

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 23.1-2007](#), 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 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 members. As a measure of this need, the General Assembly provided that, should any member of the Board 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. As the body responsible for the University, the Board of Visitors' focus shall be on student success, academic freedom, serving the public purposes of higher education, and preserving and protecting institutional autonomy to the extent permissible under the Code of Virginia. The Board's trust includes the following responsibilities:

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (Article V of these Bylaws) and oversight (§7.01(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 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 work in conjunction with the President and his/her administration to receive budget related information in a meeting prior to approving the University's annual budget. The Board is responsible for oversight in submitting the annual financial statements to the Auditor of Public Accounts ([Va. Code §23.1-1303 B.11](#)), and reporting to the State Council of Higher Education for Virginia ("SCHEV") the required financial information contained in [Va. Code §23.1-1303 B.12](#) 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.10](#) 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 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.6](#)) 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 fundraising, 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 purposes. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual 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 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 University's 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.3](#)) 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 SCHEV in enforcing provisions related to eligibility for financial aid ([Va. Code §23.1-1303 B.4](#)).

(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.13](#)), provide to SCHEV 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.14](#)).

ARTICLE II

Members

§ 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, at least four shall be physicians or other medical or health professionals with administrative or clinical experience in an academic medical center, and at least three shall be alumni of the University. ([Va. Code §23.1-2001 A](#)). The members are appointed to a four-year term and are eligible for appointment to a

second four-year term.. 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.

§ 2.03. Removal. Pursuant to [Va. Code §23.1-1300.E](#), if any member of the Board of Visitors fails to attend (i) 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 SCHEV, 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. If such situation arises, the Rector shall notify the Board member no less than ten days in advance that the Board will be discussing the Board member's non-attendance at Board meetings for one year without sufficient cause and/or the Board member's failure to participate in educational programs sponsored by SCHEV in the first two years of membership at an upcoming meeting without sufficient cause. The date, time and location of the meeting will be included in the notice as well as the Board member's right to attend to explain why there is sufficient cause for failing to attend. 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.

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

§ 2.05. 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 may receive emeriti status.

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 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 D](#), 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 members 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 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. 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 and Conduct of Business. The order and conduct of business at meetings, including voting procedures and the taking of meeting minutes, is set forth in [Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures](#), unless modified at the discretion of the Rector.

§ 3.07. 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.

(a) **Composition.** The Executive Committee shall consist of the elected officers of the Board and 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.

(b) **Quorum.** A quorum of the Executive Committee shall consist of a majority of Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee for a specific meeting and count towards a quorum as directed by the Rector and confirmation by the Board.

(c) **Duties and Authority.** The Executive Committee shall meet upon the call of the Rector in consultation with 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. All members of the Board who are not members of the Executive Committee shall be invited to attend Executive Committee meetings in a non-voting capacity. Meeting notices shall be provided as set forth in §§ 3.01 and 3.04 of these Bylaws.

§ 4.02. Virginia Health Sciences Board of Directors.

(a) **Composition.** The composition of the Board of Directors shall be as set forth in Va. Code §23.1-2002 G.

(b) **Quorum.** A majority of voting members of the Board of Directors serving at any time shall constitute a quorum.

(c) **Duties and Authority.** In accordance with Virginia Code § 23.1-2002.G the Board of Directors shall oversee Virginia Health Sciences at the University and may exercise such decision-making authority over Virginia Health Sciences at the University as it deems necessary or appropriate under the authority of and in accordance with these Bylaws. The Board of Directors shall oversee financial management of Virginia Health Sciences and recommend the operating and capital budgets; strategic plan; and master facility plan regarding Virginia Health Sciences to the Board for final approval. The President shall consult with the Board of Directors on the hiring or termination of the Executive Vice President of Health Sciences, which requires the agreement of the Board of Directors. As part of its responsibilities, the following actions require the approval of two-thirds of the members of the both the Board of Directors and the Board: (i) changes to the process for hiring or firing the Executive Vice President of Health Sciences; (ii) changes to the process for hiring and firing the Dean of the School of Medicine; (iii) major changes in the scope of Virginia Health Sciences; (iv) any material health sciences affiliation or joint venture between the University and any hospital, health system, physician group, or medical school; (v) sale of all or substantially all assets, or divestiture of legacy assets of EVMS, Virginia Health Sciences, or the EVMS Medical Group; and (vi) any change to Virginia Health Sciences' name, as either the legal or trade name, or any material change in the public use of this name.

(d) Chair and Vice Chair. The Board of Directors shall elect from its membership a Chair and Vice Chair, who shall serve for a term of two years to be concurrent with the term of the Board Officers.

(e) Reports to Board. The agenda for each regular Board meeting shall include a report from the Board of Directors, including actions taken and recommendations made for approval by the Board.

(f) Charter. The Board of Directors shall develop and implement a Charter that details its roles and responsibilities and includes a requirement for self-evaluation, which shall be presented to and approved by the Board.

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

(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; and on faculty personnel appointments, policies, sanctions, and procedures. The Committee shall receive briefings on accreditation reports, as appropriate. 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 and appeals of severe sanctions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision in granting tenure or an appeal thereof 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, Compliance, Human Resources, and Governance Committee. The Audit, Compliance, Human Resources, and Governance 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; (4) reviewing matters of compliance related to the University's human capital infrastructure; and (5) oversight of University compliance functions. Members of the Audit, Compliance, Human Resources, and Governance Committee should have some basic knowledge of generally accepted accounting procedures and financial reporting and controls. Committee members should also have a basic knowledge of human resource management. The Committee may also receive reports from the Chief Audit Executive on matters of economy, efficiency, effectiveness of operations, internal controls, and matters of compliance. The Governance component of the Committee provides oversight of functions relating to board governance and conduct of business and is responsible for serving as the Board's nominating committee; recommends the process for Board elections for Board approval; develops and implements the Board's annual planning retreat, the Board self-assessment process, and the formal review of the Board's Bylaws and policies and procedures. Governance also develops a set of qualifications and competencies for members on the Board of Visitors ([Board Policy 1103](#)), as needed, and assists with recommended Board nominations to the Governor.

(e) Student Enhancement and Engagement and Digital Learning Committee. The Student Enhancement and Engagement and Digital Learning Committee supports the Board's responsibilities for ensuring student quality of life and fiscal affordability, online education experience, and enrollment. 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. 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.

(f) University Advancement and University Communications Committee. The University Advancement and University Communications Committee supports the Board's

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

(g) Additional Responsibilities. Each standing committee shall develop and implement a charter that details its roles and responsibilities and includes a requirement for self-evaluation. Committee charters should be reviewed and updated as 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.

§ 4.04. 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 § 3.01 of these

Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

ARTICLE V

Presidential Search

§ 5.01. 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 Audit, Compliance, Human Resources, and Governance Committee shall appoint a Presidential Search Committee and its chair. The Committee shall consist of five or more Board members, one of whom serves as chair, 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 non-member 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 Committee, as authorized by the Board when it is appointed, 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. If the committee member who resigns is a Board member, the Rector shall promptly appoint an alternate as a replacement. If the committee member who resigns is a non-Board member, the Rector may appoint a non-board member replacement at his/her discretion. Should circumstances require additional alternates, they shall be appointed by the Rector.

§ 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. At the annual meeting in June of even numbered years, or as soon as practical thereafter, 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. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered. Officers must be elected by an affirmative vote of at least nine voting members of the Board. In the nomination and election of the Vice Rector, the Board should integrate the principles associated with succession planning into the process. Additionally, the Rector will incorporate a development plan for the newly elected Vice Rector to prepare him or her for succession.

§ 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 authorizing the Audit, Compliance, Human Resources, and Governance Committee as outlined in §4.03 of these Bylaws to establish the process for 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 standing committees of the Board and appoint all standing and *ad hoc* 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 and shall perform the duties of the Rector in the Rector's absence and such other special duties as are assigned by the Rector.

§ 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 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 Rector 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.9](#)). 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 fundraising;
 - (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; presenting 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 any budget changes of \$250,000 or more to the Administration and Finance Committee.

(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). In accordance with [Va. Code §23.1-1303.B.9](#),

the Board shall meet with the President at least once annually in closed session pursuant to [§2.2-3711.A.1](#) 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. Objectives for each ensuing year shall also be presented annually to the Board for approval.

§ 7.02. Vice Presidents and Deans.

(a) Appointment. Vice presidents and deans of the University shall be appointed by the President and affirmed by the Board of Visitors.

(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. The Provost and Executive Vice President for Academic Affairs and the Executive Vice President for Health Sciences are responsible for maintaining and applying for academic accreditation and credentials on behalf of the institution. Deans, as chief administrative officers of their respective colleges/schools, are responsible to appropriate executive vice president for the operation and development of their respective colleges/schools.

§ 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, in the formal role of Vice President for Audit, Compliance, and Risk Management. 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, Compliance, Human Resources, and Governance 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, Compliance, Human Resources, and Governance Committee. The authorization of positions in the University Audit Department shall be reviewed and recommended to the Board for approval via the Audit, Compliance, Human Resources, and Governance 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, Compliance, Human Resources, and Governance 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 authorize the Audit, Compliance, Human Resources, and Governance Committee to recommend a process to conduct an executive search to fill the vacancy. The search committee shall include two members of the Board, with at least one member from the Board's Audit, Compliance, Human Resources, and Governance Committee. The President may be involved in the process and an external audit of the University Audit Department may be deemed necessary. Final approval of the position remains with the Board and 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, in the formal role of Director of Board Relations and Executive Operations. The Executive Secretary to the Board provides staff support to the Board and its Secretary; maintains 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 established Board policies and procedures are published on the Board's website; manages funds allocated to the Board of Visitors and submits the Board's budgetary needs as part of the University's annual budgeting process; 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 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, pursuant to subsection (a) below.

(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 in the selection process.

ARTICLE IX

Board Policies and Procedures

§ 9.01. Governance. Actions by the Board of Visitors are governed by Board policies and procedures, the Board's Bylaws, and statutory obligations of the Code of Virginia, which shall be posted to the Board of Visitors website and indexed.

§ 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 a majority of voting members present provided that notice of the proposed change has been given at least 15 calendar days prior to the meeting. .

§ 9.03. Effective Date. Board policies and procedures shall be effective on adoption by the Board unless a different date is established by the Board.

§ 9.04. Regular Review. Board policies and procedures shall be reviewed on at least a five-year cycle, as established by the Board's Audit, Compliance, Human Resources, and Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Audit, Compliance, Human Resources, and 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 Audit, Compliance, Human Resources, and Governance Committee prior to Board approval.

§ 9.05. Maintenance of Policies and Procedures. The Executive Secretary to the Board shall maintain all policies and procedures and ensure that all current policies and procedures are posted on the Board of Visitors' website.

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 two-thirds 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 §7.01(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 may elect to conduct a formal evaluation of its processes and procedures, which

could be conducted by an external evaluator at the discretion of the Audit, Compliance, Human Resources, and 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.

ARTICLE XI

Amendments and Procedural Irregularities

§ 11.01. Procedure. The Bylaws may be amended at any regular or special meeting of the Board by a vote of at least two-thirds of the voting members provided that notice of the proposed amendment has been given at least 30 calendar days prior to the meeting.

§ 11.02. 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.

§ 11.03. 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 the Board or the Executive Committee prior to submission to appropriate state agencies.

§ 11.04. 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.

§ 11.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 27th day of July 2026. All former Bylaws of the Board of Visitors are hereby repealed.