

AGENDA



Old Dominion University
Board of Visitors
September 17, 2020

4. Student Enhancement and Engagement Committee
Robert Corn, Chair
 - a. Appointment of Student Representative to the Board of Visitors (p. 67)
 5. University Advancement Committee
Unwanna Dabney, Chair
- F. Report from the Presidential Search Committee

**BYLAWS
OF THE OLD DOMINION UNIVERSITY
BOARD OF VISITORS**

PREFACE

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

The Virginia statutes specific, or organic to the University, Va. Code §§ 23.1-2000 through 23.1-2004, might be thought of as the University’s charter. These statutes constitute the Board of Visitors as a public corporation named “Old Dominion University,” and set the corporation’s basic purpose and authority. Other statutes apply to all of the Commonwealth’s institutions of higher
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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 w

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

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. Removal. Pursuant to Va. Code § 23.1-1300, if any member of the Board of Visitors

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,

breach of his/her contract; or (2) the Board is seeking legal advice about the amounts and methods of compensating the President or other officers involved.

§ 3.08. Voting Procedures. Except when a roll-call vote is specifically requested by any member of the Board, motions shall be carried or defeated by voice vote, with the Secretary noting members supporting, opposing or abstaining fbe.bstainining fbe.bstaining bm(f)5(be.)6 im(f).bsta as2

Advancement Committee. The chairs and members of the ~~sevensix~~ standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. All members may be reappointed from year to year. Board members shall typically serve on two standing committees, except that those who are appointed to serve on the Athletics and Audit and Compliance Committees may serve on three standing committees. The chairs of standing committees shall serve until their successors have been duly appointed. Officer vacancies shall be filled in accordance with § 5.04 of these Bylaws and Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector and confirmation by the Board. A quorum of each of the standing committees shall consist of three voting Visitors who are committee members. The Rector and Vice Rector are deemed committee members for all purposes, including a quorum. The agenda for each regular Board meeting shall include reports by committees to the Board. Unless otherwise specifically provided by the Board, decisions/recommendations of standing committees (except decisions by the Academic and Research Advancement Committee on review of negative tenure decisions and the approval of the annual internal compliance and operations audit plan by the Audit and Compliance Committee) are advisory and must be ratified and approved by the Board of Visitors.

(a) Academic and Research Advancement Committee. The Academic and Research Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education and research offered by the University. The Committee shall make recomm

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

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

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

(d) Officer Vacancies. The Nominating Committee may be elected by Board members at a regular or special meeting to fill vacant officer positions that may be created. The Nominating Committee shall then meet as required by § 5.04, Vacancies, of these Bylaws.

§ 4.04. 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 Board shall elect a Presidential Search Committee of five or more Board members, along with two alternates, and may include no more than four 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 Board member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity

chair. The search committee shall consider external and internal candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

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

(d) 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 (the University Succession Policy) shall determine who shall exercise executive authority for the University.

§ 4.05. 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.

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.

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

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

ARTICLE V

Board Officers

§ 5.01. 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. Officers must have at least one year remaining in their terms. At the annual meeting in June of even numbered years, the Board shall elect its officers from its own body (' 23.1-2002(C), *Code of Virginia*). Newly elected officers shall take office on July 1 and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

§ 5.02. 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.

§ 5.03. 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.

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

§ 5.05. 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*

ARTICLE VI
University Administrative Officers

§ 6.01. 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 President shall submit to the Board, in writing, an annual report on the condition of the University.

- (a) Responsibilities of the President include, but are not limited to:
- (1) Providing leadership in the development of the University's mission and programs;
 - (2) Providing leadership for the governance of the University's faculty, all other University employees, and students;
 - (3) Balancing the University's revenues and expenditures, managing the University's funds and other resources, assuring the financial integrity of the University, and reporting the financial condition of the University to the Board, on a regular basis.
 - (4) Managing and personally participating in public and private fund-raising;
 - (5) Managing the University's facilities;
 - (6) Implementing the Policies and Procedures of the Board relating to University operations.
 - (7) Making recommendations to the Board concerning the initial appointment of faculty, the award of tenure to faculty, and the granting of emeritus status;
 - (8) Making recommendations to the Board concerning the comprehensive fee to be charged to students and setting other fees including, but not limited to, fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction;
 - (9) Recommending to the Board a management structure for the University and the organization of the University's academic programs into colleges, schools, departments, divisions, and centers of instruction;
 - (10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;

- (11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;

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school, or division, and the authority to confer such degrees and certificates.

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- (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.

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(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§ 1.01(a) of these Bylaw

Provost and Vice President for Academic Affairs for Deans and shall serve at the pleasure of the President.

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

§ 6.03. 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 VII

Staff Personnel Supporting the Board

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

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

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

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

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

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

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

ARTICLE VIII

Board Policies and Procedures

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

§ 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 can find and use them expeditiously.

§ 8.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the

Board, or the Executive Committee when the Board is not in session, unless a different date is fixed by the Board.

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

ARTICLE IX Miscellaneous Provisions

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

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

§ 9.03. Board Evaluation. The Board should conduct a self evaluation annually at a Board retreat. The Board should occasionally have a formal evaluation of its processes and procedures which could be conducted by an external evaluator at the discretion of the Executive Committee. In these endeavors, the candid opinions regarding the Board should be sought in an appropriate fashion from the University President, University Staff, Faculty, and Students along with the public at large.

§ 9.04. Board of Visitors Budget. The Office of the Board of Visitors shall be allocated funds in the annual University budget adopted by the Board. The Vice Rector, in conjunction with the

by a majority vote on all amendments, including annual budget amendments, to be submitted to the

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>
Dr. Waleed Khairallah Al-Assadi Senior Lecturer of Electrical and Computer Engineering	\$90,000	7/10/20	12 mos

Dr. Al-Assadi received a Ph.D. in Electrical Engineering from Colorado State University and an M.Sc. and B.Sc. in Electrical Engineering from the University of Baghdad, Iraq. Previously he was a private Consultant Engineer and an Assistant Professor in the Department of Electrical and Computer Engineering at the University of South Alabama. (new position)

Dr. Victoria M. Goode Visiting Associate Professor of Nursing	\$80,242	7/25/20	10 mos
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Dr. Goode received a Ph.D. from the University of Virginia and an M 24.4 0

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Yan Lu Research Assistant Professor, Coastal Virginia Center for Cyber Innovation	\$80,000	7/25/20	10 mos

Dr. Lu received a Ph.D. from the Department of Computational Modeling and Simulation Engineering at Old Dominion University, a Master of computer Science from Virginia Commonwealth University, a Master of Circuit and System from Chinese Academy of Sciences and a Bachelor of Computer Science from Beijing Jiao Tong University. Previously she was an IT Specialist in the School of Graduate Studies at Norfolk State University. (new position)

Ms. Emily Anne Ludwig Assistant Professor of Dental Hygiene (Tenure Track)	\$68,000	7/25/20	10 mos
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Ms. Ludwig received an M.S. and a B.S. in Dental Hygiene from Old Dominion University. Previously she was a Lecturer and Clinical Session Supervisor in the School of Dental Hygiene at Old Dominion University.

Dr. Rui Ning Research Assistant Professor, Coastal Virginia Center for Cyber Innovation	\$80,000	7/25/20	10 mos
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Dr. Ning received a Ph.D. from the Department of Electrical and Computer Engineering at Old Dominion University, an M.S. in Computer Science from the University of Louisiana at Lafayette and a B.S. in Computer Science and Engineering from Lanzhou University. Previously he was a Graduate Assistant at Old Dominion University. (new position)

Dr. MyNgoc Nguyen Lecturer of Community and Environmental Health	\$57,000	8/25/20	10 mos
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Dr. Nguyen received a Ph.D. in Health Services Research, an M.S. in Community Health, a Graduate Certificate in Global Health and a B.S. in Environmental Health and Chemistry from Old Dominion University. Previously she was Program Manager for the Center for Global Health and an Adjunct Assistant Professor in the School of Community and Environmental Health at Old Dominion University.

Dr. Mahboubeh Hosseinalizadeh Nobarinezhad Post-Doctoral Research Associate in Biological Sciences	\$40,000	9/1/20	12 mos
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Dr. Nobarinezhad received a Ph.D. in Biology from Mississippi State University, an M.S. in Plant Biology and Ecology from Alzahra University, Iran and a B.S. in Animal Sciences from Kharazmi University, Iran. Previously he was a Research Scholar in the Department of Biological Sciences at Old Dominion University. (new position)

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Faryaneh Poursardar Lecturer of Computer Science	\$55,000	7/25/20	10 mos

Dr. Poursardar received a Ph.D. in Computer Science and Engineering from Texas A&M University, an M.S. in Computer Engineering from Isfahan University, Iran and a B.S. in Computer Engineering-Software from Azad University, Iran. Previously she was an Instructor in the Department of Physics, Computer Science and Engineering at Christopher Newport University. (new position)

Dr. Ashish Tamhane Lecturer of Mechanical and Aerospace Engineering	\$48,500	8/25/20	12 mos
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Dr. Tamhane received a Ph.D. in Mechanical Engineering and an M.S. in Aerospace Engineering from Old Dominion University and a Bachelor of Engineering, Mechanical Engineering from the University of Mumbai, India. Previously he was an Adjunct Faculty member and a Research Associate at Old Dominion University. (new position)

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>
Ms. Bonita Anthony Academic Advisor and Program Manager, Computational Modeling and Simulation Engineering, and Instructor	\$63,422	8/10/20	12 mos

Ms. Anthony received a B.S. in Electrical Engineering and an M.E. in Modeling and Simulation both from Old Dominion University. Previously, she worked as an Academic Advisor for the Batten College of Engineering and Technology.

Mr. John Costanzo Coastal Virginia Center for Cyber Innovation, Administrative Officer and Instructor	\$80,000	6/10/20	12 mos
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Mr. Costanzo received a B.A. in History from Old Dominion University and an M.B.A. from Averett University. Previously, he was Project Manager for the University's Coastal Virginia Center for Cyber Innovation. (new position)

Mr. Joseph Diasanta CRM Manager for Enrollment Management and Assistant Instructor	\$54,000	6/10/20	12 mos
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Mr. Diasanta received a B.S.B.A. from Old Dominion University. Previously, he worked as a CRM Analyst for the University's Department of Enrollment Management.

Ms. Lexi George Assistant Athletic Trainer and Instructor	\$38,000	8/25/20	12 mos
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Ms. George received a B.S. in Applied Science and an M.S. in Athletic Training both from Youngstown State University. Previously, she worked as an Athletic Trainer for Appalachian State University.

Mr. James Haeseker Director of Athletic Development and Instructor	\$77,000	8/25/20	12 mos
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Mr. Haeseker received a B.A. in Exercise and Sports Science from the University of North Carolina at Chapel Hill and an M.S. in Sports and Entertainment Management from the University of South Carolina. Prior to accepting this role, he worked as an Athletic Development Officer for the Old Dominion Athletic Foundation.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Ryan Hardie Assistant Sports Performance Coach and Instructor	\$41,200	7/10/20	12 mos

Mr. Hardie received a B.S. in Physical Education and an M.B.A. both from Walsh University. Previously, he worked as a Sports Performance Assistant for ODU Athletics.

Ms. Sarah Kalafsky Professional Counselor and Instructor	\$52,000	8/25/20	12 mos
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Ms. Kalafsky received a B.S. in Psychology from James Madison University and an M.S.Ed. in Clinical Mental Health Counseling from Old Dominion University. Previously, she worked as a Mental Health Triage Counselor for the University's Office of Counseling Services.

Mr. Joseph Kosteczko Assistant Director of Digital Shipbuilding, Office of Research, and Instructor	\$120,000	7/10/20	12 mos
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Mr. Kosteczko received a B.S. in Marine Transportation from the US Merchant Marine Academy and an M.S. in Operations and Project Management from Southern New Hampshire University. Previously, he worked as the Program Manager for the Virginia Digital Shipbuilding Program at the Old Dominion University Research Foundation. Mr. Kosteczko has also worked as a Program Manager for Epsilon Systems in Portsmouth, VA and as a Senior Management and Training Consultant for Alpha Solutions Corporation in Virginia Beach, VA. (new position)

Mr. Brad Williamson Executive Director, Maritime Industry Base Ecosystem, Office of Research, and Instructor	\$170,000	7/10/20	12 mos
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Mr. Williamson received a B.S. in Engineering from the United States Naval Academy and an M.S. in National Security Strategy from the National War College. Previously, he worked as the Chief Operating Officer for ITA International in Newport News, VA. Mr. Williamson also serves as the Chairman of the Virginia Peninsula Chamber of Commerce's Military Affairs Council and is the CEO of MVSEA, a strategic planning and economic analysis firm. (new position)

EMERITUS/EMERITA APPOINTMENTS

Adams Tufts has taught both face

ODU representative on Virginia's Academic Library Consortium (VIVA) Collections Committee and the Virginia Tidewater Consortium for Higher Education Collection Development Committee. He serves as the Libraries' Federal Depository Library Program (FDLP) coordinator and established the Libraries' Association of Southeastern Research Libraries (ASERL) Centers of Excellence collections. He has presented both regionally and nationally on library instruction, marketing public services, discovery services, collection development, and scenario planning. He has been a member of the Faculty Senate since 2020.

BOARD OF VISITORS

**RESOLUTION OF THE RECTOR AND VISITORS OF
OLD DOMINION UNIVERSITY**

WHEREAS, there have been passed by the General Assembly of Virginia and signed by the Governor acts entitled “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2020” (the “2020 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2019” (the “2019 Act”) “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2018” (the “2018 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2017” (the “2017 Act”), “Commonwealth of Virginia Higher Educational Institutions Bond Act of 2016” Com[“]alth of Virgin

Notes” and, collectively, the “Project Borrowings”). The Individual Project Borrowings will be identified by amount by the State Treasurer upon issuance of any Bonds or BANs.

Section 2. With respect to each Project, the Board (a) covenants to fix, revise, charge and collect a **housing** fee and other rates, fees and charges, for or in connection with the use, occupation and services of such Project and (b) pledges such rates, fees and charges remaining after payment of (i) the expenses of operating such Project and (ii) the expenses related to all other activities funded by the housing reserves and housing fees (“Individual Project Net Revenues”) to the payment1 Tc -0.(e)iusreru

Section 7. The Board covenants that the Institution will not take or omit to take any action the taking or omission of which will cause the Bonds to be “arbitrage bonds” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the “Code”), or otherwise cause interest on the Bonds to be includable in the gross income of the owners thereof for federal income tax purposes under existing laws. Without limiting the generality of the foregoing, the Institution will pay from time to time its proportional share of any rebate to the United States of the earnings derived from the investment of the gross proceeds of the Bonds.

Section 8. The Board covenants that the Institution will proceed with due diligence to undertake and complete the Projects and that the Institution will spend all of the available proceeds derived from the sale of the Project Borrowings for costs associated with the Projects and appropriated for the Projects by the General Assembly.

Section 9. The Board covenants that the Institution will not permit the proceeds of each Individual Project Borrowing to be used in any manner that would result in (a) 5% or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) 5% or more of such proceeds being used with respect to any output facility within the meaning of Section 141(b)(4) of the Code, or (c) 5% or more of such proceeds being used directly or indirectly to make or finance loans to any persons other than a governmental unit, as provided in Section 141(c) of the Code. The Institution need not comply with such covenants if the Institution obtains the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income of the owners thereof for federal income tax purposes.

Section 10. The Board covenants that for so long as any of the Bonds are outstanding the Institution will not enter into any operating lease, management contract or similar agreement with any person or entity, other than a state or local governmental unit, for all or any portion of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that entering into such agreement will not cause the interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 11. The Board covenants that for so long as any of the Bonds are outstanding, the Institution will not sell or dispose of all or any part of any of the Projects without first obtaining the written approval of the State Treasurer and an opinion of nationally recognized bond counsel acceptable to the Treasury Board that such sale or disposition will not cause interest on the Bonds to be included in the gross income of the owners thereof for federal income tax purposes.

Section 12. The officers of the Institution are authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the sale and issuance of the Bonds.

Section 13. The Board acknowledges that the Treasury Board will rely on the representations and covenants set forth herein in issuing the Bonds, that such covenants are critical to the security for the Bonds and the exclusion of the interest on the Bonds from the gross income of the owners thereof for federal income tax purposes, that the Board will not repeal, revoke, rescind or amend any of such covenants without first obtaining the written approval of the Treasury Board, and that such covenants

will be binding upon the Board so long as any of the Bonds are outstanding.

Section 14. This resolution shall take effect immediately.

The undersigned Secretary of the Board of Visitors of Old Dominion University does hereby certify that the foregoing is a true and correct copy of a resolution adopted at a meeting of the Board of Visitors of Old Dominion University duly convened and held on September 17, 2020 at which a quorum