

OLD DOMINION UNIVERSITY
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The Governance Committee of the Board of Visitors of Old Dominion University met on Monday, April 12, 2021. The meeting was held electronically via the Zoom application pursuant to § 01(g) of Chapter 289 of the 2020 Acts of Assembly. Present from the GTJ O

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

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- Greg DuBois
- Casey Kohler
- Donna Meeks
- Tom Odom
- Amanda Skaggs
- Jay Wright

ir called the meeting to order at 1:01 p.m.

Mr. Bradley commented that some of the revisions being made may impact the Board's agenda for future meetings. For example, the Board receives data on graduation and retention rates on its Dashboards, but there is no discussion by the Board on how those rates may be improved. Ms. Smith noted that she, Amanda and Donna have already discussed having a compliance checklist for the Board once the Bylaws are revised in order to ensure that the Board is doing things it is supposed to do. Ms. Dickseski added that the Governance Committee would take on the role for ensuring that the Board meeting agendas include the appropriate topics to ensure compliance. Ms. Meeks stated that the University already has a compliance database that includes Board compliance issues, so that checklist can be pulled out of that, existing database noted by Ms. Dickseski, the fidelity of what equals compliance may change.

The Committee reviewed the highlighted sections and discussed specific sections, as noted.

Mr. Bradley asked about the added provisions under Article I, specifically the responsibility of the Board for establishing regulations or institution policies for

Ms. Smith noted that they are recommending that the Board establish a Conflict of Interest in addition to the added Section 3.10 in the Bylaws to meet SACSCOC requirements. Mr. Wright explained that Board members continue their office to discuss possible conflicts and a determination is made whether they need to recuse themselves from discussion and from voting on related Board matters. The proposed policy would also authorize University Counsel to review the submitted Financial Disclosure Statements for possible conflicts of interest that may arise as an aid to Board members, although the ultimate responsibility remains with the individual Board member to disclose such conflicts. Mr. Wright expressed his concern that this may be adding another step that might be outside the norm of universities or other institutions. Ms. Skaggs noted that the SACSCOC requirement says that the Board is responsible

Another issue relates to the composition of the Executive Committee meeting, which is comprised of the officers and the chairs of the standing committees,