

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Tuesday, September 14, 2021**

MINUTES

The Board of Visitors of Old Dominion University met in regular session on Tuesday, September 14, 2021, at 2:30 p.m. in the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Board:

WHEREAS, under Kay's leadership, the Board created a new Governance Committee to provide oversight of functions relating to board governance and conduct of business, including Bylaws and policy review, self-assessment, development of qualifications and competencies for members, and planning the Board's annual retreat; and

WHEREAS, Kay worked tirelessly behind the scenes with her fellow Board members on important issues facing the University, understanding the importance of collaboration and collegiality among individual Board members; and

WHEREAS, the Board of Visitors wishes to recognize Kay for her tremendous leadership during her term as Rector of the Board.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University expresses its gratitude to Kay A. Kemper for her leadership as Rector of Old Dominion University.

BE IT FURTHER RESOLVED, that the Board looks forward to working with Kay during the remainder of her term on the Board of Visitors.

Ms. Kemper expressed her appreciation to the Rector and Board for their support during her term as Rector and said she looks forward to continuing her work with the Board.

The Rector provided an update on the Board's operating budgets. \$2,260 from the Board's E&G budget of \$7,651 has been spent to date, leaving a balance of \$5,391. \$878 from the Board's \$2,350 discretionary budget has been spent to date, leaving a balance of \$1,472.

The Rector announced that Ron Ripley has stepped down as the Board's representative to the OVN Board and Murry Pitts will take his place. A report from Mr. Pitts on the activities of the OVN Board will be included on the Board agenda at future meetings.

The Rector applauded President Hemphill on the success of the Monarch Nation Tour. He attended the Virginia Beach and Norfolk events and said that President Hemphill knocked it out of the ballpark. Dr. Dabney also commented on the phenomenal event in Richmond and added it had the second highest attendance.

The Rector reminded the Board of the retreat the following day, noting that the dress is casual. He asked that they read the book that will be discussed if they haven't already done so.

PRESIDENT'S REPORT

In his report to the Board, President Hemphill noted that it is both an honor and privilege to serve as the ninth president of Old Dominion University and have the opportunity to provide an in-depth update on our collective work and shared success since the beginning of both the fiscal year and academic year.

Monarch Nation Tour – From August 9-14, 2021, a dedicated group of Monarchs traveled the Commonwealth of Virginia with seven stops in six days. In total, over 1,000 alumni and friends attended events in Roanoke, Charlottesville, Vienna, Alexandria, Richmond, Virginia Beach, and Norfolk. At each stop, we celebrated the engagement and contribution of very special individuals with the award of the Monarch Spirit Award as follows:

- Donna Fisher '74 and Daniel Fisher '72;
- James Cheng '82
- Joe Carter, Jr. '86
- Timothy O'Donohue '76;
- Charles Catlett III '70;
- Kim Curtis ;82; and
- Barry Bishop '74.

This was a special series of events in which we witnessed first-hand the excitement and passion Monarch alumni have for their beloved *alma mater*. We also learned that in certain geographic areas there is a strong desire to have a more formal network established for future engagement and continuous support.

Six-Year Plan Presentation – On August 23, 2021, the University's Six-Year Plan was presented to state 27.11e

significant area of focus for our institution. Next steps include a national search for the inaugural dean of the School of Public health as our institution needs a champion for this on-going effort.

order to conduct a.12 -0 0 12 7e(c)4n

Forthcoming Departure and National Search in Administration and Finance – I would be remiss if I did not acknowledge the skillful leadership and many contributions of Vice President for Administration and Finance Greg DuBois. Greg has worn many hats at ODU since his arrival four years ago. And, for throughout his tenure, he has been a driving force in ensuring that Monarchs reign responsibly in response to the pandemic. He has also provided leadership to all initiatives under the Division of Administration and Finance, as well as a variety of campus-wide efforts. He will certainly be missed!

In order to secure a permanent replacement in this critical position, a national search has been launched. Through the work of a search committee, chaired by Provost Agho, and with assistance from WittKieffer, the recruitment process is officially underway. It is anticipated that applicant materials will be reviewed in early to mid-October followed by semi-finalists interviews. The schedule includes hosting finalists on campus from November 29, 2021 through December 1, 2021 with the goal of having the selected individual on-board in early 2022.

At the conclusion of the President's report, Rector Bradley requested that Murry Pitts represent the Board on the ODU Online Task Force.

REPORTS OF STANDING COMMITTEES

ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE

Ms. Jones, chair of the Academic and Research Advancement Committee, reported that the Committee convened in closed session to discuss an update on a personnel issue, a recommendation for the appointment of a faculty member with tenure and designation as the Robert M. Stanton chair of Real Estate and Economic Development, and a recommendation for an honorary degree. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were unanimously approved by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickseski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE AND DESIGNATION AS THE ROBERT M. STANTON CHAIR OF REAL ESTATE AND ECONOMIC DEVELOPMENT

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Simon Stevenson as Professor of Finance with the award of tenure and designation as the Robert M. Stanton Chair of Real Estate and Economic Development in the Department of Finance in the Strome College of Business, effective September 25, 2021.

Salary: \$200,000 for 10 months (includes \$64,749 for designation as Robert M. Stanton Endowed Chair of Real Estate and Economic Development)

Rank: Professor of Finance and Robert M. Stanton Endowed Chair of Real Estate and Economic Development

The following contains my recommendation for the initial appointment with tenure of Dr. Simon Stevenson as Professor, with the designation of Robert M. Stanton Chair of Real Estate and Economic Development, in the Department of Finance. Dr. Stevenson received a B.Sc. in Urban Estate Management from the Liverpool John Moores University in England, an M.Sc. in Investment Analysis from University of Stirling in Scotland, and a Ph.D. in Finance from University College Dublin in Ireland. Prior to ODU, he was a Research Fellow, Lecturer and Senior Lecturer at University College Dublin (1994-2005), Associate Professor and Professor of Finance at the City University of London (2005-2010), Professor of Real Estate Finance and Investment at University of Reading in England (2010-2016), and Jacobi Family Professor of Real Estate at the University of Washington since 2016, where he also served as Chair for the Runstad Department of Real Estate during 2016-2019.

The ODU *Teaching and Research Faculty Handbook* states, “The main purposes of tenure are to protect academic freedom and to enable the University to attract and retain a permanent faculty of distinction in order to accomplish its mission.” [p. 54]. The *Teaching and Research Faculty Handbook* policy on Initial Appointment of Teaching and Research Faculty states a request for initial appointment with tenure at the rank of professor must be “initiated by the chair and reviewed by all tenure review bodies.” The policy also says, “Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position.” [p. 27].

Recommendations in support of tenure at the rank of professor for Dr. Stevenson were received from the departmental, college, and university promotion and tenure committees, as well as from the department chair and the college dean.

The Promotion and Tenure Committee for the Department of Finance (6-0), the Promotion and Tenure Committee for the Strome College of Business (4-1, with no minority opinion offered) and the University Promotion and Tenure Committee (5-0) unanimously recommend this appointment. The chair and dean recommend appointment with tenure. The Named Chair Selection Committee judged his credentials worthy of being appointed as the Robert M. Stanton Chair of Real Estate and Economic Development.

Based on my independent evaluation of the materials submitted and committee recommendations, it is my judgment that Dr. Simon Stevenson meets the standards for tenure at the rank of Professor and appointment as the Robert M. Stanton Chair of Real Estate and Economic Development in the Department of Finance at Old Dominion University.

HONORARY DEGREE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the award of a Doctor of Humane Letters (honoris causa) to the individual discussed during the closed session of the Academic and Research Advancement Committee meeting.

Committee members approved the consent agenda items including the appointment of 31 faculty, 35 administrative faculty, four emeritus/emerita faculty, and the Batten Endowed Chair of Counseling. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved unanimously by all Board members present and voting (*Ayes: Allmond, Bennett, Broermann, Corn, Dabney, Decker, Dickeski, Hill, Jones, Kemper, Pitts, Slaughter, Smith, Williams; Nays: None*).

FACULTY APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Rachel Childs Clinical Assistant Professor, School of Medical Diagnostic and Translational Sciences	\$66,000	7/25/21	10 mos

Ms. Childs received an M.S. and B.S. in Clinical Laboratory Science from Virginia Commonwealth University. Previously she was an Adjunct Instructor in the School of Medical Diagnostic and Translational Sciences at Old Dominion University and a Clinical Lab Scientist at Children’s Hospital of the King’s Daughter.

Dr. Mary E. Dalmida Clinical Assistant Professor, School of Rehabilitation Sciences	\$66,667	8/25/21	10 mos
--	----------	---------	--------

Dr. Dalmida received a Doctor of Physical Therapy from Old Dominion University and a B.S. in Exercise Sport and Health Education from Radford University. Previously she was a Physical

mos

vea4

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Heidi Fischer Lecturer, Department of Educational Foundations and Leadership	\$63,000	7/25/21	12 mos

Dr. Fischer received a Ph.D. in Higher Education from Old Dominion University, an M.A. in International Affairs from American University and a B.A. in French and B.S. in International Business from High Point University. Previously she was a Graduate Research Assistant in the Darden College of Education and Professional Studies at Old Dominion University.

Dr. Kaye Geaney Clinical Assistant Professor, School of Nursing	\$100,000	8/25/21	12 mos
--	-----------	---------	--------

Dr. Geaney received a Doctor of Nursing Practice, a Master of Science, Nursing Clinical Nurse Specialist/Nurse Educator, and an M.S.Ed. from Old Dominion University and a B.S. in Nursing from California State University. Previously she was an Adjunct Professor in the School of Nursing at Old Dominion University. (Designated as Director of the Primary Care Clinic, School of Nursing)

Dr. Noah Glaser Assistant Professor, Department of STEM Education and Professional Studies (Tenure Track)	\$65,000	7/25/21	10 mos
--	----------	---------	--------

Dr. Glaser received a Ph.D. and an M.A. in Educational Studies, an M.Ed. in Curriculum and Instruction, and a B.S. in Information Technology from the University of Cincinnati. Previously he was a Postdoctoral Research Fellow in the Department of Educational Psychology at the University of Connecticut.

Dr. Matt Grau Assistant Professor, Department of Physics (Tenure Track)	\$84,000	12/25/21	10 mos
--	----------	----------	--------

Dr. Grau received a Ph.D. and an M.S. in Physics from the University of Colorado and a B.S. in Physics from California Institute of Technology. Previously he was a Senior Scientist and Lecturer at ETH Zürich, Department of Physics, Switzerland.

Dr. Heather Hamilton Clinical Assistant Professor, School of Rehabilitation Sciences	\$60,000	8/10/21	10 mos
---	----------	---------	--------

Dr. Hamilton received a Doctor of Physical Therapy from Old Dominion University, a B.S. in Biology from the College of William and Mary and is pursuing a Ph.D. in Kinesiology and Rehabilitation from Old Dominion University. Previously she was a Graduate Teaching Assistant in the School of Rehabilitation Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Jonathan Kay Visiting Assistant Professor, Department of Ocean and Earth Sciences	\$82,000	8/10/21	10 mos

Dr. Kay received a Ph.D. in Earth and Environmental Science from the University of Illinois Chicago, an M.S. in Geology from the University of Idaho and a B.A. in Physics from Wheaton College. Previously he was a Visiting Assistant Professor in the Department of Geology at the College of William and Mary.

Ms. Holli Kubly Head, Systems Development Department, University Libraries	\$85,000	9/25/21	12 mos
---	----------	---------	--------

Ms. Kubly received a Master's in Library and Information Science from the University of Missouri and a Bachelor of Science in Art, Graphic Design from Illinois State University. Previously she was Web Accessibility and Emerging Technologies Librarian at Syracuse University Libraries.

Ms. Khedra Lewis Department of Communication Disorders and Special Education Lecturer	\$70,000	8/10/21	12 mos
--	----------	---------	--------

Ms. Lewis received an M.S.Ed. in Speech Language Pathology from Old Dominion University and a B.S. in Health Education from Virginia Commonwealth University. Previously she was a Lecturer and Clinical Educator in Communication Sciences and Disorders at Old Dominion University. (Designated as Clinical Educator, ODU Speech and Hearing Clinic)

Dr. Qisi Liu Visiting Assistant Professor, Department of Electrical and Computer Engineering	\$75,000	9/10/21	10 mos
---	----------	---------	--------

Dr. Liu received a Ph.D. and an M.S. in Computer Engineering from the University of Massachusetts Dartmouth and a B.E. in Mechanical Engineering from Donghua University, China. Previously she was a Research and Teaching Assistant in the Department of Electrical and Computer Engineering at the University of Massachusetts Dartmouth.

Ms. Yifang Ma Lecturer, Department of Information Technology and Decision Sciences	\$63,000	7/25/21	10 mos
---	----------	---------	--------

Ms. Ma received an M.Sc. in Urban Science and Informatics from New York University, an M.E. in Transportation Planning and Management from Tongji University, a B.E. in Transportation Engineering from Beijing Jiaotong University and is a Ph.D. student in Business Administration at Old Dominion University. Previously she was a Graduate Assistant in the Department of Information Technology and Decision Sciences at Old Dominion University.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Angela Wilson Clinical Assistant Professor, School of Medical Diagnostic and Translational Sciences	\$68,000	7/25/21	10 mos

Ms. Wilson received an M.S. in Biomedical Ethics from Union Graduate College and a B.A. in Biology from Russell Sage College. Previously she was an Adjunct Instructor in the School of Medical Diagnostic and Translational Sciences at Old Dominion University.

Dr. Pengwei Zhang Assistant Professor, Department of Biological Sciences	\$84,000	7/25/21	10 mos
---	----------	---------	--------

Dr. Zhang received a Ph.D. in Biology from Rensselaer Polytechnic Institute and a Master of Medicine in Pathogenic Microorganism and a Bachelor of Science in Biochemistry from Wuhan University. Previously he was Associate Research Scientist in the Department of Genetics at Yale School of Medicine.

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. Priyanka Aggarwal Senior Project Scientist and Instructor	\$75,000	6/10/2021	12 mos

Dr. Aggarwal received a B.S. in Electrical and Communication Engineering from Kurukshetra University and an M.S. in Electrical and Computer Engineering and a Ph.D. in Geomatics Engineering from the University of Calgary. Previously, she worked as a Research Scientist for the University's VMASC department.

Ms. Abena Agyapomaa Coordinator, Member Services, Department of Recreation and Wellness, and Assistant Instructor	\$38,500	7/25/2021	12 mos
--	----------	-----------	--------

Ms. Agyapomaa received a B.S. in Park, Recreation, and Tourism Studies from Old Dominion University. Previously, she worked as an Intern for the University's Recreation and Wellness Department.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Melinda Ayala-Diaz	\$65,000	8/25/2021	12 mos

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Raven Beverley Admissions Counselor and Assistant Instructor	\$39,381	8/25/2021	12 mos

Ms. Beverley received a B.S. in Integrated Studies from Middle Tennessee State University. Previously, she worked as an Admissions Counselor for Hampton University.

Mr. Dexter Blank Assistant Athletic Development Officer and Instructor	\$55,000	6/10/2021	12 mos
---	----------	-----------	--------

Mr. Blank received a B.S. in Business Administration from Elon University and an M.S. in Sports Administration from Ohio University. Previously, he worked as a Development Executive for Ohio University's Sooner Club.

Ms. Monica Borzillo Second Assistant Women's Lacrosse Coach and Assistant Instructor	\$30,900	7/10/2021	12 mos
---	----------	-----------	--------

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Mr. Christopher Gutierrez Coordinator, Fitness and Wellness, Department of Recreation and Wellness, and Instructor	\$40,000	8/10/2021	12 mos

Mr. Gutierrez received a B.S. in Exercise Science and an M.S. in Sport Management both from the State University of New York at Cortland. Previously, he worked as the Fitness Graduate Assistant for the Recreation Sports Department at the State University of New York at Cortland.

Ms. Felicia Haynes Residence Hall Director and Instructor	\$35,568	6/25/2021	12 mos
--	----------	-----------	--------

Ms. Haynes received a B.S. in Accounting from Virginia Tech and an M.S. in Higher Education and Student Development from George Mason University. Previously, she was a Graduate Assistant for GMU's Center for Culture, Equity, and Empowerment.

Ms. Courtney Hill Assessment Coordinator and Instructor	\$53,550	6/10/2021	12 mos
--	----------	-----------	--------

Ms. Hill received a B.S. in Speech Pathology and Audiology from Old Dominion University and an M.A. in College Student Development from Hampton University. Previously, she worked as the Coordinator for Science STEM Completion Initiatives for the University's Center for Advising Administration and Academic Partnerships. (new position)

Mr. Prateek Keerthi Senior Project Scientist, Virginia Modeling, Analysis & Simulation Center, and Instructor	\$73,500	8/25/2021	12 mos
--	----------	-----------	--------

Mr. Keerthi received a B.S. in Technology from Gandhi Institute of Technology and Management University and an M.S. in Computer Science from Old Dominion University. Previously, he was a Project Scientist for the University's VMASC department.

Ms. Amber Kennedy Director of News and Media Relations, Strategic Communication and Marketing, and Assistant Instructor	\$70,000	6/25/2021	12 mos
--	----------	-----------	--------

Ms. Kennedy received a B.A. in English from Christopher Newport University. Previously, she was a Public Relations Counselor for the Meridian Group in Virginia Beach, VA. Ms. Kennedy also has media experience at other agencies, including the Peninsula Fine Arts Center, the Williamsburg-Yorktown Daily, and the Daily News-Record.

Ms. Staci Kohen Academic Advisor, College of Arts and Letters, and Instructor	\$46,000	8/25/2021	12 mos
--	----------	-----------	--------

Ms. Kohen received a B.S. in Family Science from Towson University and an M.S. in College Student Personnel from Western Illinois University. Previously, she was an Academic Success Advisor for the University's Strome College of Business.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Eleanor Ritzman Residence Hall Director and Instructor	\$35,568	6/25/2021	12 mos

Ms. Ritzman received a B.S. in Mass Communications from Virginia Commonwealth University and an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she was an Assistant Hall Director for the University's Housing and Residence Life 6 n1rhBoBU86toto toM1j3 0 Td3.448B

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Kelsey Whitlow Advisor/Success Coach, Center for Major Exploration, and Instructor	\$44,000	6/10/2021	12 mos

Ms. Whitlow received a B.S. in Human Services and an M.S.Ed. both from Old Dominion University. Previously, she was a Graduate Assistant for the University’s Center for Major Exploration.

Mr. Shammond Williams Assistant Women’s Basketball Coach and Assistant Instructor	\$100,000	7/06/2021	12 mos
--	-----------	-----------	--------

Mr. Williams received a B.S. in Management and Industrial Relations from the University of North Carolina at Chapel Hill. Previously, he was an Assistant Men’s Basketball Coach for Western Kentucky University.

Ms. Christine Woods Academic Advisor, College of Sciences, and Instructor	\$43,432	9/10/2021	12 mos
--	----------	-----------	--------

Ms. Woods received a B.S. in Communication Science and Disorders and an M.Ed. in College Student Personnel Administration both from James Madison University. Previously, she was an Academic Advisor for Hampton University’s Student Success Center.

Mr. Matthew Wurzburger Assistant Athletic Media Relations Director and Instructor	\$35,568	7/16/2021	12 mos
--	----------	-----------	--------

Mr. Wurzburger received a B.A. in Media Studies from the University of Virginia and an M.S. in Sport Management from Old Dominion University. Previously, he was the Assistant Director of Athletic Communications for ODU Athletics.

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement

Name and Rank

Effective Date

Anusorn Singhapakdi
Professor Emeritus of Marketing

September 1, 2021

J. Wallace Van Orden
Eminent Scholar Emeritus and Professor Emeritus of Physics

September 1, 2021

DAVID CHAPMAN

David Chapman received a BS and an MS in Management Information Systems from the University of Virginia and a PhD in Public Administration from Old Dominion University. He served as a Visiting Assistant Professor in the School of Public Service from 2009-2013. From 2013-2021, he served as a Lecturer and Master Lecturer and led the Master of Public Administration (MPA) program. Chapman's efforts have resulted in a very strong program that has been held up as an ODU exemplar.

Chapman dedicated himself to teaching and administration. He taught Administrative Theory and Research Methods in the MPA program. He fostered the expansion of the MPA program through the development of traditional, on-line and live-streaming courses. He leaves a legacy of teaching, advising and mentoring students. In recognition of his efforts, Chapman received the Outstanding Faculty Advising Award in the Strome College of Business in 2019.

Chapman has influenced the lives and careers of countless students in both the Master of Public Administration program and in a number of students the doctoral program in Public Administration and Policy. In so doing, he has contributed to strengthening the efficiency and effectiveness of local governments in Virginia and beyond, as well as expanded the pool of academics in the field of Public Administration.

KAY PALMER

and developing advanced curricula understanding the nuances related to learning from a distance. Palmer worked tirelessly to mentor her colleagues in the use of technology in education, secure funding to start the distance program in 2002 and establish pipelines for community college-trained nurses to advance their education on-line to the baccalaureate level and beyond.

When the School of Nursing building was remodeled in 2006, Palmer led the establishment of clinical simulation learning environments, which provided hands-on training experiences that only few schools offered at the time. Her vision over a decade and a half ago has grown into the development of the School of Nursing's expansive simulation center that houses a fully functional operating room, human patient simulators, and advanced task trainers.

ANUSORN SINGHAPAKDI

Anusorn Singhapakdi received a BS in Civil & Environmental Engineering, a BS in City Planning, and an MBA with an emphasis in Marketing from the University of Wisconsin. He received his PhD in Marketing with minor fields in Consumer Behavior and Econometrics from the University of Mississippi. He joined Old Dominion University as an Assistant Professor of Marketing in 1989 and achieved the rank of Professor in 2002.

Singhapakdi has served as the major professor for 10 doctoral students and has also served as a member of numerous marketing dissertation committees at Old Dominion University. His administrative experience includes Marketing Area Coordinator (2000-2008) and Chair of the Department of Marketing (2008-2014).

Singhapakdi's research interests are in marketing ethics and quality of work life. He has over 70 articles published in academic journals and numerous articles and abstracts published in academic proceedings. He has served on the Editorial Boards of numerous academic journals and has also served as a section editor for *Applied Research in Quality of Life* and as a guest editor for the *Journal of Business Ethics*. Singhapakdi has been an active member of various professional associations, including the American Marketing Association, Academy of Marketing Science, International Society for Quality-of-Life Studies, and Macromarketing Society. He has chaired the American Marketing Association's *Ethics Committee*. Singhapakdi has won several research awards and recognitions from academic conferences and journals. He was recently identified by Stanford University among the top 2% of global scholars for their publications.

J. WALLACE VAN ORDEN

J. Wallace Van Orden received a BS in Physics from Utah State University and an MS and PhD in Physics from Stanford University for work in theoretical nuclear physics. He then became a Postdoctoral Research Associate at the University of Maryland, College Park from 1978 to 1981 before being appointed as an Assistant Professor of Physics from 1981-1988. During the 1987-1988 school year, he was a Visiting Scientist at the Continuous Electron Beam Accelerator Facility (CEBAF) in Newport News, Virginia, and has continued there as Staff Scientist since 1988.

Van Orden was appointed Associate Professor at Old Dominion University in 1990 as the first joint appointment between ODU and CEBAF (now Thomas Jefferson National Accelerator

Facility) and was promoted to U BDMCID 0Uw

Dr. Neukrug is an exemplary scholar who has authored 10 books, 2-volume encyclopedia, and experiential manual for teaching (31 editions of all his books), nearly 100 journal articles, book chapters, and encyclopedia entries. His scholarship has explored counseling theory, professional identity and ethics, attendance in counseling and psychotherapy, and use of various assessment instruments in the counseling profession. Dr. Neukrug ensures his research is timely, relevant, and accessible in today's world of evolving outlets. He has developed an open access site, Great Therapists of the Twentieth Century, where faculty and other users can "meet" virtually a caricature of 17 famous therapists such as Freud and Skinner. He also developed an open access survey for students and others to assess their theoretical orientation toward counseling and psychotherapy.

Dr. Neukrug has consistently received stellar ratings on student opinion surveys. In addition to being recognized as a University Professor, he has received several college and university teaching awards and was nominated twice by the college for the SCHEV Outstanding Faculty Award. He is a tireless proponent of diversity, chairing the college's faculty diversity committee for eight years, advocating cross-cultural counseling, and he has been a diversity trainer and chaired diversity committees for accreditation reports and strategic planning initiatives. He has received the John R. Broderick Diversity Champion Award at ODU for his efforts in promoting diversity.

Inside his profession, Dr. Neukrug he is a respected scholar and leader. Over the years, he served as editor or co-editor of the *Journal of Human Services*, the leading journal of his field. He was also the architect of the original ethics code for the National Organization of Human Services (NOHS), and he has been awarded the NOHS President's Award on two occasions. In recognition of his leadership as a state president of counseling association, service on professional editorial boards, and scholarship, advocacy and commitment to the counseling profession, he was appointed a Fellow of the American Counseling Association.

His stated intention as the holder of the Batten Chair of Counseling is to use his entrepreneurial background and professional creativity to develop The Institute for the Advancement of Counseling Theory and Practice (ITCTP), where faculty and doctoral students in the Counseling Program would conduct counseling and wellness sessions for students dealing with situational and non-threatening life problems. Over the longer term, he envisions offering low-cost or free counseling services to the community.

Dr. Neukrug holds a B.A. in Psychology from SUNY at Binghamton, an M.S. in Counseling from Miami University (Ohio), and an Ed.D. in Counselor Education from University of Cincinnati.

As a holder of the Batten Endowed Chair of Counseling, Dr. Neukrug will receive a stipend of \$20,000 per year and \$20,000 discretionary for GA, travel, and equipment/supplies in Academic Years 2021-2022 through 2025-2026.

Given Dr. Neukrug's sustained scholarship and his exemplary teaching record and service to the college, university, and his profession, I strongly recommend that he receive the Batten Endowed Chair of Counseling in the Darden College of Education & Professional Studies.

Provost Agho pr

AUDIT AND COMPLIANCE COMMITTEE

Ms. Dickeski, chair of the Audit and Compliance Committee, reported that Ms. Amanda Skaggs, Chief Audit Executive, reviewed the Committee's charter and the briefings received over the prior fiscal year. Upon completion of her report, the Committee affirmed that it had met the responsibilities under its charter. She also briefed the Committee on the University Department's Quality Assurance Improvement Program that is an internal assessment to validate the department's conformance to the Institute of Internal Auditors' professional standards. This also included confirming the University Audit Department's independence and proposing revisions to Board of Visitors 1610, Charter of the University Audit Department.

Committee and management on the adequacy and effectiveness of governance, risk management and control processes for Old Dominion University.

1. Evaluating financial and operating procedures for adequacy of internal controls and providing advice and guidance on control aspects of new policies, systems, processes and procedures;
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. Determining whether resources and assets are acquired economically, and protected adequately;
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. Evaluating the effectiveness and efficiency of operations and programs along with determining whether the results of operations or programs are consistent with established goals and objectives;
8. Assisting in the education and training of employees in University policies and procedures, as well as the need for and characteristics of strong internal controls;
9. Assisting management in the deterrence of fraud and investigating any instances of such activity discovered at the University; and
10. Coordinating audit efforts with the Auditor of Public Accounts and other external auditors.

Standards for the Professional Practice of Internal Auditing

The Institute of Internal Auditors, Inc., an international organization dedicated solely to the advancement of the internal auditing profession, has adopted "The International Professional Practices Framework (IPPF)." The four mandatory elements of the IPPF are the core principles for the professional practice of internal auditing, definition of internal audit, Code of Ethics, and the International Standards for the professional practice of internal auditing (Standards).

The University Audit Department will govern itself by adherence to the mandatory elements of the Institute of Internal Auditors' International Professional Practices Framework. The Chief Audit Executive will periodically report to senior management and the Audit and Compliance Committee regarding the internal audit activity's conformance to the Code of Ethics and the *Standards*.

Reporting and Responsibilities

The University Audit Department is functionally accountable and reports to the Board of Visitors through the Audit and Compliance Committee. The Chief Audit Executive will meet with the Audit and Compliance Committee at each of the scheduled quarterly Board meetings.

The Department reports administratively to the President's Office and works with the President or through a designated representative for the purpose of the day-to-day operations.

The Chief Audit Executive shall have direct access to the President and to the Audit and Compliance Committee of the Board of Visitors in any instance where the Chief Audit Executive believes that such access is needed to fulfill the stated objectives of the department.

The Chief Audit Executive shall periodically report to senior management and the Audit and Compliance Committee of the Board of Visitors regarding:

1. The department's purpose, authority and responsibility.
2. Risk-based audit plan and performance relative to the plan along with any adjustments needed to the plan.
3. Conformance with the IIA's Code of Ethics and *Standards*, and action plans to address any significant conformity issues.
4. Significant risk exposures and control issues to include fraud, governance issues and other matters requiring the attention of, or requested by, the Audit and Compliance Committee.
5. Results of audit engagements and other activities.
6. The propriety of any limitations on the scope of internal audits that may be imposed by University management.
7. Resource requirements.
8. Any response to risk by management that may be unacceptable to the University.

As used herein, the term "external" shall refer to representatives of or the activities of the Auditor of Public Accounts for the Commonwealth of Virginia, individual certified public accountants (the "CPA") and auditors from organizations, governmental or commercial, outside the University.

Code of Virginia §2.2-307 et seq., established the Office of the State Inspector General (OSIG) effective July 1, 2012, and charged the office with providing services in three core areas: (1) investigating complaints alleging fraud, waste, abuse, or corruption; (2) conducting performance reviews of executive branch agencies; and (3) coordinating and requiring standards for internal audit programs existing as of July 1, 2012, and developing and maintaining other internal audit programs. As the OSIG is required to coordinate and require standards for those internal audit programs, ODU's University Audit Department will adhere to any OSIG directives.

additions to the plan will require written documentation as to the need for such additions with final approval for the request being made by the President and Committee.

A copy of all approved revisions to the audit plan will be submitted to the President and the Audit and Compliance Committee.

Audit Reports

At the conclusion of each audit, the department or activity audited will be provided an opportunity to respond in writing to the findings, conclusions, and recommendations of the University Audit Department. In addition, an exit conference will be held with the individual in charge of the department or activity under review. All findings, conclusions and recommendations will be discussed and any differences of opinion settled or so noted. A formal audit report will be prepared after the exit conference is held and draft report reviewed. This report will contain a summary of the function of the department or area, the objective of performing the audit, the audit methods used, detailed explanations of any issues noted and recommendations for improvements thereon. A section of the audit report will include the department's response to the recommendations made by the University Audit Department.

Audit reports will be discussed with the vice president responsible for the area under review prior to the issuance to the President. All final audit reports will be issued to the President, with copies to the Vice President of the area audited and the department head. Executive summaries of all final audit reports will be presented to the members of the Audit and Compliance Committee. Final Audit Reports are also shared with the Office of the State Inspector General as required. Further distribution will be at the discretion of the Chief Audit Executive.

The University Audit Department will conduct a follow-up review on issues noted within the final audit reports to determine whether recommendations have been considered and acted upon. A status of open audit issues will be provided to the Committee periodically.

Detection, Investigation and Reporting of Fraud

The University Audit Department shall be notified in all cases where the discovery of circumstances suggests a reasonable possibility that assets have, or are thought to have, been lost through defalcation or other security breaches in the financial, operating or information systems. Upon such notifications, the Chief Audit Executive should ensure that the proper authorities within the department and the University have been notified of the potential loss. The Chief Audit Executive should work to ensure that the University promptly notifies other state departments as required under ~~Section~~ §30-138 of the Code of Virginia.

The University Audit Department will perform sufficient tests to identify the weaknesses in financial and operating procedures, both automated and manual, which permitted the loss and evaluate the impact the weaknesses have with respect to other activities of the institution. In addition, the University Audit Department will recommend improvements to correct the weaknesses and incorporate appropriate tests in future audits to disclose the existence of similar weaknesses in other areas of the institution.

Consulting Activities

The Chief Audit Executive will communicate to senior management and the Audit and Compliance Committee on the department's quality assurance and improvement program, including results of internal assessments (both ongoing and periodic) and external assessments at least once every five years by a qualif

operations are dependent on the terms of the Appropriations Act adopted bi-annually in the even numbered years by the Virginia legislature, the General Assembly, and amended in the odd numbered years. Finally, it is to be noted that the Commonwealth's agencies and institutions are not as a rule subject to the general statutes of Virginia, as well as the ordinances enacted by the local governments, unless the General Assembly expressly provides otherwise.

Members of the Board, the University staff, and the public should be aware at all times that the authority conferred on the Board of Visitors by the General Assembly resides solely in t sy expBal V [/T

(d) University Budget and Financial Statements. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall work in conjunction with the President and his/her administration to receive budget related information in a meeting prior to approving the University's annual budget. The Board is responsible for oversight in submitting the annual financial statements to the Auditor of Public Accounts ([Va. Code §23.1-1303 B.10](#)), and reporting to SCHEV (the "Council") the required financial information contained in [Va. Code §23.1-1303 B.11](#) by December 1 of each year.

(e) Academic Integrity. The Board is responsible for advancing and protecting the academic quality of the education offered by the University including, but not limited to, considering strategic planning, admission standards, graduation requirements, grading policies, use of technology in the classroom, and faculty structure, development, productivity, priorities, and incentives for outstanding teaching.

(f) Research Integrity. The Board is responsible for promoting and preserving excellence in basic and applied research. In accordance with [Va. Code §23.1-1303 B.9](#) this also includes adopting regulations related to research involving human subjects along with submission of an annual report to the Governor, General Assembly, and University President if conducted.

(g) Student Success. The Board has a vested interest in student success and considers an array of factors related to student access. The Board is responsible for assuring the high quality of student life necessary to ensure that higher education achievement can take place in an environment conducive to a high level of learning, including the release of student records ([Va. Code §23.1-1303 B.5](#)) and posting a list of required textbooks ([Va. Code §23.1-1308 B](#)).

(h) Affiliated Foundations. The Board is responsible for assuring that priorities for fund raising, research, athletics, real estate acquisition and disposal, and other affiliated foundation activities are consistent with the University's mission, priorities, and goals. While the Board recognizes the independent governance of these private activities, the Board is responsible for private resources contributed to the University for public purpose. Guidelines for the exercise of this responsibility are contained in the Board Policies and Procedures Manual and affiliation agreements.

(i) Audit Planning and Review. The Board is responsible for the selection of accountability measures, review of results, and determination of how effectively its policies have been implemented through the audit process, i.e., whether the University's allocation of resources is consistent with the Board's priorities and with the University's financial position.

(j) Fiscal Efficiency and Integrity. In its review and approval of the University's annual operating budget and the setting of tuition and fees, the Board is ultimately responsible for assuring fiscal efficiency and integrity; including preserving and protecting University assets.

(k) University Advancement. The Board is responsible for promoting the academic purpose, strategic initiatives, service, and solvency of the University among its many constituents by communicating the 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.

(l) Admissions. The Board is responsible for establishing regulations or institution policies for the acceptance and assistance of students ([Va. Code §23.1-1303 B.2](#)) and agreements with each associate-degree-granting public institution of higher education (Va. Code §§[23.1-907](#) and [23.1-306](#)).

(m) Financial Aid. The Board is responsible for assisting the Council in enforcing provisions related to eligibility for financial aid ([Va. Code §23.1-1303 B.3](#)).

(n) Additional Responsibilities. The Code of Virginia also requires the Board to submit to the General Assembly and the Governor an annual executive summary of its activities ([Va. Code §23.1-1303 B.12](#)), provide to the Council annual data related to expenditures ([Va. Code §23.1-209](#)), and make available to any interested party upon request the most recent report of the Uniform Crime Reporting Section of the Department of State Police pertaining to institutions of higher education ([Va. Code §23.1-1303 B.13](#)).

ARTICLE II

Members

§ 2.01 Composition – The Board of Visitors is composed of 17 members appointed by the Governor, of whom at least 14 shall be residents of the Commonwealth and at least three shall be alumni of the University. The members are appointed to a four-year term and are eligible for appointment to a second four-year term. ([Va. Code §23.1-2001 A](#)). A Board member may be appointed by the Governor after having served two four-year terms if at least four years has passed since the end of the previous consecutive four-year term ([Va. Code §23.1-1300 B](#)).

§ 2.02. Resignation. Any member of the Board of Visitors may resign at any time by providing notice to the Governor. Notice also shall be provided to the Rector so that the Board can take measures to accommodate said resignation. Such resignation shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.

§ 2.03. Removal. Pursuant to [Va. Code §23.1-1300.E](#), if any member of the Board of Visitors fails to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs sponsored by the State Council of Higher Education for Virginia, pursuant to [Va. Code §23.1-1304](#), in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes of its next meeting and notify the Governor, and the office of such member shall be vacated. In addition, pursuant to [Va. Code §2.2-108](#), notwithstanding any provision of law to the contrary, the Governor may remove from office for malfeasance, misfeasance, incomp

§ 2.04. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti. This is an honorary designation and does not include any voting or other rights of Board membership.

ARTICLE III Meetings

§ 3.01. Regular Meetings. Regular meetings of the Board of Visitors shall be held no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. Regular meetings scheduled annually in excess of the four published regular meetings shall be announced to Board members, University staff, and the public at least 30 calendar days prior to the day the regular meeting is to be convened to assure maximum participation. The regular meeting during the month of June of each year shall be the annual

~~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~~

ARTICLE IV Committees

§ 4.01. Executive Committee.

(a) Composition. The Executive Committee shall consist of ~~ten members of the Board, three of whom shall be~~ the elected officers of the Board and ~~The remaining members of the Executive Committee shall be the~~ chairs of each standing committee of the Board. Vacancies, other than Board officers who must be elected, may be filled at any time by appointment of the Rector ~~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.~~

(b) 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 ~~or~~ 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. ~~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 §9.05 of these Bylaws. A complete record of all actions. All members of the Board who are not members~~ 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 in a non-voting capacity and all Board members in attendance at an Executive Committee shall be entitled to vote. Meeting notices shall be provided as set forth in §§ 3.01 and 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, Administration and Finance Committee, Athletics Committee, Audit and Compliance Committee, Governance Committee, Student Enhancement and Engagement Committee, and University Advancement Committee. The chairs and members of the ~~seven~~ standing committees shall be appointed by the Rector, after consultation with the parties involved, and shall serve until their successors have been duly appointed. The Rector should consider rotating board members through various committees and leadership positions to plan for board officer succession. All members may be reappointed from year to year. Board members shall typically serve on two or more standing committees

~~filled in accordance with §4.03.d. of these Bylaws and~~. Standing Committee chair vacancies (versus temporary absences) may be filled at any time by appointment of the Rector ~~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

effectiveness of operations and internal controls and from the Vice President for Administration and Finance on matters of compliance.

(e) Governance Committee. The Governance Committee provides oversight of functions relating to board governance and conduct of business. The Committee serves as the Board's nominating committee and recommends the process for Board elections for Board approval, develops and implements the Board's annual planning retreat, the Board self-assessment process, regularly reviews

~~which it is created to elect its chair. The Nominating Committee shall consult with the Rector, the~~

§ 4.06. Appointment of Non-Board Advisors to Committees. Non-Board members cannot be appointed to Board of Visitors committees without the Board approving each individually named proposed member. The advisors who are approved for membership shall serve under the same conditions as Board members; however, they shall serve in a non-voting, advisory capacity.

§ 4.07. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

§ 4.08. Notice and Conduct. The chair, or vice chair acting on behalf of the chair, or a majority4 (m) 564.gt

(b) Practices and Procedures. The Committee shall prepare a search budget and a range of compensation for the next president, both of which shall be approved by the Board early in the search process. The Board shall be kept informed of the Committee's progress and expenses incurred and anticipated at regular Board and Executive Committee meetings by the committee chair. The search committee shall consider external and internal candidates equally, based on the depth of their experience and the needs of the University. The Committee's duties shall be completed when it recommends the requisite number of candidates previously specified by the Board to the Board for consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

(c) Committee Vacancies. In the event a member of the Presidential Search Committee cannot serve, he/she shall resign from the Committee immediately. If the committee member who resigns is a Board member, and the Rector shall promptly appoint an ~~previously elected~~ alternate as a replacement. If the committee member who resigns is a non-Board member, the Rector may appoint a non-board member replacement at his/her discretion. Should

§ 6.03. Resignation. Any elected officer may resign at any time by giving written notice to

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

- (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;

(1Td()TjEMC /P A CID 11 0 Tc 0 Tw 4.03 0 Td()TjEMC BDC -17.28 -1.15 Td(V/-1.15

(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 President to act on behalf of the University and the Board includes, but is not limited to, the authority:

- (1) To appoint and to reappoint all faculty and fix their salaries, subject to Board ratification;
- (2) To approve promotions in rank of faculty and to designate faculty to the honors of eminent professor or university professor;
- (3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on faculty requests for Board review of negative tenure decisions or to make final decisions on severe faculty sanctions as set forth in the Board Policies and Procedures;
- (4) To recommend to the Board for approval the awarding of degrees and certificates to candidates who have completed all degree requirements and are recommended by the faculty of the appropriate college, school, or division, and the authority to confer such degrees and certificates.
- (5) To approve the use of University facilities;
- (6) To approve the use of the University's name and visual identification;
- (7) To execute contracts, leases and other legal instruments;
- (8) To execute documents necessary to purchase, sell or otherwise convey interests in real property, subsequent to Board approval;
- (9) To accept gifts;
- (10) To write off uncollectible debts and to settle claims;
- (11) To make final decisions on student disciplinary matters;
- (12) To recommend to the Board for approval the comprehensive fee and to set other fees for certain vocational, non-credit, institute and specialized courses based on the type of courses and the cost of instruction; and

ARTICLE VIII
Staff Personnel Supporting the Board

§ 8.01. Chief Audit Executive. The Chief Audit Executive (CAE) is appointed by the Board of Visitors and is the internal auditor for the University. The CAE is functionally accountable and reports to the Board but is a University employee reporting administratively to the President. 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 authorize ~~the appointment of a special committee from the Audit and Compliance Governance~~ Governance Committee, with the chair's concurrence, to recommend the appointment of a new Chief Audit Executive.

published on the Board's website; manages funds allocated to the Office of the Board of Visitors; and ~~shall~~ submits 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 §2.04 of these Bylaws,

§ 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

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 ~~12~~two-thirds of the voting members of the Board of Visitors provided that notice of the proposed amendment has been given at least ~~30~~45 calendar days prior to the meeting.

§ 11.02. Legislative Amendments. In the event any portion of the legislation pertaining to Old Dominion University is amended by Acts of the General Assembly in a manner in conflict with these Bylaws, the laws of the Commonwealth shall control, and these Bylaws will be amended thereby. Those portions of the Bylaws which are not affected by such legislation shall remain in full force and effect until and unless otherwise amended or repealed. Annual legislative amendments to the *Code of Virginia* may be initiated by the Board and the President; however, the Board must pass by a majority vote on all amendments, including annual budget amendments, to be submitted to the General Assembly on behalf of Old Dominion University.

§ 11.03. State Budget Requests. The Board shall participate in the formulation of the biennium budget request process. The Board or the Executive Committee must approve operating and capital requests by a majority vote. The Board shall review planning and financial feasibility studies for capital projects and approve them by a majority vote of voting members of the Board or the Executive Committee prior to submission to appropriate state agencies.

§ 11.04. Ratification of *Ultra Vires* Act. Any action taken in violation of these Bylaws is taken without authority. For such action to be legally binding, it must be ratified by an affirmative vote of at least nine voting members of the Board.

§ 11.05. Adoption, Effective Date and Repeal. These Bylaws are hereby adopted and shall be effective as of the 17 day of June 2021. All former Bylaws of the Board of Visitors are hereby repealed.

The Committee also considered proposed revisions to Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures, which was updated to include the statutory requirements for conducting Board meetings and incorporates the requirements for Board participation in meetings electrically under specific circumstances. With the approval of this policy, Board Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of an Emergency or Personal Matter or Certain Disabilities, is no longer needed and is recommended for rescission.

The following resolutions

**PROPOSED REVISIONS TO BOARD OF VISITORS POLICY 1107, BOARD OF
VISITORS MEETING SCHEDULING AND PROCEDURES**

University's website. Notice of such meetings shall include the date, time and location of the meeting.

Notice of special, emergency or continued meetings, reasonable under the circumstances, shall be

Convene Meeting
Approval of Minutes of Previous Meeting
Special Presentations (if any)
Public Comment (if allowed)
Rector's Report
President's Report
Reports of Standing Committees
Reports of Special Committees
Reports of Invited Representatives, if any
Motion for Closed Session, if any
Reconvene in Open Session
Call for Unfinished Business
Call for New Business
Adjournment

Public Comment

Public comment shall be taken upon request of interested parties to an agenda issue. The request must be made justified in writing via the Executive Secretary to the Board~~President~~ to the Rector and President in accordance with the timeline provided in the meeting notices~~submitted at least 15 calendar days before the meeting at which the issue is to be addressed or public comment accepted.~~ The points at which public comment will be accepted shall be specified in the published meeting agenda.

This provision does not apply to closed meetings of the Board held solely for the purpose of interviewing candidates for the position of president. Prior to any such closed meeting, the Board shall announce in an open meeting that such closed meeting will be held at a disclosed or undisclosed location within 15 days thereafter.

2. The Board must restrict its discussion during the closed meeting only to those matters

- C. Any interruption in the telephonic or video broadcast of the meeting will result in the suspension of action at the meeting until repairs are made and public access is restored.
- D. Public access to the remote locations from which additional members of the public body participate through electronic communication means is encouraged but not required. However, if three or more members are gathered at the same location, then such remote location must be open to the public.
- E. If access to remote locations is allowed, all persons attending the meeting at any of the remote locations shall be given the same opportunity to address the public body as persons attending at the primary or central location and a copy of the proposed agenda and supporting materials provided to the board shall be available at the remote location.
- F. A public comment form prepared by the Virginia Freedom of Information Advisory Council will be made available to the public.
- G. Meeting minutes must note which Board members were in attendance in person and which members participated electronically.
- H. Votes taken during the meeting must be recorded by name in roll-call fashion.

In the event the Governor has declared a state of emergency, the Board may meet by electronic communication means without a quorum of the public body or any member of the governing board physically assembled at one location, provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location; (ii) the purpose of meeting is to discuss or transact the business statutorily required or necessary to continue operations of the institution and the discharge of its lawful purposes, duties, and responsibilities; (iii) a public body makes available a recording or transcript of the meeting on its website; and (iv) the board distributes minutes of meetings by the same method used to provide notice of the meeting.

Requirements for electronic meetings under an emergency declaration include the following:

1. Public notice must be given using the best available method given the nature of the emergency

**APPROVAL TO RESCIND BOARD OF VISITORS POLICY 1105, PARTICIPATION
IN BOARD OF VISITORS MEETINGS BY ELECTRONIC MEANS OF
COMMUNICATION IN THE EVENT OF AN EMERGENCY
OR PERSONAL MATTER OR CERTAIN DISABILITIES**

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves the rescission of Board of Visitors Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of an Emergency or Personal Matter or Certain Disabilities.

NUMBER: 1105

TITLE: Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities

APPROVED: April 25, 2019

A. A member of the Board of Visitors may participate in a meeting through electronic means of communication from a remote location that is not open to the public only as follows and subject to the requirements of subsection B.

1. On or before the day of a meeting, a member notifies the Rector that he or she is unable to attend the meeting due to an emergency or personal matter, and identifies with specificity the nature of the emergency or personal matter, and the Rector approves the request to participate in the meeting from a remote location.
 - a. The Board of Visitors is to record in its minutes the specific nature of the emergency or personal matter and the remote location from which the member participated. If a member's participation from a remote location is disapproved by the Rector because such participation would violate subsection B of this policy, disapproval shall be recorded in the minutes with specificity.
 - b. Such remote participation by the member shall be limited each calendar year to two meetings or 25 percent of the meetings of the public body, whichever is fewer.
2. A member notifies the Rector that he or she is unable to attend a meeting due to a temporary or permanent disability or other medical condition that prevents the member's physical attendance.

The Board of Visitors is to record this fact and the remote location from which the member participated in its minutes.

B. Participation by a member of the Board of Visitors under subsection A shall be authorized only under the following conditions:

1. A quorum of the Board of Visitors is physically assembled at the primary or central meeting location; and



4,000 on-campus students; a live, new student convocation on August 27; and more than 40 events and programs across campus for students. Dr. Stansberry reviewed student success/student-ready initiatives that have been implemented and focus on how ODU as an institution is ready for its students by creating opportunities for student success academically, socially and financially. These initiatives included the training and onboarding of nine additional part-time coaches to support the first-year cohort during the pandemic; success coaches offered flexible meeting times virtually during the day and evening. 83% of the students who participated in coaching both semesters were in good academic standing. Student wellness initiatives included Hypnotic IntoxicTc 0.398 Tw 0.65 0 Td,;

