

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, June 13, 2024**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met on Thursday, June 13, 2024, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

Jerri F. Dickeski, Chair
R. Bruce Bradley, Rector (*ex-officio*)
P. Murry Pitts, Vice Rector (*ex-officio*)
Kay A. Kemper (via Zoom)
E.G. Middleton

Other Board Members Present: Toykea Jones
Juan Montero, MD

Also present: Brian O. Hemphill, President
Austin Agho
David Flanagan
Ken Fridley
Annie Gibson
Nina Rodriguez Gonser
Jaime Hunt
Brandi Hephner LaBanc
Donna Meeks
Chad Reed
Ashley Schumaker
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 4:00 PM and noted that a quorum was present. Committee member Kay Kemper attended remotely from her home in Florida in accordance with Va. Code § 2.2-3708.3.B.1 and Board of Visitors Policy 1107. The Chair asked for approval of the minutes of April 18, 2024, and May 1, 2024, meetings. Upon a motion made by Mr. Middleton and seconded by Mr. Bradley, the minutes were approved by roll-call vote (*Bradley, Dickeski, Kemper, Middleton, Pitts*).

REVISIONS TO BOARD OF VISITORS POLICY 1530 – CODE OF STUDENT CONDUCT

Brandi Hephner LaBanc, Vice President for Student Engagement and Enrollment Services, briefed the Committee on the proposed revisions to the Code of Student Conduct to address behaviors related to digital learning to support faculty, ensure alignment with EVMS policies, and needs before the integration, the proliferation of generative artificial intelligence, and new leadership. A shared governance approach was used during the review of the revisions, which also included the associate university counsel.

Upon a motion by Mr. Middleton and seconded by Mr. Pitts, the proposed revisions were approved by the Committee by roll-call vote (*Bradley, Dickseski, Kemper, Middleton, Pitts*).

NEW BOARD OF VISITORS POLICY 1109 – PROHIBITION ON PARTICIPATION IN MALIGN FOREIGN TALENT RECRUITMENT PROGRAMS

David Flanagan, Director of Secure Research and Regulated Activities, briefed the Committee on the need for this new policy under new federal requirements. Upon a motion made by Mr. Middleton and seconded by Mr. Pitts, the proposed revisions were approved by the Committee by roll-call vote (*Bradley, Dickseski, Kemper, Middleton, Pitts*).

HEALTH SCIENCES CENTER BOARD OF DIRECTORS APPOINTMENTS

Rector Bradley informed Committee members that the legislation calls for a board of 17 members to oversee EVMS following integration. The original legislation called for nine members to be appointed by the EVMS Foundation but will be updated effective July 1 to reduce the number from nine to seven. Four members will be appointed by the ODU Board and one each from the Governor, the House, the Senate, and Sentara. The Board of Directors will be a standing committee of the Board of Visitors, and although the Rector's appointees do not require approval by the full Board, it was recommended by Al Wilson, University Counsel, that the names be presented to the full Board for this initial appointment. Mr. Wilson also explained that the terms of the initial members are staggered, with the members appointed by the Governor, Senate, and House serving four years, four of the EVMS appointments serving three years, the Rector's appointees serving two years, and the final three appointees of the EVMS Foundation serving one year. Sentara recommends a member to the Governor for his consideration for appointment. President Hemphill and Dr. Abuhamad are *ex-officio* members. The Chair and Vice Chair are elected by the Board of Directors.

The Committee discussed the need for an organizational meeting of this Board prior to the September quarterly meeting. President Hemphill suggested that this initial meeting be incorporated into the schedule for the Board's retreat in August with an invitation to join the Board for the reception and dinner the first evening. He noted that we need to treat this board in a similar way that we treat other functional committees of the Board of Visitors and will include a meeting of Board of Directors in the two-day quarterly meeting schedule, likely the first meeting of the first day, and then scheduling two of the other committees to meet the morning of the second day prior to the full Board meeting. For the September meeting, Dr. Abuhamad has a speaking

engagement out of the country that coincides with the established dates of the meeting, so will be out of the country, so the Board of Directors will meet earlier in the week.

IN-PERSON ATTENDANCE VS. REMOTE PARTICIPATION IN BOARD OF VISITORS MEETINGS

The Committee continued its discussion on in-person vs. virtual attendance at Board of Visitors meetings. The issue was brought up due to difficulty in having a quorum present for meetings. The pertinent sections of the Bylaws and Board Policy 1107 provided by University Counsel address removal of members who do not attend meetings and the number of meetings a Board member can attend remotely. President Hemphill suggested that the Board should maintain flexibility in its policy to recognize that there are times when a Board member may need to miss a meeting. It was suggested that this topic be covered during the orientation for new Board members.

NEXT STEPS

The chair reminded the Committee that election of officers will take place at the full Board meeting tomorrow morning. The Committee will continue to review policy revisions and new policies as they are needed. The Vice Rector commended the chair for the work that has been done in updating the Board policies and the chair, in turn, recognized former Rector Kay Kemper who created the Governance Committee to guide the process.

With no further business to discuss, the meeting was adjourned at 4:30 PM.