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The Governance Committee of the Board of Visitors of Old Dominion University met at 1:00 p.m. on Tuesday, July 13, 2021 in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee were:

Jerri F. Dickseski, Chair  
Yvonne T. Allmond, Vice Chair  
Kay A. Kemper, Rector (*ex-officio*)  
Robert S. Corn  
Peter G. Decker, III  
Lisa B. Smith

Absent from the Committee: R. Bruce Bradley (*ex-officio*)

Also present from the Board: P. Murry Pitts

Also present:  
Brian O. Hemphill, President  
Austin Agho  
Greg DuBois  
Etta Henry  
Casey Kohler  
Donna Meeks  
Tom Odom  
Ashley Schumaker  
Amanda Skaggs  
Harry Smithson  
Jay Wright

Committee members Kay Kemper and Robert Corn participated in the meeting via Zoom, from their homes in Virginia Beach and Springfield, Virginia, respectively. The remaining members attended in person and the quorum requirement was met.

The Chair called the meeting to order at 1:02 p.m

### **APPROVAL OF MINUTES**

Upon a motion by Ms. Allmond and seconded by Mr. Corn, the minutes of the Governance Committee meeting held on June 9, 2021 were approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper; Nays: None*).

## **REPORT FROM NAMING SUBCOMMITTEE**

On behalf of the Naming Subcommittee, Ms. Dickeski reported that the subcommittee held its first meeting to discuss what it expected to accomplish. It will review a draft policy for recommendation to the Board as a guide for any kind of renaming effort. The need for the renaming effort to be separate from the naming process that falls under the Office of Development was emphasized. It will also recommend draft language for the Bylaws to be considered by the Governance Committee for recommendation to the full Board and develop a task force comprised of key stakeholders including faculty, community and the administration. The subcommittee will present their recommendations to the Governance Committee, which will then take it to the full Board for discussion and approval. The Task Force will then be the receptor for any recommendations under the approved process. Ms. Dickeski noted the importance of beginning this process with input from President Hemphill.

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

At the request of the Chair, Ms. Meeks provided an overview of the proposed revisions to Board Policy 1107, Board of Visitors Meeting Scheduling and Procedures. She noted that the policy was expanded to add some of the details that are currently included in the Bylaws and to include detailed information about meeting notices, closed meetings, voting procedures, and meeting minutes as recommended in the Board Governance Audit. Information from current Board Policy 1105, Participation in Board of Visitors Meetings by Electronic Means of Communication in the Event of Emergency or Personal Matter or Certain Disabilities, was also folded into Policy 1107 and expanded and is recommended for rescission if the revisions of Policy 1107 are approved. In addition, the details currently included in the Bylaws are also proposed for deletion. Ms. Skaggs added that there was a bit of disconnect between which details were in the Bylaws, what was included in Board policy, and what was done in practice, so this would bring it all together in one document. Including information about closed session, especially as it relates to FOIA requirements, provides an easy reference for Board members. Links were added to the Code of Virginia whenever it is referenced.

The proposed revisions were discussed individually. It was pointed out that clarifying language was added regarding voting by the Rector and committee chairs since this issue arose at one of the meetings in the recent past. As clarified by University Counsel and in accordance with *Robert's Rules*, the full Board is a large enough body that the Rector's vote is not required unless to break a tie. Membership on the committees however, are smaller and the committee chairs should vote. It was noted as well that the Rector serves as an ex-officio member of the standing committees and as such should be included in committee votes.

Ms. Smith asked why the details of the Code of Virginia are included in the policy rather than just a reference and link to the Code. She voiced her concern that the policy may be out of compliance should there be a change to the statute. The Chair stated her preference to have as much detail as possible in the policy. Mr. Wright indicated that adding the detail satisfies SACSCOC requirements and Ms. Ska Tw ( )Tj1 (t)d ed ihat the9 (i)-1..d her the9 (i)-1..d 8 C t4 (-2 (0.004 Tc 0.024 Td C

referenced in the Bylaws. Ms. Meeks added that Board Policy 1110 authorizes University Counsel to make changes to policies to reflect changes to the law. Ms. Allmond asked if someone tracks the law to make sure those changes are made, to which Mr. Wright responded his office is kept apprised of changes to the law through their list-serve and Annie Morris Gibson also keeps track of changes to the laws impacting the University. SCHEV also sends out notifications about changes to the law. It was noted that these types of requirements are covered in SCHEV's orientation for new Board members and now board members are required to take training every two years, and each of the institutions can satisfy this requirement by offering SCHEV-approved training to its board at either an in-house orientation or a retreat. The Rector also suggested that Board members can also be made aware of new laws affecting them in the General Assembly reports they receive from the University.

Upon a motion made by Mr. Decker and seconded by Ms. Allmond, the proposed revisions to Board Policy 1107 were approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickeski, Kemper, Smith; Nays: None*). Ms. Dickeski thanked Donna, Amanda and Jay for the work they put into these proposed revisions.

### **CONTINUED REVIEW OF PROPOSED BYLAWS REVISIONS**

Prior to continuing its review of the proposed Bylaws revisions, Ms. Meeks advised the Committee that the Bylaws being shared reflect the revisions approved by the Board at its meeting in June, the best practices revisions already approved by the Committee, and the revisions discussed by the Committee at its last meeting but not yet approved by the Committee. The items left for discussion are highlighted. The Committee reviewed the following proposed revisions:

- Delete Sections 3.06-3.09 eeks3.09oposeaolfol9 -





### **MOTION FOR CLOSED SESSION**

President Hemphill requested a closed session for him to brief the Committee members on an issue that arose during the course of the meeting. At the Chair's request, Ms. Meeks read the following motion for closed session on behalf of the Board, "Madam Chair, on behalf of the Committee, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711.A.1. to discuss a personnel matter." The motion was seconded by Ms. Smith and approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper, Smith; Nays: None*).

Provost Agho, Vice President DuBois, Vice President Schumaker and Mr. Wright were asked to remain in closed session with the Committee.

### **RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION**

At the conclusion of closed session, the Chair reconvened the meeting in open session and asked Ms. Meeks to read the following Freedom of Information Act Certification on her behalf: "Any person who believes that the Committee discussed items which were not specifically exempted by law or not included in the motion, must now state where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Committee. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by roll-call vote (*Ayes: Allmond, Corn, Decker, Dickseski, Kemper, Smith; Nays: None*).

With no further business to discuss, the meeting was adjourned at 2:54 p.m.