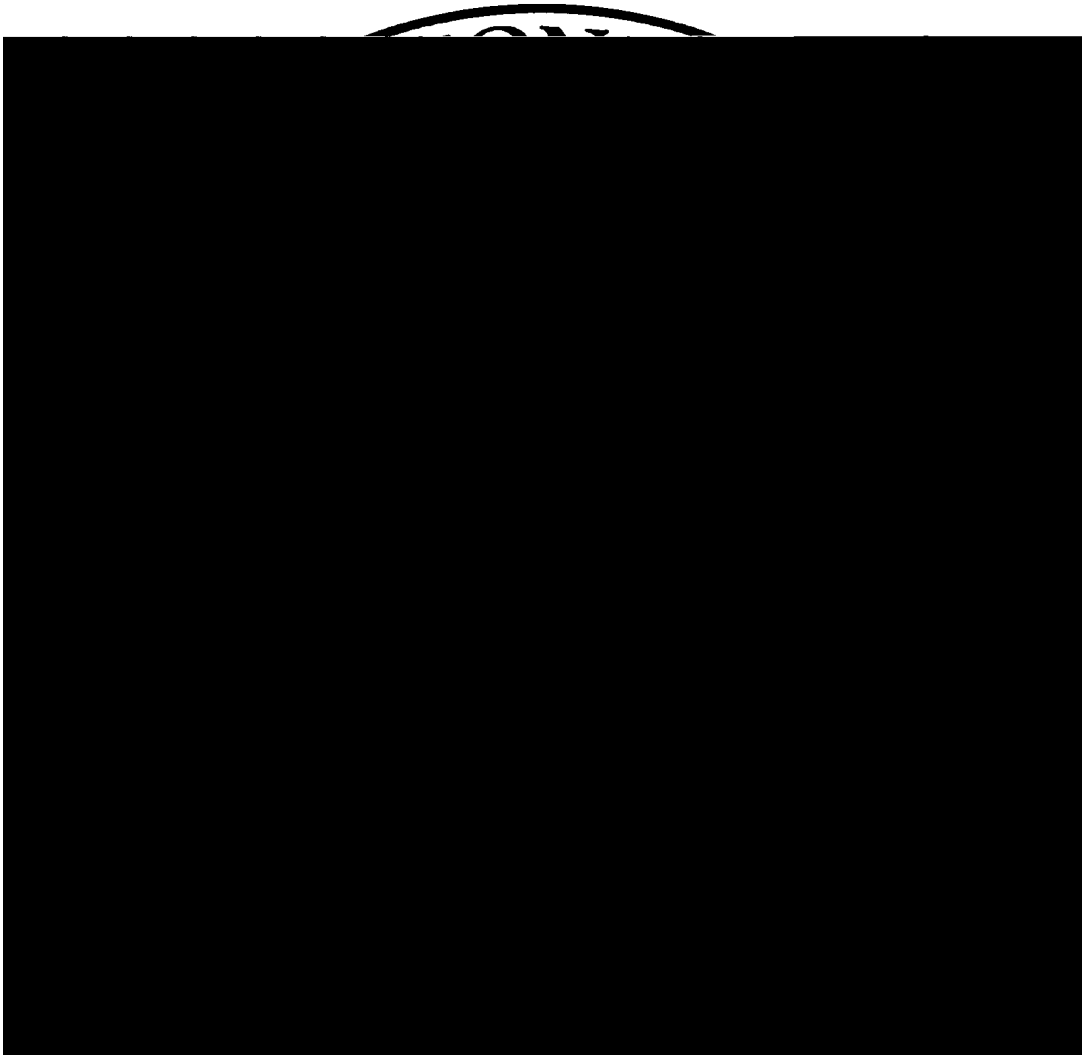


AGENDA



Old Dominion University
Board of Visitors
September 24, 2015

**BOARD OF VISITORS
OLD DOMINION UNIVERSITY
Thursday, September 24, 2015, 12:30 p.m.
Board Room, Webb University Center**

AGENDA

- I. Call to Order
Ronald C. Ripley, Rector

- II. Approval of Minutes June 11, 2015 Meeting
Ronald C. Ripley, Rector

- III.
Ronald C. Ripley, Rector

- IV. President's Report
John R. Broderick, President

- V. Reports of Standing Committees
 - A. Audit Committee
Judy Swystun, Chair

[Revisions to Board of Visitors Policy 1610: Charter of the Internal Audit Department \(pp. 4-11\)](#)

 - B. Academic and Research Advancement Committee
Carlton Bennett, Chair
 - 1. [Honorary Degrees \(pp. 12-14\)](#)
 - 2. [Appointments With Tenure \(pp. 15-18\)](#)
 - 3. [Faculty Representatives to Board of Visitors Committees \(p. 18\)](#)

 - Consent Agenda
 - 4. [Faculty Appointments \(pp. 19-26\)](#)
 - 5. [Administrative Appointments \(pp. 27-34\)](#)
 - 6. [Emeritus/Emerita Appointments \(pp. 35-36\)](#)

 - Regular Agenda
 - 7. [Approval of a New M.S. Program in Maritime Trade and Supply Chain Management \(p. 37\)](#)

Other Auditing Standards

The American Institute of Certified Public Accountants has promulgated Generally Accepted Auditing Standards (GAAS) through Statements of Auditing Standards, Industry Audit Guides, and other professional releases.

The United States General Accounting Office recommends the "Government Auditing Standards@

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, the Old Dominion University Internal Audit Department will adhere to any OSIG directives.

Authority

To the extent permitted by law, the Internal Audit Department shall have timely and unrestricted access to all university activities, properties, personnel, and records which are relevant to fulfillment of the department's mission to the University.

It is understood that certain items of the university are confidential in nature and special arrangements will be made by the audit department when examining and reporting upon such items.

Independence

Programming

The Internal Audit Department shall be free from control or undue influence in the selection and application of audit techniques, procedures, and programs.

Reporting

The Internal Audit Department shall be free from control or undue influence in the determination of facts revealed by the examination or in the development of recommendations. BDC BT4

1. Adequate controls are incorporated in the system;
2. A thorough testing of the system is performed at appropriate stages;
3. System documentation is complete and accurate; and
4. The intended purpose and objective of the system implementation or modification has been met.

The internal auditor participating in such a review should ensure that the extent of participation does

appropriate tests in future audits to disclose the existence of similar weaknesses in other areas of the institution.

Consulting Activities

As part of its mission, the Internal Audit Department will engage in evolving forms of value-added services which are consistent with the broad definition of internal auditing. As such, the Department from time to time may be asked to perform a variety of non-standard audit services, such as advisory activities and consulting engagements, both of which may involve formal or informal advice, analysis or assessment. These services will be provided at the discretion of the Internal Audit Director where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.

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

Personnel

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

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

The Internal Audit Director should report annually to the ~~Audit Administration and Finance~~ Committee

Quality Assurance Review

Old Dominion University recognizes the benefits to be derived from a quality assurance review of the internal audit functions.

A full scope quality assurance review of the University's internal audit function will be performed at least once every five years in accordance with the Institute of Internal Auditors standards.

HONORARY DEGREES

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

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

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

In July 2010, Wil James became the seventh president of Toyota Motor Manufacturing, Kentucky Inc. As such, he leads Toyota's largest automotive manufacturing plant in North America, while also championing quality initiatives for Toyota's 14 North American manufacturing operations.

Mr. James is the first African-American to serve as president of Toyota's Kentucky plant, which manufactures the Camry, America's best-selling car, and was recently named the new home of the first United States-produced Lexus.

Mr. James' career with Toyota began in 1987, supervising a team of about 20 people. He has since served in multiple leadership roles within Toyota's network of manufacturing operations across the United States, including senior vice president of Toyota's vehicle plant in Indiana from 2008 to 2010 and prior to that, president of the automaker's Long Beach, California subsidiary plant, which produces vehicle parts. From 2003 to 2006, Mr. James served as vice president of manufacturing at Toyota Kentucky, after having been promoted multiple times following his career start nearly two decades earlier.

Mr. James recently was named one of the "Top 100 Most Influential Blacks in Corporate America." While serving as Toyota's North American diversity champion, he led diversity and inclusion efforts for the company in plants across the U.S., Canada and Mexico, which directly employ more than 40,000 people.

In addition to ensuring that his company serves as an outstanding corporate and community citizen, Mr. James lends his personal talents in service to several civic and community organizations. He currently serves as chair-elect of the board of directors for the Kentucky Chamber of Commerce, is a board member of the Bluegrass Economic Advancement Movement

and most recently named as a board member of National Urban League. Mr. James is active in the Executive Leadership Council and Kappa Alpha Psi Fraternity. In the past, he has served on the board of North Carolina A & T School of Engineering, Kentucky State University and supported the Board of Affiliates of the National Society of Black Engineers.

A native of Norfolk, Virginia, James received his Bachelor of Science degree in Mechanical Engineering Technology from Old Dominion University in 1978. Additionally, in 2013, James received an honorary doctorate of engineering from the University of Kentucky in recognition of his life's work and his leadership with Toyota.

Guy Kawasaki, Author, Entrepreneur, and Internet Evangelist

Guy Kawasaki was born and raised in Honolulu, Hawaii. He is a noted author, entrepreneur, and internet evangelist. He currently serves as chief evangelist of Canva, an online, graphic-design service, and as an executive fellow of Haas Business School at the University of California, Berkeley.

Prior to joining Canva, Mr. Kawasaki served as special advisor to the CEO of the Motorola business unit of Google. He is perhaps most widely known for his time at Apple, where he developed and popularized the concept of "secular evangelism" for Apple's brand, culture and products. At Apple, he served first as chief evangelist for Macintosh software, and later as an Apple

assumed the role of president and CEO of Girls Inc., whose mission is to inspire all girls to be strong, smart, and bold.

After her retirement Ms. Roche co-wrote an inspirational business memoir entitled, *The Empress Has No Clothes: Conquering Self-Doubt to Embrace Success*. In it she describes her struggle with impostor syndrome through the first two decades of her stellar career ascent. "The Empress Has No Clothes" is now an online community dedicated to helping people who struggle with impostor syndrome that claims the joy, zest, and the power of their success. Ms. Roche is a highly-sought motivational speaker.

Before joining the 150-year old nonprofit organization, Ms. Roche served as president and chief operating officer of Carson Products Company, now part of L'Oreal, and vice president of global marketing at Avon Products, Inc. During her tenure at Carson, sales increased over 130 percent. While at Avon, Ms. Roche broke new ground, becoming Avon's first African American female vice president, the first African American vice president of marketing, and the company's

Associate Professor in the Department of Mathematics, North Carolina A&T University, where he was awarded tenure in 2007.

The ODU *Faculty Handbook*

of faculty members who have given years of dedicated service to the university, to protect academic freedom, and to enable the university to retain a permanent faculty of distinction in order to *Faculty Handbook*, p. 50]. The Faculty Handbook policy on Initial Appointment of Teaching and Research Faculty provides for an initial appointment with tenure

ormally, an initial appointment with tenure will be granted only to a faculty member who already achieved a distinguished academic reputation and holds a tenured position at another

Recommendations in support of tenure at the rank of Associate Professor with tenure for Dr. Yamaleev were received from the departmental, college, and university promotion and tenure

recommended unanimously by the Promotion and Tenure Committee of the Department of Mathematics and Statistics (5 for and 0 against with no abstentions), the Chair of the Department of Mathematics and Statistics, by the Promotion and Tenure Committee of the College of Sciences (7 for and 0 against with no abstentions) and by the University Promotion and Tenure Committee. Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Yamaleev easily meets the standards for tenure at the rank of Associate Professor in the Department of Mathematics and Statistics at Old Dominion University.

Dr. Yamaleev received his Ph.D. in Mathematical Modeling and Numerical Methods in 1993 from the Moscow Institute of Physics and Technology. He is a very prolific researcher and has published a substantial number of papers in the literature, including 26 peer-reviewed journal articles, -yAD7r3T80reles19 31

Yamaleev as a top expert in the fields of Numerical

Dr. Yamaleev has made numerous important contributions to applied mathematics and computational fluid dynamics. I have found many of his results extremely insightful and useful from both theoretical and practical

activities, stating that his graduate students have received two competitive fellowships from the NC Space Grant Graduate Research Fellowship and NASA Langley Aerospace Research Summer Scholarship programs, and presented their results at American Institute of Aeronautics and

work is original, innovative, and written in a clear style. He has an extensive publication record, and

Therefore, in recognition of his many contributions as a researcher and teacher, his dedicated service to his profession, and in concurrence with all of the recommendations received, I strongly recommend Dr. Nail K. Yamaleev for an appointment with tenure in the Department of Mathematics and Statistics at the rank of Associate Professor. We are fortunate indeed to attract him to Old Dominion University.

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**APPROVAL OF FACULTY REPRESENTATIVES TO
BOARD OF VISITORS= COMMITTEES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the following faculty representatives to Board of Visitors=committees for the 2015-16 academic year, effective September 24, 2015: Academic and Research Advancement, Andres Sousa-Poza; Administration and Finance, John Lombard; Institutional Advancement, Sebastian Kuhn; and Student Advancement, Linda Miller-Dunleavy.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Gary L. Burgess Visiting Associate Professor of Community and Environmental Health	\$71,588	7/25/15	10 mos

Dr. Burgess received a Ph.D. in Occupational Hygiene in 1997 from the University of Manchester, England, an M.S. in Health Science in 1985 from California State University and a B.S. in Environmental Health in 1981 from Old Dominion University. Previously he was an Industrial Hygienist at the University of Manchester and worked for the American Board of Industrial Hygiene in a voluntary capacity.

Dr. Elizabeth Ann Burns Assistant Professor of Teaching and Learning (Tenure Track)	\$61,800	8/10/15	10 mos
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Dr. Burns received a Ph.D. in Education, an M.S.Ed. in Secondary Education and a B.A. in English, in 2014, 2009 and 1996 respectively, from Old Dominion University. Since 2014, she has been a Lecturer in the Department of Teaching and Learning at Old Dominion University. Prior to that, Dr. Burns was a Library Information Specialist at W.W. Burrows Elementary School, Department of Defense Education Activity.

Ms. Myleen C. Calderon Lecturer of Nursing	\$50,000	7/25/15	10 mos
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Ms. Calderon received a Master of Science in Nursing-Education in 2010 from Hampton University/Walden University and a Bachelor of Science in Nursing in 1990 from Pines City Colleges, Philippines. Since 2012, she has been Charge Nurse and Clinical Coordinator in the Medical Surgical/Stroke/Telemetry Unit at Chesapeake Regional Medical Center.

Mr. Salim Chemlal Lecturer of Electrical and Computer Engineering	\$65,000	7/25/15	10 mos
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Mr. Chemlal received a Ph.D. in Electrical and Computer Engineering, a Master of Engineering in Modeling and Simulation, a B.S. in Computer Engineering and a B.S. in Electrical Engineering, in 2015, 2011 and 2008 respectively, from Old Dominion University. Since 2012, he has been a Graduate Research Assistant in the Department of Electrical and Computer Engineering at Old Dominion University.

Dr. Brett Cook-Snell Lecturer of STEM Education and Professional Studies	\$47,000	7/25/15	10 mos
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Dr. Cook-Snell received a Ph.D. in Education/Instructional Design and Technology in 2015 from Old Dominion University and a Master of Education and a Bachelor of Arts, in 2009 and 2007 respectively, from Regent University. Since 2012, he has been an Adjunc91(a)4(ntate)4()-189(U(in)-21(II

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

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

Dr. Jennifer J. Del Corso Lecturer of Counseling and Human Services	\$47,000	7/25/15	10 mos
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Dr. Del Corso received a Ph.D. in Counseling Education and Supervision in 2010 from Regent University, an M.P.S. in Pastoral Studies in 2006 from Loyola University New Orleans, an M.Ed. in Community Counseling in 2003 from the College of William and Mary and a B.S. in Psychology in 2000 from Virginia Polytechnic Institute and State University. Since 2011, she has been an Adjunct Assistant Professor in the Department of Counseling and Human Services at Old Dominion University. (new position)

Mr. John Henry Doucette Lecturer of English	\$42,000	7/25/15	10 mos
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Mr. Doucette received an M.F.A. in Creative Writing in 2012 from Old Dominion University and a B.A. in U.S. History in 2001 from Virginia Wesleyan College. Since 2013, he has been an Adjunct Assistant Professor of English and since 2014 an Adjunct Assistant Professor of Communication and Theatre Arts at Old Dominion University.

Mr. Carson Grubaugh Visiting Assistant Professor of Art	\$50,000	8/10/15	10 mos
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<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Karen J. Higgins Lecturer of Nursing	\$30,000	7/25/15	10 mos

Ms. Higgins received a Master of Science in Nursing, Family Nurse Practitioner in 1993 from Old Dominion University and a B.S. in Nursing in 1985 from Bradley University. Since 2006, she has been an Adjunct Faculty member in the School of Nursing at Old Dominion University. (Half-time position)

Ms. Laura Horan Lecturer of Nursing	\$50,000	7/25/15	10 mos
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<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Nicola Lai Associate Professor of Electrical and Computer Engineering (Tenure Track)	\$90,000	7/25/15	10 mos

Dr. Lai received a Ph.D. in Chemical Engineering in 2002 from the University of Pisa, Italy and a

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Emily Renn Moore Lecturer of History	\$44,000	7/25/15	10 mos

Dr. Moore received a Ph.D. and an M.A. in History, in 2015 and 2003 respectively, from the College of William and Mary and a B.A. in History in 2001 from North Carolina State University. Previously she was an Adjunct Instructor in the Department of History at Old Dominion University.

Mr. Anthony W. Nattania Lecturer of Philosophy and Religious Studies	\$42,000	7/25/15	10 mos
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Mr. Nattania received an M.A. in Humanities, a B.A. in Philosophy, and a B.S. in Psychology, in 1996, 1998, and 1992, respectively, from Old Dominion University. Since 2001, he has been an Adjunct Professor in the Department of Philosophy and Religious Studies at Old Dominion University.

Dr. Marc A. Ouellette Visiting Assistant Professor of English	\$60,000	7/25/15	10 mos
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Dr. Ouellette received a Ph.D. and an M.A. in English, in 2003 and 1998 respectively, from McMaster University, a B.A. in English in 1997 from the University of Waterloo and a B.Ed. in 2011 from Ontario Institute for Studies in Education at the University of Toronto. From 2003-2012, he was an Assistant Professor in the Department of English and Cultural Studies at McMaster University.

Dr. Ka Young Park Assistant Professor of Mathematics and Statistics (Tenure Track)	\$82,620	7/25/15	10 mos
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Dr. Park received a Ph.D. and an M.S. in Statistics, in 2013 and 2012 respectively, from the University of Minnesota and an M.S. in Applied Statistics and a B.S. in Mathematics and Applied Statistics, in 2008 and 2006 respectively, from Yonsei University, South Korea. Since 2014, she has been a Postdoctoral Associate in the Department of Biostatistics at the University of Florida.

Ms. Ashley M. Poole Lecturer of Communication and Theatre Arts	\$40,000	7/25/15	10 mos
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Ms. Poole received an M.A. in Lifespan and Digital Communication and a B.S. in Communication, in 2014 and 2011 respectively, from Old Dominion University. Since 2014, she has been an Adjunct Lecturer in the Department of Communication and Theatre Arts at Old Dominion University.

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

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

Ms. Jane M. Ritchie Lecturer of Art	\$42,000	7/25/15	10 mos
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Ms. Ritchie received an M.F.A. in Metalsmithing in 2012 from Cranbrook Academy of Art and a B.F.A. in Sculpture and Metalsmithing in 2009 from Old Dominion University. Since 2012, she has been an Adjunct Professor in the Department of Art at Old Dominion University.

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

Dr. Tacosa received a Ph.D. in International Studies from Old Dominion University, an M.A. in Government from the College of William and Mary and a B.A. in Political Science from Fresno State College. Since 2006, she has been an Adjunct Assistant Professor and Visiting Assistant Professor in the Department of Political Science and Geography at Old Dominion University.

Ms. Janice Bell Underwood	\$57,000	7/25/15	10 mos
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ADMINISTRATIVE FACULTY APPOINTMENTS

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

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

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

Mr. Arthur Anthony Noel Beltran Instructional Technology Specialist and Instructor, Distance Learning	\$55,000	7/10/15	12 mos
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Mr. Beltran received a Ph.D. in 2015 from the University of Houston. He was an Instruction Technology Assistant at the University of Houston from 2010 to 2015.

Ms. Steven M. Bookman University Archivist and Librarian I	\$50,000	8/25/15	12 mos
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Mr. Bookman received an M.L.S. in 2007 from the University of Maryland, College Park and a B.A. in History in 2004 from Virginia Commonwealth University. Since 2007, he has been a University Archives Specialist for Special Collections Research Center, Earl Gregg Swem Library at the College of William and Mary.

Mr. Daniel Cornier Head Athletic Equipment	\$40,000	7/25/15	12 mos
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<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Shanice Davis Instructor of Early Care & Education	\$38,760	8/10/15	12 mos

Ms. Davis received a B.S. in Interdisciplinary Studies from Old Dominion University. She

Mr. Robert Doherty Prior Learning Assessment and Communications Manager and Assistant Instructor	\$48,000	8/10/15	11 mos
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Mr. Doherty received a Bachelor of Science in Business Administration from Old Dominion University. He was previously employed as the Communications Manager in the College of Continuing Education & Professional Development at Old Dominion University.

Dr. Alex Dryden Psychologist and Assistant Professor	\$60,000	8/10/15	12 mos
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Dr. Dryden received a Doctorate in Psychology (Psy.D.) from the Virginia Consortium Program in

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Delegate Kenneth R. Plum Contributing Author for the Old Dominion University State of the Region Report, Strome College of Business	\$8,000	9/1/15	2 mos

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

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Ariana Wright Equal Opportunity Officer and Assistant Professor	\$70,000	6/25/15	12 mos

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

Ms. Bo Ram Yi Case Manager and Instructor, Student Engagement and Enrollment Services	\$40,000	6/25/15	12 mos
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Ms. Yi received a B.A. from James Madison University and an M.P.A. from Old Dominion University. Previously she worked in the Office of the Vice President for Student Engagement & Enrollment Services and the Career Management Center at Old Dominion University.

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the granting of the title of emeritus to the following

**APPROVAL OF A NEW M.S. PROGRAM IN MARITIME TRADE AND
SUPPLY CHAIN MANAGEMENT**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposal for a new M.S. program in Maritime Trade and Supply Chain Management to be effective with the fall 2016 semester.

Rationale: Old Dominion University seeks approval to initiate a Master of Science in Maritime

(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 im

ARTICLE III

Meetings

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

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

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

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

' 3.05. Quorum. (Effective July 1, 2002) A majority of voting members of the Board of Visitors serving at any time shall constitute a quorum (' 23-49.17(b), *Code of Virginia*).

' 3.06. Order of Business. The order of business at meetings is set forth in the Board Policy and Procedures, unless modified at the discretion of the Rector with the modification(s) approved by a majority of the voting Board members present. Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 calendar days in advance of the meeting at which the issue is to be addressed or public comment accepted. Reports of invited representatives and anticipated issues or resolutions requiring Board decisions under unfinished and new business and the point or points during the meeting where public comment will be accepted will be specified in the published pre-meeting agenda. Such agenda shall be distributed to all Board members at least seven days prior to each regularly scheduled Board meeting. Supplementary agenda items originating after distribution of the pre-meeting agenda shall be provided to all Board members as soon as they are identified and may be considered if confirmed by a majority of the voting members of the Board.

' 3.07. Conduct of Business. All meetings shall be conducted in accordance with the *Code of Virginia*, these Bylaws, Board Policies and Procedures, and *Robert's Rules of Order Newly Revised*, in order of descending precedence. The Vice Rector shall serve as Board parliamentarian for purposes of interpreting *Robert*=

Committee shall be maintained by the Secretary and shall be provided to each member of the Board within 15 working days after the Executive Committee meeting at which such actions were taken. All members of the Board shall be invited to attend Executive Committee meetings and all Board members in attendance at an Executive Committee shall be entitled to vote. Meeting notices shall be provided as set forth in ' 3.04 of these Bylaws.

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

(a) Academic and Research Advancement Committee. The Academic and Research Advancement Committee supports the Board's responsibility to advance and protect the academic quality of the education and research offered by the University. The Committee shall make recommendations to the Board on the academic mission, purpose, strategic plans, important academic and research initiatives, and regular and special programs of the University; on awards and honorary degrees; on faculty personnel appointments, policies and procedures. The Academic and Research Advancement Committee is designated by the Board as the committee with the responsibility of responding, on behalf of the Board, to requests from faculty for review of negative tenure decisions. In the case the Committee recommends in favor of tenure, this must be approved by the Board. A negative decision is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) University Advancement Committee. The University Advancement Committee supports the Board's responsibility for relations with affiliated foundations and is responsible for making recommendations to the Board on matters and policies pertaining to the University's government relations, fund raising, community (including military) and public relations, and alumni activities.

(c) Administration and Finance Committee. The Administration and Finance Committee supports the Board's responsibilities for the budget process, accountability, and fiscal efficiency in general. The Committee is responsible for making recommendations to the Board on

Nominating Committee. Nominees for officers must have more than one year remaining on their terms of appointment. The Nominating Committee should give priority to nominating members for office whose terms of appointment on the Board do not expire simultaneously so the Board shall not be without a presiding officer.

(b) Presentation of Nominations. The Nominating Committee shall meet at least 14 days prior to the September Board meeting to determine the nominations to be presented to the Board. The recommendation of the nominating committee shall be distributed with the

consideration, unless the Board requests that other candidates be brought forth or the search be continued. Approval of a candidate requires the affirmative vote of at least nine voting members of the Board.

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

(d) Unexpected Vacancy in the President's Position. In case of an unplanned vacancy in the position of the President, the Board shall expeditiously designate an Acting President to serve until a President shall be appointed by the Board and installed in the office. The Board shall hold an emergency meeting and proceed with the preceding provisions of this section of the Bylaws. The Presidential Selection Committee shall be tasked to select expeditiously the best possible choice for the Acting President following the procedures outlined in this section of the

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

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

ARTICLE V

Board Officers

' 5.01. Officers Elected from the Board. The officers to be elected from the members of the Board of Visitors shall be the Rector, Vice Rector, and Secretary. Officers must have at least one year remaining in their terms. At the first regular meeting after July 1 of even numbered years, the Board shall elect its officers from its own body (' 23-49.17(b), *Code of Virginia*). Newly elected officers shall take office immediately following the close of the meeting at which elected and shall serve for a term of two years, or until their successors have been elected. Officers must be elected by an affirmative vote of at least nine voting members of the Board. Officers may not hold the same office for more than one term. For purposes of the preceding sentence, service of a partial term of one year or less shall not be considered.

' 5.02. Removal. At any meeting of the Board of Visitors, any elected officer may be removed, either with or without cause, by an affirmative vote of at least nine voting members of the Board of Visitors.

' 5.03. Resignation. Any elected officer may resign at any time by giving written notice to the Board of Visitors, to the Rector, or to the Secretary. Any such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

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

' 5.05. Rector. The Rector shall serve as the presiding officer, spokesperson, and designated representative of the Board.

- (10) Making other recommendations, as necessary, to the Board or to Board committees with regard to matters falling within the authority of the Board;
- (11) Speaking on behalf of the University as its official spokesperson and representing the University as its designated representative;
- (12) Presiding over official meetings and functions of the University, except Board of Visitors meetings and Board-sponsored events;
- (13) Keeping the Rector informed and informing the Board of actions taken by the President on behalf of the Board and of the development of critical or controversial issues at the next regular Board meeting, or sooner via correspondence as the situation warrants;
- (14) Reviewing, accepting, modifying, or rejecting recommendations of the campus governance bodies, or causing such activities to be done,

ARTICLE VIII
Board Policies and Procedures

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

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

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