

**APPROVED BY BOARD 12/3/15**

**OLD DOMINION UNIVERSITY**

**BOARD OF VISITORS  
Thursday, September 24, 2015**

**MINUTES**

Theberge and seconded by Mr. Sessoms, the minutes were approved by all members present and voting.

lack of resources, as much as possible it put towards academic support. The University's budget initiatives include an investment in support staff as well as faculty. Administrators and mid-level staff at ODU are not paid as well as our peer institutions, and that emphasizes the importance of the Board's actions to provide supplemental salary increases and bonuses. In addition, Old Dominion University has outsourced many of its functions and services for several years and other opportunities are often considered. Resources are also strategically reallocated to support





2. Ascertaining the extent of adherence, by the University and its employees, to established policies, plans, and procedures, and compliance with state and federal laws and regulations;
3. Ensuring that proper safeguards are maintained to protect University assets from loss, and if necessary, verify their existence;
4. Determining the propriety and accuracy of financial transactions and data;
5. Working with management to identify opportunities for process improvements, cost savings and revenue enhancements;
6. Evaluating the accuracy, security, effectiveness and efficiency of the University's information technology and processing systems;
7. Appraising the results of operations to ascertain the effectiveness and efficiency of







4. The intended purpose and objective of the system implementation or modification has been met.

The internal auditor participating in such a review should ensure that the extent of participation does not affect independence, thus suggested audit trails or other controls will be transmitted through formal correspondence.

#### Responsibility for the Detection of Errors or Irregularities

The staff of the Internal Audit Department have a professional responsibility to conduct reviews with an attitude of professional skepticism, recognizing that the application of internal auditing procedures may produce evidential matter indicating the possibility of errors or irregularities.

If the internal audit staff believe that an error or irregularity may exist in an area under review or in any other area of the university, the Internal Audit Director shall be notified at once. The Internal Audit Director should consider the implications of such an error or irregularity and its disposition with the President and/or the President's designated representative. If the Internal Audit Director believes that both of the individuals are directly involved, then the disclosure of potential errors or irregularities should be made directly to the chairman of the Audit Committee of the Board of Visitors.

The Internal Audit Department cannot be solely responsible for the detection and prevention of all errors and irregularities which may occur within the university. This is a responsibility shared by all members of the university management team.

#### Cooperation With External Auditors

The Internal Audit Director is responsible for coordinating the audit efforts of the Internal Audit Department with those of the Auditor of Public Accounts for the Commonwealth of Virginia and other external auditors that have business with the university. This coordination of audit efforts should be in the planning and definition of the scope of proposed audits so the work of auditing groups is complementary and will provide a comprehensive, cost-

## Audit Reports

Internal Audit Director where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.

Decisions to adapt or implement recommendations as a result of consulting activities should be made by management. It must be understood that consulting services cannot be rendered in a manner that masks information that, in the judgment of the Internal Audit Director, should be provided to the Board of Visitors and senior management. In the conduct of consulting activities, the Department will be guided by the IIA Code of Ethics and the Standards for the Professional Practice of Internal Auditing.

### Personnel

The ultimate quality of the Internal Audit Department's performance is directly related to the quality of the people employed. The internal audit function should be directed by and staffed with qualified and competent individuals.

Minimum qualifications for each position within the audit function have been established; however, additional experience, training, specialized skills, as well as intelligence, adaptability, promotability, an inquiring mind, analytical ability, good business judgment, and an ability to communicate with individuals should be considered in the employment process.

The Internal Audit Director should report annually to the ~~Audit Administration and Finance Committee~~ and the President and/or a designated representative as to the effectiveness of the present staff in fulfilling the stated objective of the Internal Audit Department.

### Training

The university recognizes the need for members of the Internal Audit Department to "stay current" on accounting issues and auditing techniques in the university.

To fulfill this need, the Internal Audit Department will require each representative of the

## **ACADEMIC & RESEARCH ADVANCEMENT COMMITTEE**

The Rector called on Mr. Bennett for the report of the Academic & Research Advancement Committee. Mr. Bennett reported that the Committee met in closed session to discuss recommendations for three honorary degrees, the appointment of two faculty members with tenure, and the appointment of faculty representatives to the Board of Visitors; committees.

Following closed session, committee members approved by unanimous vote the recommendations for honorary degrees for Wilbert W. James, Guy Kawasaki, and Joyce Roche. The following resolution was brought forth as a recommendation of the Academic and Research Advancement Committee and was unanimously approved by all members present and voting. (*Allmond, Bennett, Bernd, Cheng, Harris, Henry, Maniscalco-Theberge, Mugler, Reidy, Scassera, Sessoms, Smith, Swystun, Tata, Whyte*)

### **HONORARY DEGREES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the awarding of an honorary degree to the individuals noted below. A summary of each nominee's career is included for information purposes.

1. Wilbert W. James, President of Toyota Motor Manufacturing, Kentucky, Inc.  
Doctor of Humane Letters (*honoris causa*)
2. Guy Kawasaki, author, entrepreneur and Internet evangelist and executive fellow of Haas Business School at the University of California, Berkeley  
Doctor of Humane Letters (*honoris causa*)
3. Joyce Roche, retired president and CEO of Girls Incorporated  
Doctor of Humane Letters (*honoris causa*)

Wilbert W. (Wil) James '78 President, Toyota Motor Manufacturing, Kentucky, Inc.

In July 2010, Wil James became the seventh president of Toyota Motor Manufacturing, Kentucky Inc. As such, he leads Toyota's largest automotive manufacturing plant in North America

California subsidiary plant, which produces vehicle parts. From 2003 to 2006, Mr. James served as vice president of manufacturing at Toyota Kentucky, after having been





Dr. Riethman holds a Ph.D. in Biological Sciences from the University of Missouri (1987). He is a very productive researcher with 69 research papers in peer-reviewed journals such as *Nature*, *Genome Research* and the *American Journal of Medical Genetics*. Dr. Riethman's publication record is excellent for a tenured faculty member. He received many prestigious research grants totaling over \$20 million. He has held an NIH Postdoctoral Fellowship at Washington University. Dr. Riethman serves as referee for several journals including *Human Molecular Genetics*, *Nucleic Acids Research*, and *Genome Research*.

Dr. Riethman has taught several different graduate courses at the University of Pennsylvania. He has mentored



The following contains my recommendation for the initial appointment with tenure



Research Advancement Committee and were unanimously approved by all members present and voting. (*Allmond, Bennett, Bernd, Cheng, Harris, Henry, Maniscalco-Theberge, Mugler, Reidy, Scassera, Sessoms, Smith, Swystun, Tata, Whyte*)

### FACULTY APPOINTMENTS

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

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Dorolyn Alper Lecturer of Nursing	\$50,000	7/25/15	10 mos

Ms. Alper received an M.S.N. in Nursing Administration in 2013 from Old Dominion University, an M.S. in Art Therapy and Counseling in 2002 from Eastern Virginia Medical School and a B.A. in Economics in 1995 from Randolph Macon Women’s College. Since 2009, she has been an Associate Professor in the Graduate Art Therapy Program at Eastern Virginia Medical School, and she is also a Nursing Supervisor at Virginia Beach Psychiatric Center.

Dr. Nicole V. Austin Instructor, Children’s Learning and Resource Center	\$40,000	8/10/15	12 mos
---	----------	---------	--------

Dr. Austin received a Ph.D. in Education in 2014 from Old Dominion University, an M.A. in Counseling in 2006 from Liberty University and a B.S. in Biology in 2003 from Lincoln University. Since 2014, she has been a Mentor for the Virginia Star Quality Initiative, Virginia Early Childhood Foundation/Children’s Harbor at Tidewater Community College.

Dr. John Baaki Assistant Professor of STEM Education and Professional Studies (Tenure Track)	\$61,000	7/25/15	10 mos
---	----------	---------	--------

Dr. Baaki received a Ph.D. in Instructional Technology in 2014 from Wayne State University, an M.A. in Training and Development in 2003 from Oakland University and a B.A. in Economics and Communication in 1990 from the University of Michigan. Since 2013, he has been a Lecturer in the Department of Instructional Technology at Wayne State University.

Dr. Galen Barry Visiting Assistant Professor of Philosophy and Religious Studies	\$50,000	7/25/15	10 mos
---	----------	---------	--------

Dr. Barry received a Ph.D. and an M.A. in Philosophy, in 2015 and 2011 respectively, from the University of Virginia and a B.A. in Philosophy in 2008 from Oregon State University. He has been an Instructor and a Teaching Assistant at the University of Virginia since 2009.



<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Michelle R. Danaher Lecturer of Mathematics and Statistics	\$44,990	7/25/15	10 mos

Dr. Danaher received a Ph.D., an M.S. and a B.S. in Statistics, in 2012, 2011 and 2009 respectively, from the University of Maryland. Since 2014, she has been an Adjunct Professor in the Department of Mathematics and Statistics at the University of Maryland and an Adjunct Professor at Montgomery College.

Dr. Jennifer J. Del Corso Lecturer of Counseling and Human Services	\$47,000	7/25/15	10 mos
--	----------	---------	--------

Dr. Del Corso received a Ph.D. in Counseling Education and Supervision in 2010 from Regent University, an M.P.S. in Pastoral Studies in 2006 from Loyola University New Orleans, an M.Ed. in Community Counseling in

Name and Rank

Salary

Effective  
Date

Term



Name and Rank

Salary

Effective  
Date

Term



<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Gregory Raver-Lampman Lecturer, English Language Center	\$48,000	8/10/15	12 mos

Mr. Raver-Lampman received an M.A. in Applied Linguistics (TESOL) in 2012 from Old Dominion University and a B.A. in Comparative Literature in 1979 from the University of California, Berkeley. Since 2011, he has been an Instructor in the English Language Center at Old Dominion University.

Ms. Jane M. Ritchie Lecturer of Art	\$42,000	7/25/15	10 mos
--	----------	---------	--------

Ms. Ritchie received an M.F.A. in Metalsmithing in 2012 from Cranbrook Academy of Art and a B.F.A. in Sculpture and Metalsmithing in 2009 from Old Dominion University. Since 2012, she has been an Adjunct Professor in the Department of Art at Old Dominion University.

Mr. Frank A. Scaringello Lecturer of Counseling and Human Services	\$47,000	7/25/15	10 mos
---	----------	---------	--------

Mr. Scaringello received an M.S.Ed. in Counseling in 2000 from Old Dominion University and a B.A. in History in 1977 from Montclair State College. Since 2001, he has been an Instructor and Lecturer in the Department of Counseling and Human Services at Old Dominion University. (new position)

Dr. Jeremiah D. Still Assistant Professor of Psychology (Tenure Track)	\$78,000	7/25/15	10 mos
---	----------	---------	--------

Dr. Still received a Ph.D. in Human Computer Interaction and an M.S. in Psychology, in 2009 and 2006 respectively, from Iowa State University and a B.S. in Psychology in 2004 from Missouri Southern State University. Since 2013, he has been an Assistant Professor in the

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Corliss Tacosa	\$43,260	7/25/15	10 mos

**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.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Sabrina Abney Psychologist and Assistant Professor	\$60,000	8/10/15	12 mos

Dr. Abney received a Ph.D. in Clinical Psychology from Fuller Theological Seminary. Prior to joining Old Dominion University, she served as a therapist for Riverside Behavioral Health in Hampton, Virginia.

Mr. Arthur Anthony Noel Beltran	\$55,000	7/10/15	12 mos
---------------------------------	----------	---------	--------

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Robert Doherty Prior Learning Assessment and Communications Manager and Assistant Instructor	\$48,000	8/10/15	11 mos

Mr. Doherty received a Bachelor of Science in Business Administration from Old Dominion University. He was previously employed as the Communications Manager in the College of Continuing Education & Professional Development at Old Dominion University.

Dr. Alex Dryden Psychologist and Assistant Professor	\$60,000	8/10/15	12 mos
---	----------	---------	--------





<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Michael Marron Assistant Baseball Coach and Instructor	\$63,000	7/25/15	12 mos

Mr. Marron received a B.A. in English from the College of Holy Cross and an M.A. in Liberal Studies from Stony Brook University. Since 2009, he has been an Assistant Baseball Coach at Stony Brook University.

Ms. Corrie V. Marsh Scholarly Communication and Collection Development Librarian, and Librarian III	\$65,000	8/10/15	12 mos
--	----------	---------	--------

Ms. Marsh received an M.S. in Information Sciences and Library Sciences in 1981 from Louisiana State University and a B.S. in Literatures and Social Sciences in 1975 from North Texas State University. Since 2013, she has been Associate Director for Information Services at Stephen F. Austin State University.

Ms. Natalie McGaughey Program Manager and Instructor, Center for Real Estate and Economic Development	\$40,000	7/1/2015	12 mos
--	----------	----------	--------

Ms. McGaughey received a B.A. in Political Science from Roanoke College in 2010 and an M.P.A. in 2014 from Old Dominion University. Previously she was the Development Coordinator for The Curtis Group, Inc., a local consulting firm that assists nonprofits with strategic planning and fundraising.

Ms. Shantya Plater Institutional Effectiveness and Accreditation Analyst, and Instructor	\$60,600	8/25/15	12 mos
---	----------	---------	--------

Ms. Plater received a Master of Arts in Urban Affairs from Norfolk State University. She previously was employed at Elizabeth State University as an Assessment Coordinator.

Delegate Kenneth R. Plum Contributing Author for the Old Dominion University State of the Region Report, Strome College of Business	\$8,000	9/1/15	2 mos
--	---------	--------	-------

Delegate Plum received a B.A. from Old Dominion University and an M.Ed. from the University of Virginia. He is a retired teacher and school administrator with Fairfax County Public Schools, where he served as Director of Adult and Community Education. Delegate Plum is a member of the Virginia House of Delegates, representing the 36<sup>th</sup> District. He has served in the House of Delegates from 1978-80 and 1982-present. He was a contributing author of the report from 2004-2013.

Name and Rank

Salary

Effective  
Date

Term



<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Stephen Villanueva Director of Football Operations and Instructor	\$35,000	7/25/15	12 mos

Mr. Villanueva received an M.S.Ed. in Physical Education, Sport Management from Old Dominion University. Previously he was the Interim Director of Football Operations in Athletics and a Graduate Assistant for football at Old Dominion University.

Ms. Sarah Widenhofer Instructor of Early Care & Education, Children's Learning & Research Center	\$38,760	8/10/15	12 mos
---	----------	---------	--------

Ms. Widenhofer received a Bachelor of Arts in Art Education from Old Dominion University. She previously served as a Substitute Lead Teacher for the ODU Children's Learning and Research Center.

Mr. Roberto Westbrook Assistant Director, Tri-Cities Higher Education Center, and Instructor	\$50,000	8/25/15	12 mos
---	----------	---------	--------

Mr. Westbrook received a B.S. in Commence from the University of Virginia and an M.A. in Mass Communications from the University of Florida. He was previously the owner of Roberto Westbrook Photography (Buenos Aires & Norfolk, Virginia) and a photo editor at The Legal Times (Washington, DC). (two-year appointment)

Mr. Jermaine Woods Assistant Women's Basketball Coach and Instructor	\$75,000	6/10/15	12 mos
---	----------	---------	--------

Mr. Woods received a Bachelor of Science in Business Management from Norfolk State University. Since 2013, he has been an Assistant Women's Basketball Coach at Virginia Tech. Prior to that, Mr. Woods was the Head Coach for Girls Varsity Basketball at Maury High School in Norfolk.

Ms. Ariana Wright Equal Opportunity Officer and Assistant Professor	\$70,000	6/25/15	12 mos
--	----------	---------	--------

Ms. Wright received a J.D. from William & Mary Law School in 2014. Previously she was an Extern and Postgraduate Fellow in the Office of Institutional Equity and Diversity at Old Dominion University.

Ms. Bo Ram Yi

## EMERITUS/EMERITA APPOINTMENTS

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

<u>Name and Rank</u>	<u>Effective Date</u>
A. James English Associate Professor Emeritus of Community and Environmental Health	August 1, 2015
John R. Hackworth University Professor Emeritus and Associate Professor Emeritus of Engineering Technology	January 1, 2016
Louis H. Janda Associate Professor Emeritus of Psychology	January 1, 2016

### A. JAMES ENGLISH

A. James English received a B.Sc. in Biological Sciences from Lebanon Valley College in 1969 and an M.Sc. in Community Health Education with emphasis in Environmental Health from Old Dominion University in 1982. Prior to joining Old Dominion, English served with the Norfolk Department of Public Health for 14 years, most notably as the Deputy Director in 1982-1988 and Director of the Bureau of Environmental Health Service. He served in the U.S. Navy from 1969-1973.

English joined Old Dominion as an Assistant Professor in Environmental Health in 1988 and achieved the rank of Associate Professor in 2000. He served as the Director of the B.S. in Environmental Health Program from 2006-2015 and this year celebrated the 41<sup>st</sup> year of the program at Old Dominion. English was Co-Director of the EVMS ODU Joint Graduate Program in Public Health from 2010-2012. Additionally, he holds an Adjunct Assistant Professor appointment at Eastern Virginia Medical School. English was the Interim Chair of the School of Community and Environmental Health from 2008- 2011. He has mentored many students to successful careers in the environmental health profession.

Throughout his career, English has been actively engaged in community and professional service. He served as a board member of the Virginia Public Health Association and was appointed by the Norfolk City Council as a member of the Norfolk Health Services Advisory Board from 2004 to present. In recognition of his accomplishments, the National Environmental Health Association conferred on him the inaugural award of the Joe E. Beck Education Award in 2015.



Committee members approved by unanimous vote the

Interim Provost Chandra de Silva introduced Nancy Grden, Executive Director of the Strome Entrepreneurial Center, who presented information about the entrepreneurship program, the Center for Enterprise Innovation, and activities of the Entrepreneurial Center.

In the report from the Vice President for Research, Morris Foster announced that searches are underway for faculty positions in climate and health as part of the sea level rise initiative and in cybersecurity.

Following the report, Ms. Swystun congratulated the administration for bringing the new Master's program in Maritime Trade and Supply Chain Management, noting the only one of its kind in the country, to the University.

### **ADMINISTRATION & FINANCE COMMITTEE**

The Rector call on Mr. Tata for the report of the Administration & Finance Committee. Mr. Tata reported that Deb Swiecinski, Associate Vice President for Financial Services, reviewed the annual Debt Management Report and noted that Old Dominion's FY 2015 projected annual debt will total approximately \$24.2 million. The debt burden ratio (annual debt service costs to total operating expenditures) is projected to be 6.24%. The Board policy's guideline allows this ratio to exceed 7% in instances involving debt from revenue producing projects such as student residence halls, parking or dining facilities, when the debt is secured by income from the project.

Martin Kaszubowski, Director of the Center for Enterprise Innovation (CEI), briefed the Committee on the current business and entrepreneurial programs housed under the Business Gateway, and discussed the CEI's efforts to establish and operate a network of Innovation Centers and to execute a range of initiatives to help local government contractors refocus their businesses on new, non-government market opportunities.

Associate Vice President Swiecinski reviewed the bond rating renewal process and the rationale for Old Dominion University's long term credit rating.

Todd Johnson, Assistant Vice President for Auxiliary Services, briefed the Committee on the Spectra (formerly Global Spectrum) contract renewal. The contract includes five additional years, with a five-year option, and includes a maintenance fund of \$400,000, fan experience fund of \$65,000, and capital fund of \$400,000. He also presented on fall semester opening operations in Auxiliary Services.

Rusty Waterfield, Associate Vice President for Business Services, provided information on the fall opening and the use of IT solutions aligned with University goals for student success.

September Sanderlin, Vice President for Human Resources, briefed the Committee on the University's campus-

Responsive and Collaborative) were adopted in 2011. She reported that an assessment of the effectiveness of the Standards is underway.

The Committee received the Capital Outlay Projects Status Report from Dale Feltes and the Educational Foundation's Investment Report from Rick Massey, Associate Vice President for Foundations.

**APPROVAL TO RENAME THE ALBERT BROOKS GORNTA JR.  
TELETECHNET CENTER**

RESOLVED, that upon the recommendation of the University Academic Advancement Committee, the Board of Visitors approves renaming the Albert Brooks Gornto Jr.

## **PROPOSED AMENDMENTS TO THE BOARD OF VISITORS' BYLAWS**

RESOLVED, that the Board of Visitors approves the following amendments to the Board of Visitors' Bylaws.

### **BY-LAWS OF THE OLD DOMINION UNIVERSITY BOARD OF VISITORS**

#### **PREFACE**

The Board of Visitors adopts the by-laws 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-



**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

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. 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 University.

(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 institution'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.

## **ARTICLE II**

### **Members**

' 2.01. 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. (Reserved)

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.

' 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 is 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 (' 23-49.17(b), *Code of Virginia*).

' 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



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, University Advancement Committee, Administration and Finance Committee, Student Enhancement and Engagement Committee, and Audit Committee. The chairs and members of the five standing committees shall be appointed by the Rector, after consultation with the parties involved, for terms of two years, and shall serve until their successors have been duly appointed. All members subsequently 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 Audit Committee 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 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 miCch 4 refBbma266(mi)-89(A0 0 1(2669(Adv)-7(ap.5 Tm[ ]) T,dv)-7(a5 2(R)-]

University's government relations, fund raising, community (including military) and public relations, and alumni activities.

(c) 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.

(d) 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. 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, 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. The Committee shall review athletic policy and programs,



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.



' 4.08. 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





- (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 Presiden

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, 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.

' 6.02. 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

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 Office of the University Auditor shall replace the institutional review if deemed necessary. Approval of a candidate requires the vote of at least nine voting members of the Board.

' 7.02. Legal Representation. The University's legal counsel is appointed by the Attorney General and provides all legal services as set forth in ' 2.2-507., *Code of Virginia*.

' 7.03. 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

the adoption of these Bylaws shall be considered as part of the Board Policies and Procedures and shall be referred to as such.

' 8.02. 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



**ARTICLE X**  
**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.

## **RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION**

At the conclusion of the closed session, the meeting was reconvened in open session, at which time the Rector called for the Freedom of Information Act certification of compliance that (1) only