be provided opportunity to correct any factual misinformation in such recommendations by placing a letter in his or her tenure file at any stage, or up until March 1 to the Provost (November 22 for faculty hired mid-year).

O. The above procedures at the departmental and college level may be suitably adapted for faculty members who hold interdisciplinary or interdepartmental appointments. The adapted procedures should be recommended by the promotion and tenure committee of the college or colleges involved and approved by the dean or deans and the provost and vice president for academic affairs. Procedures above the college level will be the same as designated above in all cases.

VI. Pre-Tenure Review

A. The concept of a major review of faculty performance is intended to serve the purpose of giving the faculty member a clear indication of progress toward tenure and to offer constructive suggestions for self-improvement.

B. Non-tenured faculty members, without prior teaching experience, who are in their third year of probationary service at Old Dominion University will receive a major faculty review. This review will be conducted by the dean and will begin in the spring of the third year of faculty service (fall of the third calendar year of service for faculty hired mid-year). The review will include a meeting with the faculty member and chair. The review process, conducted by the department promotion and tenure committee, department chair, college promotion and tenure committee, and dean, will include an in-depth evaluation of teaching effectiveness, scholarly works, grant and contract efforts, and other professional activities. An evaluation report emphasizing the long-range impact of the faculty member on the University should be submitted to the provost and vice president for academic affairs by May 1 (December 1 for faculty hired mid-year) following the completion of the review at the college level with a copy provided to the faculty member at all evaluation levels. It is important that the review extend beyond certifying adequate teaching performance and focus on creative ability, productivity, and potential to excel.

C. If a faculty member applies for tenure in or before their third year of probationary service at Old Dominion University, the pre-tenure review will not be conducted.

APPROVAL OF PROPOSED REVISIONS TO THE POLICY ON PROMOTION IN RANK

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposed revisions to the policy on Promotion in Rank effective July 1, 2021.

Rationale: The proposed changes to the policy on Promotion in Rank are intended to clarify and update several sections of the policy. In addition, information has been added so that the policy contains the same language as comparable sections in the policy on Tenure.

I.A.2 – The responsibilities for non-tenure track research faculty do not always include service or teaching. The proposed language adds a section to the policy regarding the evaluation of non-tenure track faculty for promotion in rank.

Changes to the following sections match the proposed revisions to the policy on Tenure.

- Section II.A.4 – Verifying Authenticity and Veracity of Documents and Information Submitted in a Packet/Portfolio for Annual Review
- Section II.D. – Input on P&T Committee Letters for Promotion from Faculty Members Who Did Not Participate in Committee Deliberations

NUMBER: 1412

TITLE: Promotion in Rank

APPROVED: September 26, 2013; Revised June 9, 2016 (eff. 7/1/16); Revised June 6, 2017 (eff. 7/1/17); Revised June 14, 2018 (eff. 7/1/18); Revised June 13, 2019 (eff. 7/1/19); Revised June 18, 2020 (eff. 7/1/20)

I. Board of Visitors Policy

A. All promotions in rank are based on evaluation of the faculty member's performance.

1. A tenure-track faculty member's performance in teaching, research, and service (as appropriate) is evaluated over the total time in the previous rank as compared to the criteria established by the Board of Visitors for the rank being considered and any other criteria established by the department or college.

2. A non-tenure track research faculty member's performance in research, service (as appropriate) and teaching (as appropriate) is evaluated over the total

time in the previous rank as compared to the criteria established by the Board of Visitors for the rank being considered and any other criteria established by the center.

~~A.~~B. Promotion to the rank of associate professor must occur at the time of the tenure award, and the policy on tenure applies.

~~B.~~C. Promotion to the rank of full professor is normally considered no earlier than during the sixth year of a faculty member's service as associate professor at Old Dominion University. Exceptions are made only under the following circumstances:

1. A faculty member who has held the rank of associate professor at another institution and was initially appointed to Old Dominion University at the rank of associate professor may be considered for promotion at the time of the award of tenure.

2. A faculty member of extraordinary merit may be considered for promotion to the rank of full professor before the sixth year as associate professor at Old Dominion University.

~~C.~~D. The president, upon the recommendation of the Faculty Senate, shall establish procedures for consideration of promotion to the rank of full professor (as well as for the designation as eminent scholar). Such procedures shall require consideration and recommendation by faculty members at the department and college level, the chair, the dean, and the University Promotion and Tenure Committee. The decision concerning promotion is to be made by the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against promotion, the faculty member may request a review by the president. The decision of the president is final.

II. Procedures for Promotion in Rank to Full Professor

A. Considerations Concerning Promotion

1. Each faculty committee and administrator considering a promotion case must specifically consider factors listed below as they apply to each case in the written recommendations that are submitted up the line to the provost and vice president for academic affairs. In the case of committees, the vote must be recorded in the recommendation, and the reasons produced by the minority members must be specified.

2. Each committee and administrator making a recommendation concerning promotion considers evidence of the faculty member’s performance over the total time in which the previous rank has been held as compared to the guidelines for the rank being considered as established by the Board of Visitors and any other guidelines established by the department or college.

3. The total rank structure of the department should be considered.

4. At the least, the committees and administrators should examine faculty information sheets, chair evaluations, dean's evaluations, and any other evidence submitted by the faculty member, the chair of the department, or any other relevant source. It is the responsibility of the department chair and the departmental promotion and tenure committee to provide an assessment of the quality of the publications for the faculty being considered for promotion. It is the responsibility of the faculty member to ensure that all information submitted by him or her in support of promotion is factually accurate and valid, and to provide corroborating evidence (e.g., web links, complete citations, grant numbers, etc.) for all claimed accomplishments. The evidence should address the quality of the journals and the reputation of book and other such publishers. Fraudulent or non-valid claims can lead to faculty sanctions, including denial of promotion. The chair should work with promotion candidates to ensure the completeness and accuracy of their portfolios. The chair and the department promotion and tenure committee as a part of the regular review process should verify the accuracy of portfolio elements that are central to the promotion case. Should concerns be raised about the validity of a candidate's claims by external or internal reviewers, it is the chair's responsibility to verify those claims. The promotion process will be paused while the chair verifies those claims.

B. External evaluation of the faculty member's research and scholarly activity by nationally recognized experts in the field of specialization will be required.

1. The responsibility for initiating the external review, securing the reviewers, and forwarding complete review files to the dean, provost and vice president for academic affairs, and the University Promotion and Tenure Committee belongs to the department chair. If the department chair does not have the rank of full professor, all chair responsibilities for promotion to full professor will be delegated by the dean to a full professor in the department or from another department within the same college who will assume all of the chair's responsibilities described below. This appointed full professor, acting in the role of chair, cannot take part in any deliberations or votes of the departmental, college or University promotion committees while the promotion case is being considered. In promotion of department chairs, the responsibility belongs to the dean.

2. External reviewers with academic positions must hold the same rank or higher than the promotion rank for which the faculty member is being considered; exceptions should be justified by the dean. The department tenure and promotion committee and the candidate will prepare separate lists of potential reviewers. The candidate will review both lists and will document personal and professional relationships with all potential reviewers, including potential conflicts of interest. This documentation will become part of the promotion file. The chair (or designee, see

1 above) will select three reviewers from the candidate's list and three reviewers from the department tenure and promotion committee's list; the chair (or designee) will provide the list of reviewers to the dean. The dean will submit an agreed upon list to the provost and vice president for academic affairs for final approval prior to initiating the review process. The final list of external reviewers, together with the documentation of personal and professional relationships by the candidate (as outlined above), should be included as part of the application package for all internal reviewers. External reviewers should not be close collaborators or (former) mentors of the candidate. In general, co-authors on publications should also be excluded as external reviewers, except as permissible under the departmental statement on evaluation of research (see the Policy on the Evaluation of Scholarly Activity and Research). The selection of potential external reviewers must be completed before the end of the semester prior to the submission of credentials for promotion.

3. External reviews will be confidential; reviewers will be so advised. Requests for exception to the confidentiality of external reviews should be made directly to the provost and vice president for academic affairs before the reviewers are asked to submit evaluations. If an exception is approved, candidates for promotion will be allowed access to the substance of external reviews, but the authorship of specific external reviews and other identifying information contained therein will remain confidential. All external reviewers will receive a standard letter sent by the chair but prepared by the provost and vice president for academic affairs in consultation with the deans and a copy of the policy on external reviews so their responsibilities will be clear.

4. A curriculum vitae will be required of each external reviewer. Each reviewer will be asked to describe any personal or professional relationship with the candidate. It is the responsibility of the chair to include a curriculum vitae of each reviewer. For promotion of department chairs, the responsibility belongs to the dean.

5. External reviewers will be asked to evaluate all submitted material mailed to them. Candidates for promotion are responsible for the preparation of the research portfolio and curriculum vitae to be sent to external reviewers. In the case of the arts, reviewers may be asked to consider works of art or performances. External reviewers will be asked to evaluate: a) the quality of the scholarship or creative work under review; and b) the scholarly reputation (regional, national, international) of the candidate.

6. All candidates for promotion to full professor will be required to have their scholarship evaluated by no fewer than four external reviewers. If fewer than four reviews are received, the chair will choose additional reviewers alternately from the lists of the department promotion and tenure committee and of the candidate.

7. The University and college administration will assist departments where reasonable expenses are necessary to obtain appropriate external reviews.

C. A candidate for promotion in rank is initially considered by the faculty members in the department who hold the rank being considered or above. Only faculty holding the rank of full professor are eligible to deliberate, review, or otherwise participate and vote on candidates for promotion to full professor.

1. In the case of large departments, the faculty members in the rank being considered or above may select a committee from their ranks to consider and make recommendations concerning promotion. In that case, it is the responsibility of the committee to elicit opinions from all faculty members holding the rank being considered or above.

2. In departments where fewer than three members hold appointments in the rank being considered or above, the dean, in consultation with the chair (or designee; see section II.B.1.), will appoint enough additional faculty in the rank or above from other disciplines to form a committee of at least three.

3. Candidates for promotion should provide a statement of potential external and/or internal reviewers with whom there is a conflict of interest, e.g., co-authors, co-investigators, etc.

4. The group of faculty on the promotion committee elect a chair of the committee among their members. It is the responsibility of that chair to direct the committee members to consider and apply the relevant sections in the Teaching and Research Faculty Handbook and the departmental statement on research evaluation in their comments and votes.

5. No dean, associate dean, assistant dean, or other full-time administrator or department chair (or designee; see section II.B.1.) shall attend or participate in the deliberation of either the departmental, college, or University Promotion and Tenure Committee. The deliberations of all three committees are confidential and must not be shared with anyone outside of the committee.

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 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 the duration of the deliberations on that specific candidate. 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.

7. The University Promotion and Tenure Committee shall consist of one tenured full professor from each of the major degree-granting academic colleges. This member shall be elected by his/her college's promotion and tenure committee(s) by September 15. The University Promotion and Tenure Committee shall elect one of its members as chair. No person shall serve on the University Promotion and Tenure Committee for more than three years consecutively but is eligible for reelection after an absence of at least one year. The representative from a promotion candidate's college will participate in deliberations in the candidate's case but will not cast a vote.

8. Any committee member who participates in the promotion process votes at most only once on any particular case.

9. In order to ensure transparency, fairness, and equity in the internal review process, a faculty member or administrator who participates in the promotion process mut disclose any potential conflict of interest that might undermine the credibility of the process. The chair of the department (or replacement, see Section II.B.1.) will work in consultation with the dean of the college to decide whether the person should be excluded from serving on the review committee.

10. The faculty member under consideration is informed whenever a committee is considering promotion and is given an opportunity to submit a statement (in electronic form) to the Provost's Office in support of their promotion case, or to correct any factual misinformation in previous recommendations. The Provost's Office will add such statements to the candidate's file.

11. In case of material new accomplishments before the conclusion of the evaluation process, additional documentation may be added to the portfolio with the concurrence of the dean. Such additional material must be clearly marked as such and dated at the time of addition to the promotion file by the Provost's Office. If such additional documentation is considered, this must be clearly documented in

the recommendation letters by the committee or individual (e.g. dean) who first see this new material.

D. The committee or faculty group makes its recommendation concerning promotion to the chair (or designee; see section II.B.1.) together with reasons for the recommendation (including a minority statement in the case of a non-unanimous vote). All eligible committee members shall vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. The chair of the committee shall record the names of all members participating in the discussion and voting in the recommendation letter, as well as the total number of votes in favor and against. Only those faculty present as the candidate is being reviewed during the deliberations can participate in drafting or approving the letter. In instances of a non-unanimous vote, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion. A copy of the recommendation letter will be sent to the faculty member by the chair of the committee. The department chair (or designee) evaluates independently the credentials of the faculty member, the rank structure of the department, and any additional evidence presented, either by the faculty member or from any other source, and makes a recommendation, with reasons, concerning promotion. A copy of that review and recommendation letter will be sent to the faculty member and the dean by the chair of the department.

E. If either the departmental committee (or group), or the chair (or designee), or both recommend promotion, the faculty member's credentials together with the recommendation of the faculty committee and the chair (or designee) will be forwarded to a promotion committee of the college for consideration. This committee will make an independent evaluation and make a recommendation concerning promotion with reasons (including reasons of the minority), to the dean. The recommendations will indicate the vote of the committee. All eligible committee members should vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's promotion application are defined in section II.C.5. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion.

F. If neither the faculty committee (or group) nor the chair (or designee) recommend promotion, the faculty member will not be considered for promotion in the coming year unless a review by the college promotion committee and the dean is requested by the faculty member. If a review is requested, the departmental committee and the chair forward all documents to the promotion committee of the college, which examines them and makes a recommendation concerning promotion to the dean following the

stipulations of II.E. above. The dean examines all documents, including the recommendation of the college committee, and makes a determination concerning promotion. If the dean's determination is negative and is in accordance with the recommendations of the departmental committee, the chair, and the college committee, then the faculty member is not promoted for the coming year. If the dean's determination is negative and is not in accordance with all previous recommendations, the faculty member may request a further review by the provost and vice president for academic affairs. The decision of the provost and vice president for academic affairs is final in such cases.

G. The dean, considering all previous recommendations and all credentials, then makes a recommendation concerning promotion, which is forwarded, with reasons, to the provost and vice president for academic affairs.

H. The University Promotion and Tenure Committee, consisting of one tenured full professor from each of the major degree-granting academic colleges, examines the facts and all previous recommendations and documentation, and makes a recommendation (with reasons, including minority reasons, if any) concerning promotion which is forwarded to the provost and vice president for academic affairs. All eligible committee members shall vote yes or no through a secret ballot after participating (either in person or remotely) in the deliberations of the committee. Proxy votes or votes submitted by non-secure means (e.g., email or communication accessible to a third party) are not permitted. Members who are eligible to vote on a specific candidate's promotion application are defined in section II.C.6. In instances of a non-unanimous vote of all eligible voting members, the minority opinion must be included in the committee recommendation and the minority must be given the option to write the minority opinion.

I. On the basis of all the evaluations and recommendations presented, and after consultation with staff, the provost and vice president for academic affairs makes a decision concerning promotion for the coming year. If the recommendations of the committees and administrators that have previously considered the case have not been in agreement with one another, or if the provost and vice president for academic affairs disagrees with the recommendations that have been in agreement with one another, the provost and vice president for academic affairs shall consult with the chair, the dean, and the University Promotion and Tenure Committee before reaching a final decision. The decision of the provost and vice president for academic affairs will consist of one of the following:

    1. promotion

    2. deferral

J. If the decision of the provost and vice president for academic affairs is for promotion, the faculty member will receive the higher rank in the subsequent academic year. The decision of the provost and vice president for academic affairs will be reported to the president.

K. The faculty member may request that the president review a negative decision by the provost and vice president for academic affairs. The decision of the president is final.

L. All promotions are reported by the president to the Board of Visitors.

M. Copies of the recommendations by all committees, chairs, deans and the provost and vice president for academic affairs shall be provided to the faculty member being considered for promotion. The faculty member will be provided opportunity to correct any factual misinformation in such recommendations by placing a letter in his or her promotion file at any stage, or up until April 1, to the provost and vice president for academic affairs.

N. The above procedures at the department and college level may be suitably adapted for faculty members who hold interdisciplinary or interdepartmental appointments. The adapted procedures should be recommended by the promotion and tenure committee of the college or colleges involved and approved by the dean or deans and the provost and vice president for academic affairs. Procedures above the college level will be the same as those designated above in all cases.

III. Research Faculty

A. Promotion to the rank of research professor from the rank of research associate professor and promotion to the rank of research associate professor from the rank of research assistant professor shall be upon the recommendation of the department, chair, college promotion and tenure committee, dean and University Promotion and Tenure Committee to the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against the promotion, the person may request a review by the president. The decision of the president is final.

B. The process for promotion to the rank of research professor and promotion to the rank of research associate professor will require external evaluation of the quality of the faculty member's research performance from nationally recognized experts in the faculty member's field; procedures for the external review process can be found in section II.B**.** of this policy.

C. For those research faculty who only have appointments in one of the University-level research centers, the following promotion policy will apply. Research centers will establish a promotion committee to review faculty promotions and make recommendations to the center director. Appointments to this committee will follow

the guidance of section II.C. of this policy pertaining to departments. This promotion committee should include at least one member from the academic department(s) most closely aligned to the center to ensure promotion considerations are being applied equitably between the faculty assigned to that department and those assigned to the center. In centers where fewer than three members hold appointments in the rank being considered or above, the center director will solicit members of the department(s) most closely aligned to the center, in consultation with the chair(s) of those department(s), to form a committee of at least three. The center director will review faculty promotion recommendations and will recommend to the vice president for research those members who have met the promotion criteria. The vice president for research will forward a recommendation regarding promotion to the Office of Academic Affairs for review by the University Promotion and Tenure Committee and the provost and vice president for academic affairs. The University Promotion and Tenure Committee will forward a recommendation to the provost and vice president for academic affairs. If the decision of the provost and vice president for academic affairs is for promotion, the faculty member will receive the higher rank in the subsequent academic year. The faculty member may request that the president review a negative decision by the provost and vice president for academic affairs. The decision of the president is final.

IV. Clinical Faculty

A. Promotion to the rank of clinical professor from the rank of clinical associate professor and promotion to the rank of clinical associate professor from the rank of clinical assistant professor shall be upon the recommendation of the department promotion and tenure committee, department chair, college promotion and tenure committee, dean and University Promotion and Tenure Committee to the provost and vice president for academic affairs. If the provost and vice president for academic affairs decides against the promotion the person may request a review by the president. The decision of the president is final.

B. The process for promotion to the rank of clinical professor and promotion to the rank of clinical associate professor will require external evaluation of the quality of the faculty member's scholarly activities from nationally recognized experts in the faculty member's field; procedures for the external review process can be found in section II.B. of this policy. The schedule for review will follow that for clinical faculty seeking promotion in rank.

V. Lecturers may be promoted in rank to senior lecturer and senior lecturers may be promoted in rank to master lecturer. The applicable policies are contained in section "Evaluation of Lecturers, Senior Lecturers, and Master Lecturers and Promotion of Lecturers and Senior Lecturers."

VI. Part-time instructional faculty may be promoted in rank (for example, from adjunct assistant professor to adjunct associate professor) upon recommendation of the chair and

dean to the provost and vice president for academic affairs. Full documentation of the credentials of the faculty member being recommended for promotion is required. If the provost and vice president for academic affairs denies the promotion, the faculty member may request a review by the president. The decision of the president is final.

Committee members received the Annual Report of Committee Actions and the Report on Promotions in Rank Effective for 2021-22. Provost Agho presented the following demographic data on faculty and students from 2011-2020:

- Student enrollment by race and ethnicity
- Teaching and research faculty by race and ethnicity
- Administrative and professional faculty by race and diversity

Vice President Foster gave an overview of research developments. He noted that the University's research enterprise shut down as of March 2020, but most has reopened to pre-pandemic levels in the last two months. During the shutdown, faculty were attentive to safety and found ways to be productive.

Vice President Foster announced that Jefferson Lab anticipates a commitment of $400M over the next six years to establish the fourth DOE supercomputing facility in the nation. ODU's proximity gives us an opportunity to be an academic partner and potentially receive funding for faculty positions for supercomputer research users.

ADMINISTRATION AND FINANCE COMMITTEE

Mr. Hill, chair of the Administration and Finance Committee, reported that Chief Rhonda Harris, Assistant Vice President for Public Safety, presented updates on the University's Community Policing effort.

In closed session, Mr. Doug Streit, Executive Director of Information Technology Security and Planning, briefed the Committee on current information security topics.

Ms. Maggie Libby, Associate Vice President for Advancement-Foundations, provided an Educational Foundation investments update. Chief Rhonda Harris provided a public safety update, and David Robichaud, Director of Design and Construction, provided a Capital Outlay Projects status report.

AUDIT AND COMPLIANCE COMMITTEE

Ms. Dickseski, chair of the Audit and Compliance Committee, reported that Ms. LaToya Jordan, Deputy Auditor for Human Capital and Operations, and Ms. Megan Bridgewater, Audit Supervisor, presented their report from the Auditor of Public Accounts regarding the FY2020 Financial Statement Audit.

The Chief Audit Executive Report was presented by Ms. Amanda Skaggs and included the Activity and Status of Audit Issues, updates from the Office of the State Inspector General, and details of the Annual Risk Assessment Process. The Committee approved a motion to modify the FY2021 Audit Plan and approved the FY2022 Audit Plan and was presented as a recommendation to the Board for approval. The modified FY2021 Audit Plan and the FY2022 Audit Plan were approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

The Committee met in closed session to discuss the annual performance evaluation of the Chief Audit Executive and the performance of specific departments of the University where that evaluation necessarily involved discussion of the performance of specific individuals.

GOVERNANCE COMMITTEE

Ms. Dickseski, chair of the Governance Committee, reported that the Committee met three times since the last Board meeting. Two of the meetings were the regular monthly meetings and the third was a special meeting to receive a briefing from Provost Austin Agho on the work of the University's naming task force.

The Committee has begun discussing the development of a process for reviewing proposed names of University buildings and areas on campus. The Committee will not be a decision-making body on this issue. Unwanna Dabney and Bob Corn have agreed to serve on a small subcommittee along with Provost Agho and Jay Wright, to propose a policy and procedures, methodology, and proposed Bylaws language, and recommend an external task force that will make a recommendation to this Committee to take to the Board for approval. Board member participation will be limited to two members.

The Committee approved proposed revisions to the Board's Bylaws that focus on those that are required by statute or for the Unviersity's reaccreditation process. The following resolution was presented as a recommendation of the Governance Committee and was approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

APPROVAL OF PROPOSED REVISIONS TO THE BOARD OF VISITORS BYLAWS

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the following proposed revisions to the Board of Visitors Bylaws.

BYLAWS
OF THE OLD DOMINION UNIVERSITY
BOARD OF VISITORS

PREFACE

The Board of Visitors adopts the bylaws that follow for the orderly and efficient conduct of its meetings and the business of Old Dominion University. This preface is to provide a brief overview of the source of the Board's authority as a public institution of higher education, and a component of the executive branch of the government of Virginia.

The Virginia statutes specific, or organic to the University, Va. Code §§23.1-2000 through 23.1-2004, might be thought of as the University's charter. These statutes constitute the Board of Visitors as a public corporation named "Old Dominion University," and set the corporation's basic purpose and authority. Other statutes apply to all Commonwealth institutions of higher education to impose other duties and confer additional powers. The University is also subject, along with all agencies of the executive branch of the state government, to such statutes as, for example, the Virginia Freedom of Information Act which governs, *inter alia*, the circumstances under which a public body, such as this Board, may meet in closed session. Ultimately, however, the University's operations are dependent on the terms of the Appropriations Act adopted bi-annually in the even numbered years by the Virginia legislature, the General Assembly, and amended in the odd numbered years. Finally, it is to be noted that the Commonwealth's agencies and institutions are not as a rule subject to the general statutes of Virginia, as well as the ordinances enacted by the local governments, unless the General Assembly expressly provides otherwise.

Members of the Board, the University staff, and the public should be aware at all times that the authority conferred on the Board of Visitors by the General Assembly resides solely in the Board. That is, no visitor or other individual, regardless of title or position, shall speak for or exercise the Board's authority except to the extent that the Board may so provide by delegation contained in these bylaws, or by other action of the Board.

The Commonwealth demands institutional direction by a Board composed of active, informed, and engaged visitors. As a measure of this need, the General Assembly provided that if any member of the Board should fail to perform the duties of a visitor for a year, without sufficient cause, the Board shall certify the same to the Governor; and the office of that member shall then be vacant.

ARTICLE I
Power, Authority, and Duties

§ 1.01. Role and Responsibilities. The Board of Visitors is the body responsible for the University. The Board's trust includes the following responsibilities.

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (§4.04. of these Bylaws) and oversight (§6.01(f) of these Bylaws) of the University President. The President reports only to the Board and it is the responsibility of the Board to ensure that the President is implementing the Board's formally adopted policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service. The University's Mission shall be reviewed every five years in conjunction with the development of the Strategic Plan, or more frequently if a significant activity or event necessitates further consideration.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process that results in the Board approving a Strategic Plan at least every five years. The President is responsible for leading the strategic planning process (§7.02.b of these Bylaws) and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) University Budget~~.~~ and Financial Statements. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall ~~periodically review and approve the University's annual budget and~~ work in conjunction with the President and his/her administration ~~who are accountable~~to receive budget related information in a meeting prior to approving the University's annual budget. The Board is responsible for ~~directing a process that seeks input from~~oversight in submitting the ~~Board.~~ annual financial statements to the Auditor of Public Accounts (Va. Code §23.1-1303 B.10), and reporting to SCHEV (the "Council") the required financial information contained in Va. Code §23.1-1303 B.11 by December 1 of each year.

(e) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the education offered by the University including, but not limited to, considering strategic planning, admission standards, graduation requirements, ~~,~~grading policies, use of technology in the classroom, and faculty structure, development, productivity, priorities, and incentives for outstanding teaching.

(f) Research Integrity. The Board is responsible for promoting and preserving excellence in basic and applied research. In accordance with Va. Code §23.1-1303 B.9 this also includes adopting regulations related to research involving human subjects along with submission of an annual report to the Governor, General Assembly, and University President if conducted.

~~(g) Student Quality of Life.~~(g) Student Success. The Board has a vested interest in student success and considers an array of factors related to student access. The Board is responsible for assuring the high quality of student life necessary to ensure that higher education achievement can take place in an environment conducive to a high level of learning~~.~~, including the release of student records (Va. Code §23.1-1303 B.5) and posting a list of required textbooks (Va. Code §23.1-1308 B).

(h) Affiliated Foundations. The Board is responsible for assuring that priorities for fund raising, research, athletics, real estate acquisition and disposal, and other affiliated foundation activities are consistent with the University's mission, priorities, and goals. While the Board recognizes the independent governance of these private activities, the Board is responsible for private resources contributed to the University for public purpose. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual (see Article VIII of these Bylaws) and affiliation agreements.

(i) Audit Planning and Review. The Board is responsible for the selection of accountability measures, review of results, and determination of how effectively its policies have been implemented through the audit process, i.e., whether the University's allocation of resources is consistent with the Board's priorities and with the University's financial position.

(j) Fiscal Efficiency~~,~~ and Integrity. In its review and approval of the University's annual operating budget and the setting of tuition and fees, the Board is ultimately responsible for assuring fiscal efficiency~~; i.e., the cost-effective operation of the~~ and integrity; including preserving and protecting University assets.

(k) University Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the institutions accomplishments, sharing its vision for the future, relating the community to the campus and the campus to the community, maintaining constituent trust, and engaging the larger local, national and international community in partnerships to achieve University goals and objectives.

(l) Admissions. The Board is responsible for establishing regulations or institution policies for the acceptance and assistance of students (Va. Code §23.1-1303 B.2) and agreements with each associate-degree-granting public institution of higher education (Va. Code §§23.1-907 and 23.1-306).

(m) Financial Aid. The Board is responsible for assisting the Council in enforcing provisions related to eligibility for financial aid (Va. Code §23.1-1303 B.3).

(n) Additional Responsibilities. The Code of Virginia also requires the Board to submit to the General Assembly and the Governor an annual executive summary of its activities (Va. Code §23.1-1303 B.12), provide to the Council annual data related to expenditures (Va. Code §23.1-209), and make available to any interested party upon request the most recent report of the Uniform Crime Reporting Section of the Department of State Police pertaining to institutions of higher education (Va. Code §23.1-1303 B.13).

ARTICLE II
Members

~~§ 2.01.~~§ 2.01 Composition – The Board of Visitors is composed of 17 members appointed by the Governor, of whom at least 14 shall be residents of the Commonwealth and at least three shall be alumni of the University. The members are appointed to a four-year term and are eligible for appointment to a second four-year term. (Va. Code §23.1-2001 A). A Board member may be appointed by the Governor after having served two four-year terms if at least four years has passed since the end of the previous consecutive four-year term (Va. Code §23.1-1300 B).

§ 2.02. Resignation. Any member of the Board of Visitors may resign at any time by providing notice to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

§ 2.~~02~~03. Removal. Pursuant to Va. Code §23.1-1300, if any member of the Board of Visitors fails to attend (1) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs sponsored by the State Council of Higher Education for Virginia, pursuant to Va. Code §23.1-1304, in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes of its next meeting and notify the Governor, and the office of such member shall be vacated. ~~However, no member serving as of January 1, 2015 shall be removed for failing attend the educational programs required by §23.1-1304 if he or she attends training by January 1, 2016.~~ In addition, pursuant to Va. Code §2.2-108, notwithstanding any provision of law to the contrary, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the board of any public institution of higher education or other educational institution of Virginia, and fill the vacancy resulting from the removal. Each appointment to fill a vacancy shall be subject to confirmation by the General Assembly.

§ 2.~~03~~04. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti. ~~They shall be entitled to have access to minutes of the regular Board meetings~~

~~posted online and be invited to meet at least once each year with current members of the Board at a social or other function hosted by the Board of Visitors~~.

ARTICLE III
Meetings

§ 3.01. Regular Meetings. Regular meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. Regular meetings scheduled annually in excess of the four published regular meetings shall be announced to Board members, University staff, and the public at least 30 calendar days prior to the day the regular meeting is to be convened to assure maximum participation~~, the three-day statutory notification notwithstanding.~~. The regular meeting during the month of June of each year shall be the annual meeting. Public notice for all open and closed meetings shall be provided in accordance with Va. Code §2.2-3707 C, which requires notice at least three working days in advance of the date scheduled for the meeting, except in cases of emergency.

§ 3.02. Special Meetings. Special meetings of the Board may be called by the Rector, or, in his/her absence or disability, by the Vice Rector, or by any three Visitors at such dates, times, and places, with agenda, as may be specified in the call for such meeting.

§ 3.03. Emergency Meetings. Emergency meetings are special meetings and may be called by giving reasonable notice to all members and the public whenever, in the judgment of the Rector in consultation with the President, there exists an emergency. A quorum of five voting members shall be sufficient to transact any business with respect to said emergency, except declarations of fiscal exigency. Declarations of fiscal exigency only must be made by an affirmative vote of at least 12 voting members.

§ 3.04. Special and Emergency Meeting Notice. For special meetings under normal, non-emergency circumstances, three days' notice shall be given of the date, time, place, and agenda of all non-electronic communication meetings, by the Secretary/Executive Secretary of the Board. Emergency meeting notice shall be provided, as reasonably timely as possible under the circumstances, and be given contemporaneously to the public with notice provided to Board members.

§ 3.05. Quorum. (Effective July 1, 2002) A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (Va. Code §23.1-2002).

§ 3.06. Order of Business. The order of business at meetings is set forth in the Board Policy and Procedures, unless modified at the discretion of the Rector with the modification(s) approved by a majority of the voting Board members present. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 calendar days in advance of the meeting at which

the issue is to be addressed or public comment accepted. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified and may be considered if confirmed by a majority of the voting members of the Board.

§ 3.07. Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. ~~The Vice Rector~~University Counsel shall serve as Board parliamentarian for purposes of interpreting *Robert's Rules of Order Newly Revised*. ~~The Board shall request the presence of the University's legal representative at~~The University Counsel shall attend all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of University officers, unless otherwise directed by the Attorney General~~. At the Board's discretion, it may request the presence of the University's legal representative during evaluations if it is considering: (1) whether the party or parties involved are in breach of his/her contract; or (2) the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.~~ in accordance with Va. Code § 23.1-1303.

§ 3.08. Voting Procedures. Except when a roll-call vote is specifically requested by any member of the Board, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing or abstaining from the matter. However, all votes taken during electronic communication meetings shall be by roll-call and so recorded in the meeting minutes (Va. Code §2.2-3708.2.D.7). No proxies, secret, or written ballots are authorized in any Board meeting (Va. Code §2.2-3710). The roll-call vote shall be recorded in the minutes by the Secretary calling the roll. Should members attending the meeting be absent for the vote, their absence shall be noted in the minutes. The Student Representative to the Board of Visitors is a non-voting member, but his/her comment regarding an issue may be recorded in the minutes. Any action taken in a closed meeting must be approved in an open meeting before it can have any force or effect.

§ 3.09. Minutes. Minutes shall be kept of all meetings of the Board and its committees in accordance with Va. Code §2.2-3707.H. Draft minutes of meetings shall be posted as soon as possible but no later than 10 working days after the conclusion of the meeting. The Executive Secretary to the Board of Visitors shall notify the Board when draft minutes have been posted. Final approved meeting minutes shall be posted within three working days of approval of the minutes.

§ 3.10. Conflict of Interests. Board members are subject to the provisions of the State and Local Government Conflict of Interests Act and must file reports as required (Va. Code §2.2-3114. B). University Counsel will review filings in accordance with these provisions. Board members must disclose any conflicts to University Counsel and recuse themselves from any meeting

discussions on related topics and abstain from voting. An example includes, but is not limited to, a board member having an interest in any entity with which the University transacts business or is proposing to conduct business.

ARTICLE IV
Committees

§ 4.01. Executive Committee.

Composition. The Executive Committee shall consist of ten members of the Board, three of whom shall be the elected officers of the Board. The remaining members of the Executive Committee shall be the chairs of each standing committee of the Board. Vacancies, other than Board officers who must be elected, may be filled at any time by appointment of the Rector and confirmation by the Board. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall be a member of the executive committee to maintain the executive committee membership at ten members. A quorum of the Executive Committee shall consist of ~~three~~the majority of Executive Committee. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee and count towards a quorum as directed by the Rector.

(b) Duties and Authority. The Executive Committee shall meet upon the call of the Rector or the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of the University between meetings of the Board. The full Board must be notified of all actions taken by the Executive Committee and all actions must be ratified by the Board at its next regular or a special meeting called for that purpose in emergency situations. The committee shall coordinate the policy development and the goals/objectives of all Board committees and shall recommend the means whereby the Board will assess its effectiveness in accordance with §9.03 of these Bylaws. A complete record of all actions of the Executive Committee shall be maintained by the Secretary and shall be provided to each member of the Board within 15 working days after the Executive Committee meeting at which such actions were taken. All members of the Board shall be invited to attend Executive Committee meetings and all Board members in attendance at an Executive Committee shall be entitled to vote. Meeting notices shall be provided as set forth in §3.04 of these Bylaws.

§ 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 and Compliance Committee, Governance Committee, Student Enhancement and Engagement Committee, and University Advancement Committee. The chairs and members of the seven standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. All members may be reappointed from year to year. Board members shall typically serve on two standing committees, except that those who are appointed to serve on the Athletics and Audit and Compliance Committees may serve on three standing

committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be filled in accordance with §5.04 of these Bylaws and Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector and confirmation by the Board. 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 and the approval of the annual internal compliance and operations audit plan by the Audit and Compliance Committee) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic and Research Advancement Committee. The Academic and Research Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education and research offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and research initiatives, and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures. The Academic and Research Advancement Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on matters pertaining to the purchase, lease, sale, construction, and maintenance of University owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose.

(c) Athletics Committee. The Athletics Committee supports the Board's responsibilities for oversight of its Intercollegiate Athletics programs. The Committee shall review athletic policy and programs and make appropriate recommendations to the Board.

(d) Audit and Compliance Committee. The Audit and Compliance 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) oversight of the University compliance function. Members of the Audit and Compliance Committee should have some basic knowledge of

generally-accepted accounting procedures and financial reporting and controls. 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.

(e) Governance Committee – The Governance Committee provides oversight of functions relating to board governance and conduct of business. The Committee develops the Board's annual planning retreat and self-assessment process, regularly reviews the Board's Bylaws for recommended amendments to the Board of Visitors and oversees a formal review process for Board policies and procedures. The Committee also develops a set of qualifications and competencies for members on the Board of Visitors and assists with Board nominations to the Governor.

(f) Student Enhancement and Engagement Committee. The Student Enhancement and Engagement Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, 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. Additionally, the Committee will periodically receive updates from Strategic Communication and Marketing and Government Relations.

(g) University Advancement Committee. The University Advancement 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.

(h) Additional Responsibilities. Each standing committee shall ~~periodically review Board Policies~~develop and ~~Procedures in~~ implement a Charter that details its ~~areas of responsibility~~roles and ~~recommend revisions to the Governance~~responsibilities and includes a requirement for self-evaluation. Committee charters should be reviewed and updated as ~~necessary.~~ needed in light of changing external conditions, legal developments, and board practices. Charters shall be presented to and approved by the Board. The standing committees shall have such other duties and responsibilities as are assigned to them by the Board or by the Rector, subject to the Board's approval.

§ 4.03. Nominating Committee. The Nominating Committee is responsible for nominating Board members for Board officer positions. In even numbered years, at the April meeting of the Board, a Nominating Committee of an odd number of not less than three members along with two alternates shall be elected by the Board. The Committee shall meet at the same meeting during

which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the President, and all other Board members about the needs of the University without being bound by their suggestions.

(a) Nominations. The Nominating Committee shall post a call for nominations for officers from the Board no later than May 1. Nominations shall be submitted in writing to the committee chair and shall be due no later than 15 days following the date of the call for nominations. Members of the Board may feel free to nominate themselves for an office to the chair of the Nominating Committee. Nominees for officers must have more than one year remaining on their terms of appointment. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet prior to the June Board meeting to determine the nominations to be presented to the Board. The recommendation of the nominating committee shall be distributed with the announcement of the meeting of the Board of Visitors in the even numbered year in which the election of officers is to be held. At that meeting, the nominating committee shall present one candidate for each office for election in accordance with §5.01 of these Bylaws. Nominations from the floor may be made from the floor prior to such election.

(c) Committee Vacancies. In the event a member of the Nominating Committee cannot serve or becomes a candidate for an office for which the committee is selecting candidates, he/she shall resign from the committee immediately and the Rector shall immediately appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Executive Committee at a special meeting convened for that purpose.

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by §6.04, Vacancies, of these Bylaws.

§ 4.04. Special Committees. Special or *ad hoc* committees may be created at any time either by action of the Board of Visitors, or by written direction of the Rector with the approval of the Board. Special committees shall consist of no fewer than three members appointed by the Rector who shall appoint the chair, and fill vacancies in consultation with the Chair. The Rector shall also have the power to change the membership of special committees at any time with the concurrence of the chair and the Board, unless it is the chair who is to be removed. In making initial or subsequent assignments of individuals to special committees, the Rector shall take volunteers into account. Special committees shall have a life specified by the Board at the time of constitution, shall be subject to annual reviews, and may be renewed for a specified period by action of the Board. At the time the special committee is created, its mission shall be specifically established and articulated either by action of the Board or by written direction of the Rector with approval of the Board. The resolution of the Board or the direction of the Rector shall specify the time the special committee is to make its report to the Board.

§ 4.05. Subcommittees. Committees may appoint subcommittees of not less than three voting Board members from within their memberships to consider such specific business as required, subject to Board approval of such subcommittee's creation.

§ 4.06. Appointment of Non-Board Advisors to Committees. Non-Board members cannot be appointed to Board of Visitors committees without the Board approving each individually named proposed member. The advisors who are approved for membership shall serve under the same conditions as Board members; however, they shall serve in a non-voting, advisory capacity.

§ 4.07. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.08. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority of the membership of the committee or subcommittee, may call meetings. Committee meetings shall be noticed in the same manner as Board meetings as set forth in § 4.04 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

§ 4.09. Removal. Standing and special committee chairs only may be removed by the Rector with prior approval of the Board, with at least nine voting members voting in the affirmative for removal. Members or advisors may be removed from Board committees on the recommendation of the committee chair and approved by a majority of committee members, after an affirmative vote by a majority of Board members attending the meeting at which the recommendation is presented.

§ 4.10. Presidential Search Committee. As necessary, but not later than the first regular meeting of the Board after the President expresses to the Board his/her intent to step down or leave the University or departs under other circumstances (e.g., prolonged illness or death), the Rector shall appoint a Presidential Search Committee and its chair. of five or more Board members along with two alternates and may include no more than five non-Board members as non-voting members to that committee. The Committee, whose mission is to search for and select the best possible choices for a new president, shall meet at the same meeting at which it is created to elect its chair who must be a voting member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity with the provisions of the Freedom of Information Act and its exceptions.

(a) University Needs. The Presidential Search Committee shall consult with the Rector, the President, other members of the Board of Visitors, the faculty, the alumni and students, and the community about the needs of the University. The Board may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately commission an institutional review by a reputable agency or consultant.

(b) Practices and Procedures. The Committee shall prepare a search budget and a range of compensation for the next president, both of which shall be approved by the Board early in the search process. The Board shall be kept informed of the Committee's progress and expenses incurred and anticipated at regular Board and Executive Committee meetings by the committee chair. The search committee shall consider external and internal candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

(c) Committee Vacancies. In the event a member of the Presidential Search Committee cannot serve, he/she shall resign from the Committee immediately and the Rector shall promptly appoint a previously elected alternate as a replacement. Should circumstances require additional alternates, they shall be elected by the Board at the next regular Board or Executive Committee meeting or, if necessary, at a special meeting convened for that purpose.

§5.02. Unexpected Vacancy in the President's Position. In case of an unplanned vacancy in the position of the President, the Board shall expeditiously designate an Acting President to serve until a President shall be appointed by the Board and installed in the office. The Board shall hold an emergency meeting and proceed with the preceding provisions of this section of the Bylaws. The Presidential Selection Committee shall be tasked to select expeditiously the best possible choice for the Acting President following the procedures outlined in this section of the Bylaws. In the interim, the terms of University Policy 1010, "Absence of the President," shall determine who shall exercise executive authority for the University.

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 at least one year remaining in their terms. 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.

§ 6.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least nine voting members of the Board of Visitors.

§ 6.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at

the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

§ 6.04. Vacancies. Vacancies in any office shall be reported to the Board as soon as possible after notice is received. The vacancy shall be filled for the unexpired term by the Board of Visitors at the meeting during which the vacancy is first created or discovered by immediately electing a Nominating Committee as outlined in §4.03 of these Bylaws and electing an officer or officers at the current, or special, or next regular meeting to fill vacancies. The election shall require an affirmative vote of at least nine voting members of the Board. In the temporary absence of all three officers, the Board shall elect one of its voting members to preside.

§ 6.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board. The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board, except the Nominating and Presidential Search Committees, and appoint all standing and *ad hoc* committee members with the approval of the Board, except members to the Nominating and Presidential Search Committees.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to be brought before meetings of the Board, act as the Board's spokesperson, and perform such other duties as are incident to the presiding officer of the Board, or as may be assigned by the Board.

§ 6.06. Vice Rector. The Vice Rector shall serve as *ex-officio* member of all standing committees of the Board, except the nominating committee, and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector. ~~The Vice Rector shall serve as Board parliamentarian.~~

§ 6.07. Secretary. The Secretary shall take or supervise the taking of minutes of the open meetings of the Board and the Executive Committee, have constructive custody of all books and records of the Board, supervise the issuance of notices of meetings of the Board and Executive

Committee in advance of the meeting, have constructive custody of the Seal of the University and affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President. The Secretary shall represent the Board and preside at the meetings of the Board and its Executive Committee in the absence of the Rector and Vice Rector and perform such other duties as are incident to the office (see Bylaws §7.03 and Article VIII) or as may from time to time be assigned by the Board. When directed by the Board, the Secretary shall take the minutes of closed meetings and be responsible for the security of draft minutes and audio recordings of closed meetings. The Secretary shall be responsible for ensuring that all Board of Visitors' reports required by the Commonwealth are submitted in a timely manner by the Rector.

§ 6.08. Other Representatives of the Board. From time to time, the Rector may designate a member of the Board, who is not an officer, to represent the Board on special occasions or for special ceremonies. Any member so designated shall be limited in his/her actions on behalf of the Board by the express role delegated by the Board for each occasion. The Rector only shall delegate his/her role as Board spokesperson for policy and other Board matters to other Board officers.

ARTICLE VII
University Administrative Officers

§ 7.01. The President. The President of the University is appointed by the Board of Visitors and serves at the pleasure of the Board and may be removed only by an affirmative vote of at least nine voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The Board annually assesses the President's performance and establishes and reviews the President's compensation (Va. Code § 23.1-1303.B.8). The President shall submit to the Board, in writing, an annual report on the condition of the University.

(a) Responsibilities of the President include, but are not limited to:

(1) Providing leadership in the development of the University's mission and programs;

(2) Providing leadership for the governance of the University's faculty, all other University employees, and students;

(3) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.

(4) Managing and personally participating in public and private fund-raising;

(5) Managing the University's facilities;

(6) Implementing the Policies and Procedures of the Board relating to University operations.

(7) Making recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;

(8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;

(9) Recommending to the Board a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;

(10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;

(11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;

(12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;

(13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;

(14) Reviewing, accepting, modifying, or rejecting recommendations of the campus governance bodies, or causing such activities to be done, with respect to any matter concerning academic policy, programs, or procedures. To present to the Board all formal recommendations on such matters, ensuring that significant dissenting positions are reported. In turn, the President formally shall inform the faculty and other governance bodies of the Board's position in those areas where their interests and well-being are affected; and

(15) Performing such other specific responsibilities as are required by the Policies and Procedures of the Board or by the laws and regulations of the Commonwealth of Virginia.

(b) As the University's designated representative, the President is delegated the general authority to act on behalf of the University and the Board of Visitors, except in the selection and contracting of a new president. The President or designee shall report to the Administration and Finance Committee, any budget changes of $250,000 or more.

(c) The authority of the President to act on behalf of the University and the Board includes, but is not limited to, the authority:

(1) To appoint and to reappoint all faculty and fix their salaries, subject to Board ratification;

(2) To approve promotions in rank of faculty and to designate faculty to the honors of eminent professor or university professor;

(3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on faculty requests for Board review of negative tenure decisions or to make final decisions on severe faculty sanctions as set forth in the Board Policies and Procedures;

(4) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees and certificates.

(5) To approve the use of University facilities;

(6) To approve the use of the University's name and visual identification;

(7) To execute contracts, leases and other legal instruments;

(8) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;

(9) To accept gifts;

(10) To write off uncollectible debts and to settle claims;

(11) To make final decisions on student disciplinary matters;

(12) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and

specialized courses based on the type of courses and the cost of instruction; and

(13) To exercise such other authority as is provided by the Policies and Procedures of the Board or by the statutes and regulations of the Commonwealth of Virginia.

(d) The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, provided that the President shall be responsible to the Board for the actions of his/her designee.

(e) The authority of the President, as provided herein, shall be exercised in accordance with all applicable federal and state laws and regulations and in accordance with the bylaws, policies, procedures, and specific instructions of the Board.

(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§1.01.a. of these Bylaws). ~~At the annual meeting of the Board, the President, in open or closed session, as appropriate,~~In accordance with Va. Code §23.1-1303.B.8, the Board shall meet with the President at least once annually, in closed session pursuant to subdivision A 1 of §2.2-3711, and deliver an evaluation of the President's performance. Any change to the President's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of the majority of the Board's members. Prior to such evaluation, the President shall submit his/her annual report on objectives, specific and general, developed by the President and the Rector and agreed to by the Board for the past year. ~~The Board shall subsequently evaluate the President's performance for the past year.~~ Objectives for each ensuing year shall also be presented at the annual meeting of the Board for approval. ~~At least every three years or at any time deemed desirable by the Board, the President shall be evaluated more formally.~~

§ 7.02. Vice Presidents and Deans

(a) Appointment. Vice Presidents and Deans of the University shall be appointed by the Board of Visitors on the recommendation of the President in all cases and additionally by the Provost and Vice President for Academic Affairs for Deans and shall serve at the pleasure of the President.

(b) Powers and Duties. Vice Presidents shall be responsible to the President and report to the President or the President's designee. The Vice Presidents shall be responsible for the coordination, supervision and direction of those activities assigned by the President or the President's designee. Deans, as chief administrative officers of their respective colleges, are responsible to the Provost and Vice President for Academic Affairs for the operation and development of their college.

§ 7.03. Other University Officers. The University shall have such administrative officers as are appointed by the President with the approval of the Board. Such other administrative officers

shall have duties and responsibilities as assigned to them by the President and shall serve at the pleasure of the President.

ARTICLE VIII
Staff Personnel Supporting the Board

§ 8.01. Chief Audit Executive. The Chief Audit Executive (CAE) is appointed by the Board of Visitors and is the internal auditor for the University. The CAE is functionally accountable and reports to the Board but is a University employee reporting administratively to the President. The incumbent serves as an independent appraiser within the University for the review of University operations as a service to the Board and the President. The CAE shall report to the Board through the Audit and Compliance Committee, as directed by the Board, and shall perform such specific duties and responsibilities incident to the office as are assigned by the Board or the President. The Board shall delegate to the President or his designee the responsibility to hire, annually evaluate, recommend compensation increases, and dismiss the person serving in this position, based on recommendations of the Audit and Compliance Committee. The authorization of positions in the University Audit Department shall be reviewed and recommended to the Board for approval via the Audit and Compliance Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The CAE may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the CAE must be submitted to the President, the chair of the Audit and Compliance Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector shall appoint a special committee from the Audit and Compliance Committee, with the chair's concurrence, to seek and recommend a person to fill the vacancy. The committee shall consist of no fewer than five members, at least three of whom must be voting members of the Board. Procedures to be followed for an executive search shall be similar to those contained in §4.04 of these Bylaws. The President may be involved in the process and an external audit of the University Audit Department shall replace the institutional review if deemed necessary. Approval of a candidate requires the vote of at least nine voting members of the Board.

§ 8.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in Va. Code §2.2-507.

§ 8.03. Executive Secretary to the Board. The Executive Secretary to the Board is a university employee who shall be appointed by the President and serves at the pleasure of the Board. The Executive Secretary to the Board manages the Office of the Board of Visitors; provides staff support to the Board and its Secretary; maintains the Board of Visitors Manual and the official records of the Board; has actual custody of the Seal of the University and may affix the Seal to any instrument as authorized by the Board, the Rector, the Vice Rector, or President with approval of

the Board Secretary; ensures that the content of official regulations of the University contained in its publications corresponds with the content of Board established policies and procedures; manages funds allocated to the Office of the Board of Visitors; and shall submit the Board's budgetary needs as part of the University's annual budgeting process. In conjunction with the Office of University Advancement maintains contact with Visitors Emeriti as set forth in §2.03 of these Bylaws, issues notices of meetings of the Board, Executive Committee, and other special committees in advance of each meeting, and performs such other duties and responsibilities incident to the Office of the Board of Visitors as may be assigned by the Board and the President or his/her designee relating to the incumbent's other duties in the University, if any. The President shall annually evaluate this individual in accordance with University policy, and may dismiss the person serving in this position, with the advice and counsel of the Board.

(a) Removal. Any decision by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The Executive Secretary to the Board may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the Executive Secretary to the Board must be submitted to the President and the Rector. Board members shall be notified immediately by the Rector or the President.

(c) Vacancy. When there is a vacancy in this position, the Rector shall request the President to fill the vacancy. The Board will be represented on the selection committee.

ARTICLE VIX
Board Policies and Procedures

§ 9.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. Heretofore, Board Policies and Procedures have been styled "Rules and Regulations." All Rules and Regulations of the Board in existence on the date of the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

§ 9.02. Adoption. Board Policies and Procedures may be adopted, amended, modified or repealed, in whole or in part, at any meeting of the Board by an affirmative vote of at least nine of the voting members of the Board provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting. Board Policies and Procedures shall be posted to the Board of Visitors website and indexed so that Board members can find and use them expeditiously.

§ 9.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board, or the Executive Committee when the Board is not in session, unless a different date is fixed by the Board.

§ 8.04. Publication of Policies and Procedures. The Board Secretary, assisted by the Executive Secretary to the Board, shall supervise the maintenance of all Policies and Procedures and may direct the publication of all or any part of same from time to time.

§ 8.04. Regular Review. Board Policies and Procedures shall be reviewed on at least a five-year cycle, as established by the Board's Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator responsible for reviewing specific policies. The results of such review shall be shared with the full Board, and the date the policy was reviewed shall be noted on each policy, even if no revisions are recommended. University Counsel shall review all proposed new policies or revisions to existing policies and report to the Governance Committee prior to Board approval.

ARTICLE X
Miscellaneous Provisions

§ 10.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by a three-fourths majority affirmative vote of all voting members present provided that no section shall be suspended unless at least nine members vote affirmatively therefore. Articles I and II of these Bylaws and other portions pertaining to the *Code of Virginia*, as referenced in the text, shall not be subject to suspension by the Board under any circumstances.

§ 10.02. Institutional Review. The Board may periodically commission an institutional review. This review may also serve as the evaluation of the president as set forth in §6.01(f) of these Bylaws to preclude unnecessary duplication.

§ 10.03. Board Evaluation. The Board should conduct a self-evaluation annually at a Board retreat. The Board should ~~occasionally~~ have a formal evaluation of its processes and procedures every three years, which could be conducted by an external evaluator at the discretion of the ~~Executive~~Governance Committee. This formal review should assess the performance of the Board, its committees, and its members to confirm that the Board is conducting its business with appropriate transparency and is adhering to the highest ethical standards in compliance with applicable open meeting and public records laws. ~~In these endeavors, the candid opinions regarding the Board should be sought in an appropriate fashion from the University President, University Staff, Faculty, and Students along with the public at large.~~

§ 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 §§5.06 and 7.03) 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.

ARTICLE XI
Amendments and Procedural Irregularities

§ 10.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least 12 voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least 45 calendar days prior to the meeting.

§ 10.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control, and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President; however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Old Dominion University.

§ 10.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process. The Board or the Executive Committee must approve operating and capital requests by a majority vote. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board or the Executive Committee prior to submission to appropriate state agencies.

§ 10.04. Ratification of *Ultra Vires* Act. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least nine voting members of the Board.

§ 10.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 17th day of June 2021. All former Bylaws of the Board of Visitors are hereby repealed.

The Committee also brings forward for approval revisions to Board policies 1101 and 1301, both of which are needed to meet reaccreditation requirements. Policy 1101 was expanded to clarify the regular review of Board policies and Policy 1301 was redrafted to better reflect the various groups that may provide advice to the Board, including the President's Cabinet, Provost's Council and Dean's Council, in addition to the Student Government Association and Faculty Senate included in the previous version of the policy.

The following resolutions were presented as recommendations of the Governance Committee and were approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

APPROVAL OF PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1101, BOARD OF VISITORS GOVERNANCE

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the proposed revisions to Board of Visitors Policy 1101, Board of Visitors Governance.

NUMBER: 1101

TITLE: Board of Visitors Governance

APPROVED: September 13, 2002

1. Board of Visitors Governance is predicated on specific sections of the *Code of Virginia* which serve as the Board Constitution upon which the Board of Visitors Bylaws are based. Applicable sections of the *Code of Virginia* are attached for reference. The Board shall delegate sufficient authority to the University President for the operation of the University, however, the Board's total authority, responsibilities, duties, and legal obligations set forth in the *Code of Virginia* cannot be delegated. Accordingly, service on the Board involves significant responsibility and commitment on the part of its members.

2. The Board of Visitors Policies and Procedures are derived from the Board Constitution, Bylaws, and relevant Commonwealth regulations. The Board Policies and Procedures shall be based on good practices such as may be identified by the *Final Report of the Governor's Blue Ribbon Commission on Higher Education*, the Association of Governing Boards of Universities and Colleges, the American Council of Trustees and Alumni, and the National Association of Governing Boards.

3. In accordance with Section 9.05 of the Board's Bylaws, board policies and procedures shall be reviewed on at least a five-year cycle, as established by the Board's Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator responsible for reviewing specific policies. The results of such review shall be shared with the full Board, and the date the policy was reviewed shall be noted on each policy, even if no revisions are recommended. University Counsel shall review all proposed new policies or revisions to existing policies and report to the Governance Committee prior to approval~~The Board of Visitors shall provide for regular reviews of Board Bylaws, Policies, and Procedures to ensure that they are current and that they permit and promote effective and efficient work by the Board and the University~~.

Code Provisions Applicable to Boards of Visitors

***Code of Virginia*, Section**	**Title**
2.2-418 - 2.2-435	Registration of Lobbyists~~ng Disclosure and Regulation Act~~
2.2-507	Legal Service in Civil Matters

2.2-2100 - 2.2-2106	State Authorities, Boards, Commissions, Councils, Foundations and Other Collegial Bodies
2.2-3100 - 2.2-313207	State and Local Government Conflict of Interests Act
2.2-3700 - 2.2-37154	Virginia Freedom of Information Act
2.2-3800 - 2.2-3809	Government Data Collection and Dissemination Practices Act
2.2-4300 - 2.2-4377	Virginia Public Procurement Act
23.1-13023-1.01 - 23-2	Annual Reports Required of Boards of Visitors
23.1-13023-3	Expenses of Visitors
2.2-11223-3.1 - 23-4.4	Control and Disposition of Surplus MaterialsHigher Education Property
23.1-10123-9.2	Public Policy of Commonwealth in Respect to Endowment Funds of State supported Institutions of Higher Education
23.1-1300-131023-9.2:3	Governing Boards of Public Institutions of Higher EducationPower of Governing Body of Educational Institution to Establish Rules and Regulations; Offenses Occurring on Property of Institution; State Direct Student Financial Assistance
23.1-20023-9.2:3.4	Program of Instruction to Educate and Train Teachers Education Programs; Reporting Requirements
23.1-1300H23-9.2:5	Student Representatives to Boards of Visitors
23.1-20023-9.3 - 23.9.14:1	State Council of Higher Education
23.1-2000-200423-49.11 - 23-49.22:4	Old Dominion University
24.2-230 - 24.2-238	Removal of Public Officers from Office
30-56 - 30-63	Joint Legislative Audit and Review Committee
30-130 - 30-142	Auditor of Public Accounts
30-179	Powers and Duties of the Virginia Freedom of Information Advisory Council

***Appropriations Act*:**

4-0.01 – 4-14.004-101 - 4.12.00	Appropriations

APPROVAL OF PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1301, UNIVERSITY GOVERNANCE

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the proposed revisions to Board of Visitors Policy 1301, University Governance.

NUMBER: 1301

TITLE: University Governance

APPROVED: August 9, 1979; Revised June 19, 1986

Governance is *a process of consultation, communication and decision-making that produces institutional policies*. These policies are *the general guidelines that inform decision-making and the development of procedures throughout the University*.

Definitions

Administrative Liaison: an individual member of the President's Cabinet who serves as a conduit between and advocate for one or more representative governing bodies and the President's Cabinet for non-policy issues.

The **Dean's Council** advises the Provost and Vice President for Academic Affairs on strategic matters, reviews proposals for new degrees, and facilitates inter unit communication and collaboration. Membership of the Council is comprised of the Deans, University Librarian, Vice Provost for Academic Affairs, and Vice Provost for Faculty Affairs and Strategic Initiatives.

The **Faculty Senate**: a governance body representing the faculty of the University.

President's Cabinet: the chief policy and decision-making body of the University and includes all persons of the rank of Vice President, the Athletic Director and all other persons designated by the President.

The **Provost's Council**: chaired by the Provost and Vice President for Academic Affairs and is comprised of the Deans, University Librarian, senior administrators in Academic Affairs, the Executive Director of International Programs, the Director of the Center for Faculty Development, the Director of Faculty Diversity and Retention, Provost's Fellows, and the Chair of the Faculty Senate. Council members assist the Provost in the development and implementation of policies, procedures, and academic initiatives.

The **Student Government Association**: a governance body representing the students of the University

Governance Principles

The Governance Principles of Old Dominion University:

1. Seek to ensure widespread communication, understanding, participation and reasonable consensus.
2. Address pressing issues in a streamlined, adaptive, flexible way and encourages the appropriate use of sunset rules for committees and task forces.
3. Strive to generate widespread understanding throughout the University community of the differences among policy-making, implementation of defined policy, and consultation regarding policy.

4. Allow stakeholders in the policy-making process to express their views and suggestions when policies affecting them are being reviewed and when the best solutions are being considered.
5. Ensure regular, two-way communication between representatives of stakeholders participating in policy-making and those they represent.
6. Seek to guarantee that participants in the policy-making process are provided with the appropriate resources and information so that they may participate in a timely fashion.
7. Recognize that the primary responsibility for policy-making and decision-making in each area of University life must be clearly designated.

Each governance body of Old Dominion University is responsible for ensuring that these principles are reflected in their constitutions and bylaws and otherwise upheld by their operations.

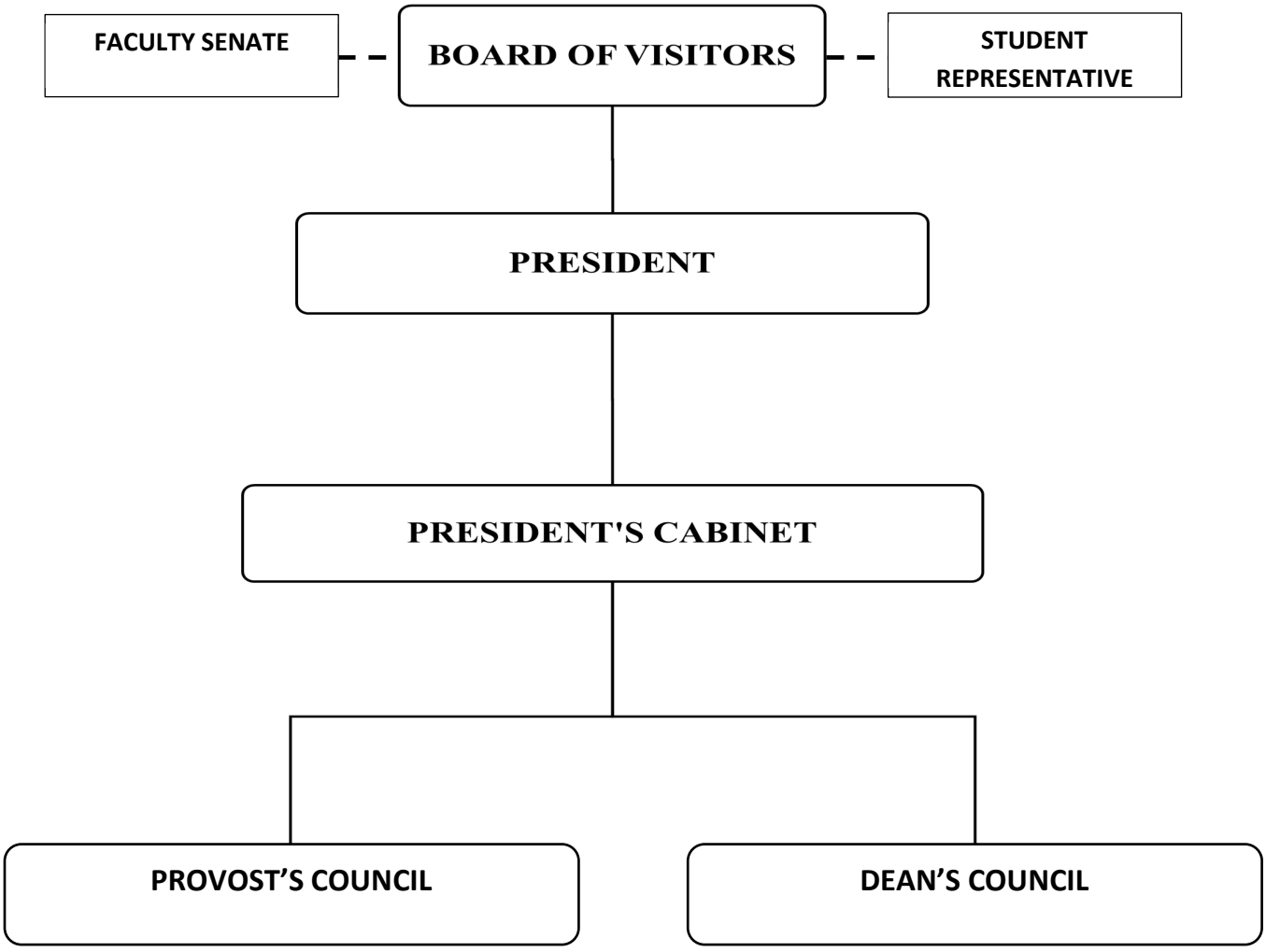
Governance Structure

At Old Dominion University, governance is an internal process of policy development sanctioned by the University's Board of Visitors, which holds overall authority for the activities of the institution. The President is delegated the authority to be the chief decision making and policy making authority for the University. The President's Cabinet is the University's conduit for communication, consulting with the President on all issues related to governance and providing information to the President to assist in decision-making.

The Faculty Senate and the Student Government Association have direct access to the Board of Visitors through non-voting representatives selected annually by the Board of Visitors.

Committees and Other Affinity and Advisory Groups

At Old Dominion University, there are a number of committees, taskforces, and advisory groups that contribute to campus dialogue, deal with special issues, and support the day-to-day operations of the institution. These groups, though not an official part of the University's governance system, can at various times be called to take part in the development of policy. Within each administrative division of the University, there are a number of advisory groups and other staff positions that play an important role in the development and vetting of policy.


FACULTY SENATE
BOARD OF VISITORS
STUDENT REPRESENTATIVE
PRESIDENT
PRESIDENT'S CABINET
PROVOST'S COUNCIL
DEAN'S COUNCIL

The Committee also approved a new Conflict of Interests policy that outlines each board member's duty to disclose, report, and participate in training required of Board members by statute. The following resolution was presented as a recommendation of the Governance Committee and was approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

APPROVAL OF PROPOSED BOARD OF VISITORS POLICY 1108, BOARD OF VISITORS CONFLICT OF INTERESTS POLICY

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the proposed Board of Visitors Policy 1108, Board of Visitors Conflict of Interests Policy.

NUMBER: 1108

TITLE: Board of Visitors Conflict of Interests Policy

APPROVED:

Members of the Old Dominion University Board of Visitors, as appointed by the Governor shall abide by the Commonwealth of Virginia's State and Local Government Conflict of Interests Act (Va. Code §2.2-3100, et seq.). This includes avoiding both conflicts of interests as defined by law and the appearance of such conflicts, reporting promptly to the Rector and University Counsel any potential or existing conflicts, timely filing of the annual Financial Disclosure Statement, and completing Conflict of Interest training offered by the Ethics Advisory Council every two years.

A board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair the board member's independent, unbiased judgment in the discharge of his or her responsibilities to the institution.

1. Obligation to Disclose

   A. Each board member has a continuing obligation to disclose promptly and fully any actual or potential conflicts of interest of which he or she is aware.

   B. Board members who believe they may have a conflict of interest must inform the Rector and consult with University Counsel as soon as possible. If University Counsel deems that a conflict exists (either direct or indirect), the Board member must notify the Rector of that determination.

   C. At any meeting of the Board when an issue involving the conflict is being discussed and/or considered, Board members must disclose the conflict, recuse themselves from discussion pertaining to the issue, and abstain from voting on any action involving the issue. This must be stated for the record and recorded in the meeting minutes.

D. A board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite board action.

2. Obligation to Report

A. In accordance with Va. Code §2.2-3114, board members must file a Financial Disclosure Statement form when appointed and annually thereafter on or before February 1.

B. The Commonwealth's Ethics Advisory Council (Council) manages the electronic filing system and works with the Executive Secretary to the Board to ensure the list of current board members and their contact information is up-to-date.

C. The Council shall make the required disclosure forms available at least 30 days prior to the filing deadline and will notify the board members via email of their requirement to file.

D. The Executive Secretary to the Board will monitor the list of filers and send periodic reminders to those who have not yet filed.

E. Board members who do not complete the form by February 1 may be subject to a $250 late filing penalty imposed by the Council and possible removal by the Governor for failure to comply.

F. In accordance with Va. Code §2.2-3114.C., all forms are maintained as public records for five years in the office of the Council and such forms shall be made public by the Council no later than six weeks after the filing deadline.

3. Obligation to Participate in Training

A. In accordance with Va. Code §2.2-3128, board members are required to complete the Conflict of Interest training module provided by the Ethics Advisory Council every two years.

B. Completion of training must be reported to the Executive Secretary to the Board of Visitors. Certification of completed training is also recorded in the training module maintained by the Ethics Advisory Council.

C. The Executive Secretary to the Board will maintain the records of completed training dates and will notify individual board members at least 30 days prior to when they are required to retake the training module.

D. Board members are also required to participate in educational programs provided by the State Council of Higher Education (SCHEV), which includes conflict of interest training. The Executive Secretary to the Board shall track Board participation in this training and provide an annual report to the Secretary of the Commonwealth. In accordance with Va. Code §23.1-1300 and §2.03 of the Board's Bylaws, failure to attend educational programs sponsored by SCHEV within the first two years of service

without sufficient cause, as determined by majority vote of the Board and may be subject to removal by the Governor.

4. Compliance Assistance

In order to aid board members in identifying conflicts of interests as defined by law and the appearance of such conflicts:

A. University Counsel shall review the annual Financial Disclosure Statements submitted by individual board members to determine if any potential conflicts of interest may exist with any issues to come before the board or with any current or potential contractual arrangements with the University.

B. Annually in December, the University's Department of Procurement Services shall make available to the board members through the Executive Secretary to the Board a list of the University's current vendors.

The Committee is continuing its review of the Bylaws, focusing on those revisions needed to reflect best practices and other issues for the Board's consideration. These proposed revisions will be brought to the Board for consideration at its meeting in September.

STUDENT ENHANCEMENT AND ENGAGEMENT COMMITTEE

Mr. Corn, chair of the Student Enhancement and Engagement Committee, reported that Vice President Stansberry noted that the Student Code of Conduct will be presented at the fall board meeting. He provided an update on enrollment, reporting that despite COVID, ODU is projected to be on par with enrollment two years ago. Pre-registrations for Fall 2021 are slow and new student confirmations are mixed, with freshment deposits behind lsat year and transfer amd graduate students ahead of last year. Multiple channels of outreach are being used throughtout the summer to encourage enrollment.

Fall opening will focus on the three pillars of care, cultivate and connect. The new student on-board experience was reviewed. The Monarch Experience Initiative is a six-week campus-wide initiative to welcome new Monarchs and introduce the campus culture, traditions and values through engaging and entertaining programs and activities.

Vice President Stansberry also reported on Experience Guaranteed, a strategic initiative to promote and support experiential learning opportunities for students, campus departments and employers. This is a year-long project supported with a SCHEV grant and co-led by the Student Engagement & Enrollment Services division and Academic Affairs, integrating experiential learning opportunities for students across the University and with outside employers.

Lola Jegede, student representative to the Board, reported that during her tenure she will focus on expanding social media presence for the position of the student representative to the Board of Visitors; expand the REIGN Responsibly campaign to include vaccinations;

promote campus resources such as safety, counseling services 24/7; and Mathematics and Statistics resources for students. She identified the following ideas to meet this goal: Update Facebook and create an Instagram account for the position; continue the Peer Mentoriship Program; promote campus resources related to safety, student access to counseling, and Math resources for students on social media and more.

UNIVERSITY ADVANCEMENT COMMITTEE

Dr. Dabney, chair of the University Advancement Committee, reported that Vice President Alonzo Brandon presented dashboard items measuring productivity in the area of University Advancement including total giving and Fundraising Initiative breakdowns by focus area and donors. The Fundraising Initiative has raised over $211M since July 2016. He also gave a quarterly review of virtual events for both Alumni Relations and Community Engagement.

Mr. Jeff Martin, Senior Director for EAB Advancement Forum, reviewed the EAB Advancement Investment and Performance Initiative: A study of FY2020 costs, staffing and fundraising at ODU. He reported on ODU's placement among universities across the country and within our benchmarking cohort for key areas such as fundraising production, advancement investment and FTE's, and investment per alumnus. He also discussed total major and principal gift offices, staffing and expenditures by unit and return on investment.

MOTION FOR CLOSED SESSION

The Rector recognized Ms. Jones, who read the following motion: "Madam Rector, I move that this meeting be convened in closed session as permitted by Virginia Code Sections 2.2-3711A.1 and 8 for the purpose of discussing a personnel matter, specifically, the President's employment agreement, and consultation with legal counsel employed or retained by a public body regarding specific legal matters requiring the provision of legal advice by such counsel. The motion was seconded by Ms. Smith and approved by roll-call vote *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Slaughter, Smith, Williams; Nays: None)*.

In addition to the Board members in attendance, President Broderick and Earl Nance were present during the closed session.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of Closed Session, the Rector reconvened the meeting and the following Freedom of Information Act Certification was read: "Any person who believes that the Board discussed items which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote

(Ayes: Allmond, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None).

RECTOR'S ANNOUNCEMENT

Rector Kay Kemper made the following statement, "As most of you know, I had a very serious cardiovasular health issue last August. I'm happy to report that the cause has been determined and the treatment is working very well and I'm feeling great for a 75 year old woman. However, this incident has caused me to realize that I'm not going to live forever, so as we enter a new year with President Hemphill, I have decided to step down as Rector effective July 16 and to continue to remain very active as a member of the Board.

After consulting with University Counsel and as allowed by our current Bylaws, I'm appointing Bruce Bradley to serve as Interim Rector from July 16 until September 16 when the Board will elect a new slate of officers to serve until June 30, 2022. The Vice Rector position will remain vacant until the September meeting and Toykea Jones will continue to serve as Secretary during this interim period and assist Bruce as needed.

I also propose that the members of the Governance Committee serve as the nominating committee as has been discussed by the Governance Committee. This would be Jerri Dickseski, Lisa Smith, Peter Decker, Bob Corn, and Yvonne Allmond, with alternates Jay Harris and Ross Mugler." Upon a motion by Ms. Allmond and seconded by Ms. Smith, the members of the nominating committee were approved by roll-call vote. *(Ayes: Allmond, Bennett, Bradley, Broermann, Corn, Dabney, Decker, Dickseski, Harris, Jones, Mugler, Pitts, Smith, Williams; Nays: None)*.

Mr. Slaughter questioned why the Govenance Committee is being asked to serve as the Nominating Committee. The Rector explained that the Governance Committee has discussed including this as a part of its responsibilities, as many institutions do as well as the Board of Directors of the Association of Governing Boards. Mr. Mugler added that moving forward the charter of the Governance Committee will reflect this as a best practice for governing boards. The Rector reminded the Governance Committee that they will need to meet immediately following this meeting to select its chair.

OLD/UNFINISHED BUSINESS

There was no old or unfinished business to come before the Board.

NEW BUSINESS

There was no new business to come before the Board.

With no further business to discuss, the meeting was adjourned at 4:07 p.m.

The Nominating Committee met immediately following the adjournment of the Board meeting to elect its chair. Upon a motion by Ms. Dickseski and seconded by Mr. Decker, Lisa Smith was selected as Chair by roll-call vote *(Ayes: Allmond, Corn, Decker, Dickseski, Smith, Nays: None)*.

OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Tuesday, May 18, 2021

M I N U T E S

The Governance Committee of the Board of Visitors of Old Dominion University met at 10:00 a.m. on Tuesday, May 18, 2021. The meeting was held electronically via the Zoom application pursuant § 4-0.01(g) of Chapter 1289 of the 2020 Acts of Assembly. Present from the Committee were:

Jerri F. Dickseski, Chair
Yvonne T. Allmond, Vice Chair
Kay A. Kemper, Rector (*ex-officio)*
R. Bruce Bradley (*ex-officio)*
Robert S. Corn
Peter G. Decker, III
Lisa B. Smith

Also present:
Austin Agho
Alonzo Brandon
Dan Genard
Scott Harrison
Donna Meeks
Tom Odom
Amanda Skaggs
Jay Wright

The Chair called the meeting to order at 10:01 a.m.

APPROVAL OF MINUTES

Upon a motion by Mr. Corn and seconded by Ms. Allmond, the minutes of the Governance Committee meetings held on March 16, 2021 and April 12, 2021 were approved by roll-call vote *(Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper; Nays: None)*.

DISCUSSION ON DEVELOPMENT OF A PROCESS FOR REVIEWING PROPOSED NAMES

Ms. Kemper expressed her appreciating for the willingness of the committee members to lead in this effort for developing a process for moving forward. The chair noted that she has had discussions with Provost Agho, Vice President Brandon and others to understand the work of the task force. She suggested that the Governance Committee meet with Provost Agho for a briefing, after which a subcommittee of the Governance Committee will be appointed that will include Bob

Corn, Lisa Smith, Unwanna Dabney and Provost Agho and Dr. Dabney. The role of the subcommittee will be to develop criteria for the naming process that would include proposed language to be added to the Board's Bylaws clarifying the process, and to recommend the members of an external committee that would include some board members but also faculty and community members to represent diversity and inclusivity. This committee would apply the criteria approved by the Board to make a recommendation to the Board for any name changes. This will be a time-consuming effort - recognizing the time and effort that has already been devoted to this important issue - but it is important to develop criteria flexible enough to apply to things that could happen in the future.

Ms. Allmond asked if there is any documentation from the work of the Provost's committee. The chair said that there is documentation that will be shared with the committee members and presented by Provost Agho, but it did not specify the criteria. Mr. Bradley said he was told by Vice President Brandon that the committee has been meeting since last August and they have minutes of their meetings.

Mr. Wright stated that the Rector has suggested that the Committee look at the policy and process developed by the University of Virginia, which could be applied to the Board's current Naming Policy. He suggested that he draft a policy for the Committee to review at its next meeting. Ms. Kemper has also reviewed the policies at JMU, William and Mary and VCU, and has heard that the policy developed by Yale is a good one, so suggested that those policies be reviewed when ODU's policy is drafted.

The chair stated that once the Committee has had an opportunity to meet with the Provost to learn the progress that has already been made, she will ask the subcommittee to begin meeting to review the other institutions' policies, develop criteria and proposed language for the bylaws and recommendations for the new naming committee for consideration by the Governance Committee and then approval by the full Board. Mr. Bradley asked that President-elect Hemphill be briefed on this plan. Ms. Kemper said that she has discussed this with the President-elect and he seemed pleased with the proposed plan.

Ms. Allmond commented that this is a passionate issue so it is important that it be done right. The chair agreed and added that while we may not be able to make everyone happy, the Board must make the tough decisions and this process will ensure that it receives the broadest input possible. She emphasized that the Governance Committee will not be a decision-making body in this process, but will make a recomendation to the full Board on the criteria, process and bylaws language for their consideration, which will include Board participation but with broader input as well. Ms. Skaggs recommended that the subcommittee review the Yale reports on this issue, as they followed a very similar process as the chair has described. She will share a link to the report as well as a YouTube video that includes comments from those who were involved in their process.

REVIEW OF PROPOSED BYLAWS REVISIONS

Before asking Ms. Meeks to lead the discussion of the proposed Bylaws revisions that are considered best practices, she thanked her, Amanda Skaggs and Jay Wright for all of the work that went into preparing for this review. Ms. Meeks first shared with the Committee the Bylaws revisions previously approved by the Committee representing those needed statutorily or for

SACSCOC reaccreditation. She noted the need for the Committee to approve one additional change for approval by the Board in June that is a SACSCOC requirement and relates to what constitutes a quorum for the Executive Committee. The proposal is to change the quorum from three members to a majority of the members. Following a brief discussion, the word ”present” was removed. The Committee agreed to this change and will include it in the vote that is taken following the review of the best practices revisions.

The Committee then reviewed the proposed revisions that reflect AGB best practices, current practices of ODU's Board or the practices of other Boards. The Committee agreed that Board Policy 1107 would be expanded regarding Board meeting scheduling rather than including it in the Bylaws and Ms. Meeks said that she'd draft proposed revisions for the Committee to review at a future meeting.

Under Section 4.02.e., Governance Committee, Mr. Bradley asked how involved the Governance Committee would be proposing nominations to the Governor for new Board members. Ms. Meeks stated that she must submit a Board Profile Sheet to the Secretary of the Commonwealth's office each spring that notes, among other things, the number of meetings held during the previous year and the attendance of individual board members. The form includes a section that allows the opportunity to share issues or concerns and to make general recommendations (not specific names) for individuals to serve on the Board; however, this does not preclude individual board members from recommending specific individuals for consideration. This form is shared with the President and Rector prior to it being submitted; it will now be sent to the Governance Committee members as well for any suggestions. Mr. Bradley suggested that the Board review Board 1103, Recommended Qualifications and Competencies for Members of the Old Dominion University Board of Visitors, on an as-needed basis in order to ensure it accurately reflects the Board's needs. Ms. Smith emphasized that the Board can only recommend, but the final decision rests with the Governor.

Under Section 4.02.f., Student Enhancement and Engagement Committee, the removal of the reference to strategic communication and marketing was questioned. The language was removed here because this area used to report to the SEES vice president but now reports to the Provost. Although a Marketing Subcommittee of the Board had been previousky established, the Academic and Research Advancement Committee now receives periodic reports on strategic communication and marketing.

Under Section 4.02.g., University Advancement, the inclusion of the reference to Policy 1810 was discussed and how that may relate to the new committee that will be established to consider renaming. The Committee agreed that this reference relates to recognition of gifts to the University through the Office of Development and should remain in this section.

Under Section 6.05.a. Rector's Duties, the Committee agreed that Policy 1107 be expanded to clarify voting requirements of the rector and committee chairs in accordance with Robert's Rules.

At the conclusion of their discussion, Ms. Smith made a motion to approve the proposed revisions as discussed, subject to review by President-elect Hemphill. The motion was seconded by Mr. Corn and approved by roll-call vote *(Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper, Smith; Nays: None).*

PROPOSED REVISIONS TO BOARD POLICIES 1101 AND 1301

The committee reviewed the proposed revisions to Policy 1101, which includes specific language regarding the review of Board policies and procedures and updated Code citations. Upon a motion by Ms. Smith and seconded by Ms. Allmond, the Committee approved the proposed revisions by roll-call vote *(Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper, Smith; Nays: None).*

Mr. Wright explained that the revisions to Policy 1301, Universty Governance, were to note the various groups from which the Board may take advice, including the President's Cabinet, Provost's Council and Dean's Council, in addition to the Student Government Association and the Faculty Senate that were already included. He noted that he had reviewed best practices and looked at governance policies from other universities in developing the policy. Upon a motion made by Mr. Corn and seconded by Ms. Smith, the Committee approved the proposed revisions by roll-call vote *(Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper, Smith; Nays: None).*

REVIEW OF PROPOSED NEW BOARD CONFLICT OF INTERESTS POLICY

Ms. Meeks noted that SACSCOC requires the Board to have its own conflict of interests policy. The proposed draft policy was shared with Mr. Wright and Ms. Skaggs. It outlines a Board member's obligation to disclose if they have a conflict of interest, to report through the annual filing of the financial disclosure statement, and to participate in mandatory training. A section is also included that notes the assistance provided by the university administration to the Board in meeting these obligations, including review of financial disclosure statements by University Counsel and providing board members a list of vendors that do business with the University.

In response to a question, Mr. Wright said that a board member could possibly be removed by the Governor for failure to file the required financial disclosure form or take the mandatory training. Ms. Meeks added that she frequently follows up with board members who have not filed the financial disclosure statement and she is responsible for maintaining records of board members' participation in the conflict of interest training provided by the Ethics Council.

Following discussion, upon a motion made by Ms. Allmond and seconded by Mr. Decker, the Committee approved the proposed new policy by roll-call vote *(Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Kemper, Smith; Nays: None).*

REVIEW UNIVERSITY COUNSEL'S RECOMMENDATIONS ON BOARD-LEVEL POLICIES

Ms. Meeks provided background on the review of Board policies that have taken place to date, noting that she Ms. Smith and Ms. Skaggs reviewed the list and suggested what they believed to were policies that needed to remain at the Board level. University Counsel was then asked to review the list for their input. The spreadsheet notes Counsel's feedback. Counsel recommends that a number of academic policies that are already in the Faculty Handbook, may not need to be board-level policies, but may need the consent of the Faculty Senate. Mr. Wright added that many of the academic policies are approved by the President and do not involve Board approval, thus his recommendation to remove them as a Board policy. He reiterated, however, that he is not

recommending that they cease to be a policy but need to exist at another level. In keeping with the Board's governance policy, he recommends that since faculty would be affected by these changes, the Faculty Senate should be consulted. He consulted with Vice President DuBois about several of the financial policies recommended for removal as a Board policy, and he has no objection.

Ms. Smith asked why some of these policies were approved at the Board level in the first place. Although most of them were added as Board policies before his time at the University, Mr. Wright said that there may have been a time when it made sense to be at the Board level or were required by the State or Federal government.

Following a discussion on Board Policy 1407, Guidelines for Named Professorships, and how or if that is under the purview of the Board's naming policy, Committee members concurred that they may need a better understanding of this and other Board policies. Each of the policies are available in OneDrive for the committee members to review and are linked to the spreadsheet. Mr. Wright also mentioned that the Faculty Senate is on hiatus during the summer months so the Committee would have time to consider the academic policies before requesting their input when they begin meeting in September. Further discussion was tabled until the next meeting.

Before adjourning the meeting, the Chair noted that the next regular scheduled meeting of the committee is on June 9. She asked Ms. Meeks to schedule a one hour meeting with the Provost as soon as possible for the purpose of receiving a briefing on the university's naming task force.

With no further business to discuss, the meeting was adjourned at 11:58 a.m.

UNIVERSITY GOVERNANCE

Major Representative Bodies *(§ = old Univ. Governance policy)*

1. The university governance system consists of two major representative bodies, the Faculty Senate and the Student Senate.
   A. The Faculty Senate is a governance body representing the faculty of the university and is constituted as provided in the Faculty Senate's Constitution and Bylaws. The faculty of the university, by virtue of their particular competence, are essential participants in the development and implementation of academic policy. The Faculty Senate is the representative body of the faculty. As such, it shall exercise the authority of the faculty with respect to policy on academic matters and the professional affairs of faculty.
   B. The Student Senate is a governance body representing the students of the university and is constituted as provided in the Student Senate's Constitution. As the representative body of the students, the Student Senate shall promote and advise the administration on the development of student-related programs and services and may make recommendations to the Board of Visitors, the president and other administrative officers on student-related matters.

- Approved by the Board of Visitors August 9, 1979
Revised June 19, 1986

The Faculty Senate will be afforded the opportunity to make timely comment upon policy matters that directly relate to the traditional responsibilities of faculty, for example, issues related to curriculum and academic standards, etc.

- Approved by the president July 28, 1997

Consultative and Deliberative Bodies *(§ = old Univ. Governance policy)*

In addition to the two major bodies, several other bodies function in an advisory manner to the president and other administrators, faculty and student leaders, and the major governance bodies themselves. The additional bodies include the following:

- The Deans Council advises the Provost and Vice President for Academic Affairs on strategic matters, reviews proposals for new degrees, and facilitates interunit communication and collaboration. Membership of the Council is comprised of the Deans, University Librarian, Vice Provost for Academic Affairs, and Vice Provost for Faculty Affairs and Strategic Initiatives.
- The Provost's Council is chaired by the Provost and Vice President for Academic Affairs and is comprised of the Deans, University Librarian, senior administrators in Academic Affairs, the Executive Director of International Programs, the Director of the Center for Faculty Development, the Director of Faculty Diversity and Retention, Provost’s Fellows, and the Chair of the Faculty Senate. Council members assist the Provost in the development and implementation of policies, procedures, and academic initiatives.
- The Faculty Forum, which includes all members of the faculty under full-time teaching and research contracts and all professional librarians at Old Dominion University.

- The Student Forum, which includes all students enrolled in the university.

All consultative and deliberative bodies serve in an advisory capacity to the president. The president is an ex official member of all such bodies.

The constitution and bylaws of the Faculty Senate are contained in the appendix of this handbook.

Shared Governance

Purpose

1. The Faculty are among the largest and most enduring features of the institution. Consequently they hold a significant stake in the sustainability and mission of the university. *(= new language)*
2. The faculty of the university by virtue of their particular competence, are essential participants in the development and implementation of academic policy. The Faculty Senate is a representative body of the faculty, deriving its authority from the faculty of the university. As such, it shall exercise the authority of the faculty with respect to policy on academic matters and the professional affairs of faculty and perform such other functions as are delegated to it by the faculty of the university. Specifically, the Faculty Senate shall represent the faculty of the university in recommending policies to the president and other appropriate individuals and bodies on admissions and registration, curriculum, academic freedom and tenure, faculty status, academic standards, research, clinical practice education, and related matters. *(= old University Governance policy + Senate constitution)*

Shared Jurisdiction

1. All policies within this Handbook fall within the shared jurisdiction of the Faculty. Any and all amendments to these policies shall be vetted before the representative body of the Faculty, which is the Faculty Senate. *(= new language)*
2. All members of the academic community may submit matters for consideration to the Faculty Senate. Resolutions, petitions, suggestions, or any other matters shall be submitted to the chair of the Faculty Senate in writing. A concise explanation of the rationale behind the petition should form part of the statement. Issues can be submitted via the online issue form (https://ww1.odu.edu/facultysenate/issue-logs/issue-form) or via email to the Faculty Senate Office (jmoody@odu.edu). *(= Senate constitution)*
3. All members of the Faculty Forum are eligible to serve in the Faculty Senate. *(= Senate constitution)*

The Faculty Forum *(= Senate constitution)*

1. All faculty under full-time teaching and research contracts and all professional librarians of Old Dominion University are members of the Faculty Forum.
   a. Included in the Faculty Forum are full-time lecturers of all ranks and full-time research faculty of all ranks, whether affiliated with an academic department or unaffiliated in University research centers.
   b. Excluded from the are those employees designated as teaching and research

administrators or professional faculty. This includes all who hold academic ranks in the offices of the President, Provost and Vice President for Academic Affairs, Executive Vice Presidents, and other Senior Vice Presidents. Academic Deans, Associate, Assistant, and Vice Deans (whether full or part-time) are also excluded.

c. Department Chairs or equivalent are members of the Faculty Forum.
d. Upon integration with ODU, all EVMS full-time faculty will become members of the Faculty Forum.

2. Convening of the Faculty Forum *(= Senate constitution)*
   a. All faculty senators shall attend meetings of the Faculty Forum as part of their duties. Meetings may be called by the chair of the Faculty Senate, a majority vote of the Faculty Senate, or by petition of at least 10 percent of the forum membership. The chair of the Faculty Senate shall preside at meetings of the forum.

University Governance

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   B. The Student Senate is a governance body representing the students of the university and is constituted as provided in the Student Senate's Constitution. As the representative body of the students, the Student Senate shall promote and advise the administration on the development of student-related programs and services and may make recommendations to the Board of Visitors, the president and other administrative officers on student-related matters.

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July 28, 1997

Consultative and Deliberative Bodies

In addition to the two major bodies, several other bodies function in an advisory manner to the president and other administrators, faculty and student leaders, and the major governance bodies themselves. The additional bodies include the following:

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- The Provost's Council is chaired by the Provost and Vice President for Academic Affairs and is comprised of the Deans, University Librarian, senior administrators in Academic Affairs, the Executive Director of International Programs, the Director of the Center for Faculty Development, the Director of Faculty Diversity and Retention, Provost’s Fellows, and the Chair of the Faculty Senate. Council members assist the Provost in the development and implementation of policies, procedures, and academic initiatives.
- The Faculty Forum, which includes all members of the faculty under full-time teaching and research contracts and all professional librarians at Old Dominion University.
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University Governance

NUMBER:	1301
TITLE:	University Governance
APPROVED:	August 9, 1979; Revised June 19, 1986; Revised June 17, 2021
SCHEDULED REVIEW DATE:	June 2026

Governance is *a process of consultation, communication and decision-making that produces institutional policies.* These policies are *the general guidelines that inform decision-making and the development of procedures throughout the University.*

Definitions

Administrative Liaison: an individual member of the President's Cabinet who serves as a conduit between and advocate for one or more representative governing bodies and the President's Cabinet for non-policy issues.

The **Dean's Council** advises the Provost and Vice President for Academic Affairs on strategic matters, reviews proposals for new degrees, and facilitates inter unit communication and collaboration. Membership of the Council is comprised of the Deans, Vice Provost for Academic Affairs, and Vice Provost for Faculty Affairs and Strategic Initiatives.

The **Faculy Senate:** a governance body representing the faculty of the University.

President's Cabinet: the chief policy and decision-making body of the University and includes all persons of the rank of Vice President, the Athletic Director and all other persons designated by the President.

The **Provost's Council:** chaired by the Provost and Vice President for Academic Affairs and is comprised of the Deans, senior administrators in Academic Affairs, the Executive Director of International Programs, the Director of the Center for Faculty Development, the Director of Faculty Diversity and Retention, Provost's Fellows, and the Chair of the Faculty Senate. Council members assist the Provost in the development and implementation of policies, procedures, and academic initiatives.

The **Student Government Association:** a governance body representing the students of the University

Governance Principles

The Governance Principles of Old Dominion University:

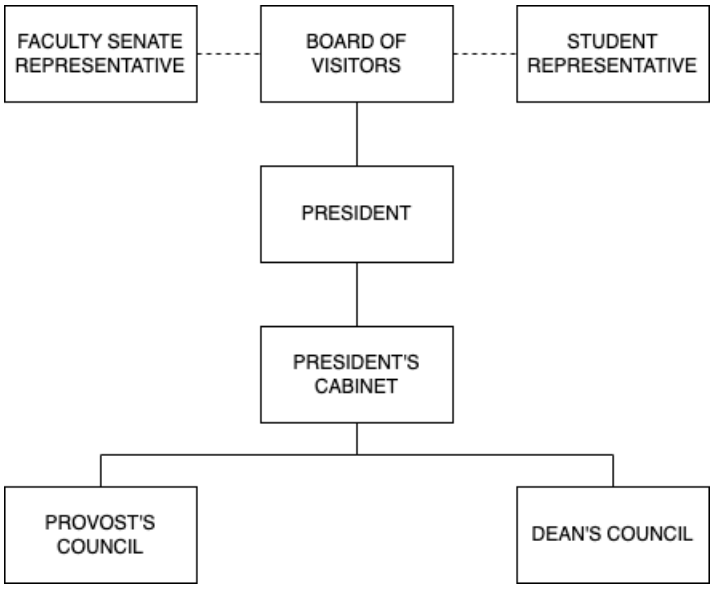
1. Seek to ensure widespread communication, understanding, participation and reasonable consensus.
2. Address pressing issues in a streamlined, adaptive, flexible way and encourages the appropriate use of sunset rules for committees and task forces.
3. Strive to generate widespread understanding throughout the University community of the differences among policy-making, implementation of defined policy, and consultation regarding policy.
4. Allow stakeholders in the policy-making process to express their views and suggestions when policies affecting them are being reviewed and when the best solutions are being considered.
5. Ensure regular, two-way communication between representatives of stakeholders participating in policy-making and those they represent.
6. Seek to guarantee that participants in the policy-making process are provided with the appropriate resources and information so that they may participate in a timely fashion.
7. Recognize that the primary responsibility for policy-making and decision-making in each area of University life must be clearly designated.

Each governance body of Old Dominion University is responsible for ensuring that these principles are reflected in their constitutions and bylaws and otherwise upheld by their operations.

Governance Structure

At Old Dominion University, governance is an internal process of policy development sanctioned by the University's Board of Visitors, which holds overall authority for the activities of the institution. The President is delegated the authority to be the chief decision making and policy making authority for the University. The President's Cabinet is the University's conduit for communication, consulting with the President on all issues related to governance and providing information to the President to assist in decision-making.

The Faculty Senate and the Student Government Association have direct access to the Board of Visitors through non-voting representatives selected annually by the Board of Visitors.

Committees and Other Affinity and Advisory Groups

At Old Dominion University, there are a number of committees, taskforces, and advisory groups that contribute to campus dialogue, deal with special issues, and support the day-to-day operations of the institution. These groups, though not an official part of the University's governance system, can at various times be called to take part in the development of policy. Within each administrative division of the University, there are a number of advisory groups and other staff positions that play an important role in the development and vetting of policy.