

§ 1.01. Role and Responsibilities. As the body responsible for the University, the Board of

Board to ensure that the President is implementing the Board'

Board recognizes the independent governance of these private activities, the Board is responsible for private resources contributed to the University for public purpose.

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

meeting. Public notice for all open and closed meetings shall be provided in accordance with [Va. Code §2.2-3707 C](#), which requires notice at least three working days in advance of the date scheduled for the meeting, except in cases of emergency.

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

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

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

§ 3.05. Quorum. A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum ([Va. Code §23.1-2002](#))

(b) Quorum. A quorum of the Executive Committee shall consist of the 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. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall be a member of the executive committee to maintain the executive committee membership at ten members.

(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. Health Sciences Center 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 the Eastern Virginia Health Sciences Center at the University (Health Sciences Center) and may exercise such decision-making authority over the Eastern Virginia Health Sciences Center 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 the Health Sciences Center and recommend the operating and capital budgets; strategic plan; and master facility plan regarding the Health Sciences Center 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 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 the Health Science Center; (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, the Health Sciences Center, or the EVMS Medical Group; and (vi) any change to the Health Sciences Center 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 annually elect from its membership a Chair and Vice Chair.

(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 Center, the Board shall create and maintain the following committees: (a) Finance; (b) Governance; (c) Human Resources; (d) Information Technology; (e) Legal; (f) Nominations; (g) Operations; (h) Risk Management; (i) Strategic Planning; (j) Sustainability; (k) University Relations; (l) Volunteer Management; (m) Women's Leadership; (n) Youth Leadership; (o) Other committees as determined by the Board.

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, and Human Resources Committee. The Audit, Compliance, and Human Resources Committee helps the Board fulfill its fiduciary responsibilities (8002 Tc 0.0281 (o)-

Committee recommends to the board the naming of anything associated with the University, including, but not limited to, academic colleges, buildings, building spaces or areas in recognition of benefactors in affiliation with University Advancement ([Board Policy 1810](#)).

(h) 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 T

ARTICLE V
Presidential Search

§ 5.01. Presidential Search Committee. As

Bylaws. In the interim, the terms of [University Policy 1010, "Absence of the President,"](#) shall determine who shall exercise executive authority for the University.

ARTICLE VI Board Officers

§ 6.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. In accordance with [Va. Code § 23.1-1300 J](#), The Rector or Vice Rector shall be a Virginia resident. Officers must have more than one year remaining in their terms of appointment or be eligible for reappointment. At the annual meeting in June of even numbered years, the Board shall elect its officers from its own body ([Va. Code §23.1-2002.C](#)). Newly elected officers shall take office on July 1 and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered. 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 and, if necessary, the Rector, the Board of Visitors shall have the authority to remove any officer of the Board of Visitors.

with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board. The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

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

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board and appoint all standing and *ad hoc* committee.

(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.

nine voting Board members. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The Board annually assesses the President's performance and establishes and reviews the President's compensation ([Va. Code § 23.1-1303.B.8](#)). The President shall submit to the Board, in writing, an annual report on the condition of the University.

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

- (11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (13)

- (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.8](#), 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 shall apply.

and the Rector and agreed to by the Board for the past year. Objectives for each ensuing year shall also be presented at the annual meeting of 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 Vice President for Academic Affairs is responsible for maintaining and applying for academic accreditation and credentials on behalf of the institution. 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 respective colleges.

(c) Vacancy. When there is a vacancy in this position, the Rector shall authorize the 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 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.

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

§ 9.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board 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 Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator responsible for reviewing specific policies. The results of such review shall be shared with the full Board, and the date the policy was reviewed shall be noted on each policy, even if no revisions are recommended. University Counsel shall review all proposed new policies or revisions to existing policies and report to the Governance Committee prior to Board approval.

§ 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 should have a formal evaluation of its processes and procedures every three years, which could be conducted by an external evaluator at the discretion of the 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 of the Board of Visitors 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 capita