

OLD DOMINION UNIVERSITY

BOARD OF VISITORS

The Board of Visitors of Old Dominion University met in regular session on Friday, December 10, 2021, at 9:00 a.m. in the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Board:

R. Bruce Bradley, Rector
Yvonne T. Allmond
Robert A. Broermann
Robert S. Corn
Unwana B. Dabney (via Zoom)
Peter G. Decker, III
Jerri F. Dickeski (via Zoom)
Alton J. Harris
Larry R. Hill
Toykea S. Jones (via Zoom)
Kay A. Kemper (via Zoom)
Ross A. Mugler
P. Murry Pitts (via Zoom)
Maurice D. Slaughter
Lisa B. Smith
Armistead D. Williams, Jr.
Omotomilola Jegede (*Student Representative*)

Absent from the Board: Carlton F. Bennett

Also present:

Brian O. Hemphill, President	Todd Johnson
Austin Agho	Donna Meeks
Bruce Aird	Brian Payne
Alonzo Brandon	September Sanderlin
Jane Dané	Ashley Schumaker
Morris Foster	Wood Selig
Giovanna Genard	Amanda Skaggs
Annie Gibson	Don Stansberry
Casey Kohler	Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Rector called the meeting to order at 9:01 a.m. Pursuant to Virginia Code § 2.2-3708.2 and the Board’s corresponding policy, the following Board members participated in the meeting via Zoom:

ODU has entered the initial stages of a national search for a leader of this critical and exciting initiative. The Assistant Vice President for Maritime, which will be housed under the Office of Research, will be a central element in solidifying these efforts in the months and years to come. This is an area of growth and prominence for our University.

A Deepening Partnership in Healthcare

On August 17, 2021, he was honored to host an inaugural convening, titled “Deepening the Partnerships.” During the meeting, the group of individuals from ODU, as well as Eastern Virginia Medical School (EVMS) and Sentara, engaged around the following agenda items: historical partnership overview; Memorandum of Understanding (MOU) best practices presentation; process, structure, and timeline presentation; and an open discussion regarding meeting topics and next steps.

A follow-up meeting was hosted by EVMS on October 21, 2021. The purpose of that meeting was to discuss a proposed MOU, which was prepared by a working group that began meeting on a regular basis following the August 17, 2021, meeting. During the meeting, the group also discussed a strategy for continued and growing engagement with state leaders.

Immediate next steps from the October 21, 2021, meeting include a luncheon meeting with the Hampton Roads delegation to be held on December 15, 2021, at ODU with a Memorandum of Understanding signing ceremony and public announcement to be held on December 17, 2021, at a neutral location in Hampton Roads. A team, assembled of representatives from all three organizations, is finalizing logistics for next week’s events, which will be critical in continuing to build the partnership and support for greater alignment, collaboration, and synergy as we move forward together.

Legislative Visits and Institutional Priorities

Over the course of the summer and this fall, he has engaged with state officials to share ODU’s priorities for the 2022 session of the General Assembly. In working to build awareness and support for the University’s mission and initiatives, the following initiatives and projects have been at the forefront of the meetings.

- ***Base Adequacy Increase (Funding Request: \$10 million in FY2023 and \$10 million in FY2024):*** Despite the significant increase in the Commonwealth of Virginia’s support in FY2022, ODU’s total funding for in-state FTE students is still 26% lower than the average for Virginia public doctoral institutions-- \$15,738 vs. \$21,175 mean. Maintaining access and affordability has been balanced with modest tuition increases via significant reallocations of incremental tuition revenue; in fact, ODU has not increased tuition for in-state undergraduate students for three consecutive years. ODU’s in-state undergraduate tuition is the lowest of all six doctoral institutions and lower than many of the other Virginia four-year public institutions. A base adequacy increase of \$20 million will improve ODU’s funding per FTE to \$16,874, but tuition increases may also be necessary to address the overall funding issues.
- ***Student Financial Assistance (Funding Request: \$7,572,000 in general funds for student financial assistance in FY2023 and \$7,572,000 in FY2024):*** ODU is challenged to support over 8,000 Pell-eligible enrolled students, providing access and educating more economically disadvantaged students than nearly every other four-year institution in the

Commonwealth. ODU's general funded portion of undergraduate and graduate student financial assistance totals approximately \$31 million and meets approximately 43% of ODU's goal of \$72.1 million to achieve 100% of unmet need. Data shows that if we can meet 64% of a student's financial need, he or she is more likely to persist. To accomplish this objective within the next two years, approximately \$15.1 million in state funded financial assistance would be required over the next biennium.

- Maritime Center for Mission Engineering Solutions and Workforce Training (Funding Request: \$3,013,585 FY2023 and \$3,013,585 in FY2024):** ODU's Maritime Center for Mission Engineering Solutions and Workforce Training will be positioned to become the national academic center of excellence for mission integration and naval sustainment for the Navy. Mission Engineering applies systems engineering concepts, practices, and technologies to manage complexity in highly connected systems. ODU has the opportunity to become the national academic center for innovation and workforce solutions for the Navy Surface Warfare Centers focused on naval sustainment – Accelerating Technology Innovation to the Fleet. The Center will provide innovation, technical assistance, and commercialization advice for maritime employers seeking to transform their workplaces by adopting digital technologies, and also create a robust talent pipeline that meets the Navy's workforce requirements, the needs of private shipbuilding/repair companies and the expanding offshore wind industry and attract other advanced manufacturing industries to Hampton Roads. The funding would be used to support 12.0 new FTE positions (8.0 teaching and research faculty, 1.0 executive director, 1.0 deputy director, 2.0 administrative support staff). Requested base funding would be split 50/50 between tuition and new general funds.
- Biology Building (Funding Request: Full funding at \$128 million):** This project includes a new 162,851 gsf, multi-story building, which will replace the existing Life Sciences Building, which will be renovated for new use. The new facility will support current ODU enrollment in the sciences, as well as its ability to support the Commonwealth's STEM Degree production goals. It will house undergraduate teaching and graduate research biology laboratories (covering general biology, environmental science, anatomy & physiology, microbiology, ecology, cadaver dissection, immunology, and advanced skills laboratories), dedicated research laboratories, shared research laboratory support facilities, classrooms, an animal research facility, a greenhouse, and faculty and administrative office space. ODU received authority to begin detailed planning and anticipates submission of planning documents when permitted (July 2022).
- Data Science Building (Funding Request: Full funding at \$102 million):** The proposed Data Science Building supports ODU's long-*uvcpfkpi"Eq o o qpygcenvj ykfg"ngcftgjkr"kp"rtqfwekpi"UVGO J"itcfwcvgu0" C" uvcvg qh vjg ctv" hceknkv{" ku" pggfgf" vq" gpuwtg" QFW0u" eqpvkpwgf"ngcftgjkr"kp"vjg"rtqfwekqp"qh"UVGO J"itcfwcvgu"cpf"gzrcpf"fgitgg"qfferings* in data science and engineering. The Data Science and Engineering Building will provide strategic growth of data science and engineering careers, support for expanded experiential learning initiatives, and access to collaboration and student support spaces that are lacking *qt" pqp gzkuvgpv" kp" ewttgpy" hceknkvkgu" ugtxkpi" vjgug" uvwfgpvu." hcewnv{." cpf" tgugcte jgtu0" Kp" addition, engineering programs that have been constrained by limited and outdated ncdqtcvqtkgu"cpf"ngctpkpi"urcegu" "uwej"cu"Gngevtkecn"Engineering, Computer Engineering, Biomedical Engineering, Engineering Technology, Mechanical Engineering, and*

Cgtqurceg" Gpikpggtkpi" " ykm" dg" jqwugf" kp" vjg" pgy" urceg0" Dtkpikpi" vqigvjgt" vjgug" disciplines within a collaborative data science space that provides students the opportunity to learn about manufacturing, technology, and innovation will better prepare future graduates for multidimensional careers in computing, technology, and engineering.

As we engage in final preparations for the gubernatorial transition and upcoming session, we are continuing to share the importance of these initiatives for ODU, its students, and our future.

Strategic Planning Process and Next Steps

As Old Dominion University is fully focused on charting a clear course for our continued success and future direction, we are embarking on an inclusive and intensive year-long strategic planning process. That process will be defined by the engagement and work of a total of 12 groups, specifically a Steering Committee; Mission and Core Values Subcommittee; Challenges and Opportunities Subcommittee; Academic Excellence Subcommittee; Research Growth Subcommittee; Corporate/Community Partnerships and Economic Development Subcommittee; Strategic Enrollment Growth Subcommittee; Student Engagement and Success Subcommittee; Philanthropic Giving and Alumni Engagement Subcommittee; Branding, Marketing, and Communication Subcommittee; Budget Team; and Writing Team.

Following nominations from the University's functional areas and recommendations from campus stakeholder groups, individual membership of these significant groups has been finalized and announced. The first three groups (the Steering Committee; Mission and Core Values Subcommittee; and Challenges and Opportunities Subcommittee) will begin their work now. Seven additional groups (the Academic Excellence Subcommittee; Research Growth Subcommittee; Corporate/Community Partnerships and Economic Development Subcommittee; Strategic Enrollment Growth Subcommittee; Student Engagement and Success Subcommittee; Philanthropic Giving and Alumni Engagement Subcommittee; and Branding, Marketing, and Communication Subcommittee) will begin their work in January of 2022. The Budget Team will begin its work in April of 2022, while the Writing Team will begin its work in June of 2022. This phased approach will maximize the outcomes of each group and provide a supportive environment in which a strong foundation will be built throughout the coming year.

As we embark on this collaborative process, frequent updates will be shared. Additionally, an interactive platform will be provided for the campus and the community to provide feedback. In order to facilitate this level of continuous engagement, a webpage will be launched in the coming weeks to share regular updates regarding the overall process and related milestones, as well as agenda and minutes for each of the groups.

Together, we will work toward a September 2022 presentation to the Board of Visitors and a subsequent campus-wide comment period followed by a December 2022 consideration by the Board of Visitors and a January 2023 implementation by our campus community.

Winter 2021 Commencement

On December 18, 2021, Monarch Nation will join together to celebrate our newest graduates during Commencement ceremonies to be held at 9:00 AM with 1,038 graduates from the Darden College of Education and Professional Studies, the Frank Batten College of Engineering and Technology, the College of Sciences, and the Graduate School followed by a 2:00 PM ceremony with 799 graduates from the Colleges of Arts and Letters, the Strome College of Business, the

College of Health Sciences, and the Graduate School. On this day, a total of 1,837 graduates, including 1,442 with bachelor's degrees, 318 with master's degrees, and 77 with doctoral degrees, and their loved ones will join together in Chartway Arena for this significant achievement and celebrated milestone. I look forward to my first ODU Commencement experience!

Myrtle Beach Bowl

On December 20, 2021, the Monarchs will take on the University of Tulsa in the Myrtle Beach Bowl. With kick-off at 2:30 PM on the campus of Coastal Carolina University in Brooks Stadium, many Monarch fans will be there in-person, while others will watch on ESPN. This is a great opportunity for our University, and we are looking forward to Board members, senior leaders, generous donors, and dedicated friends joining in on this excitement.

As part of today's meeting, comprehensive updates regarding the work of the Vice President for Administration and Finance Search Committee and the Branding, Marketing, and Communication Task Force will be provided.

REPORTS OF STANDING COMMITTEES

ACADEMIC AND RESEARCH ADVANCEMENT COMMITTEE

Ms. Jones, chair of the Acae4 (nd w)2 (e)4 (a)4 (rV2 (. T)*)-10 ()4 (a R-2 (ooEMC CID 6 BD-2 (he)n)-4 (

to Associate Professor in 2009 in ODU's Department of Engineering Technology. During 2011-2013, Dr. Dean left ODU for an executive position with an esteemed professional group, the American Society of Naval Engineers (ASNE), where he was Project Director for ASNE's Naval Engineering Education Center (NEEC), a consortium of fifteen colleges and universities under contract to Naval Sea Systems Command (NAVSEA) to provide naval engineering experience to college students to foster degree completion and to promote careers with NAVSEA. In 2013, Dr. Dean returned to ODU as Assistant Dean for Research and Graduate Studies, an untenured administrative post. He was recently selected for a tenured position in the Department of Engineering Technology at the rank of Professor.

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. Dean were received from the departmental, college, and university promotion and tenure committees, as well as from the acting department chair for this review, and the college dean.

The Promotion and Tenure Committee for the Department of Engineering Technology (3-0), the Promotion and Tenure Committee for the Batten College of Engineering & Technology (5-0) and the University Promotion and Tenure Committee (5-0) unanimously recommend this appointment. The acting chair and dean recommend appointment with tenure.

Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Anthony Dean meets the standards for tenure at the rank of Professor in the Department of Engineering Technology at Old Dominion University.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that, upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Emily Ondracek-Peterson as Associate Professor of Music with the award of tenure in the Ludwig F. Diehn School of Music in the College of Arts and Letters, effective August 10, 2021.

Salary: \$110,000 for 12 months (Designated as the Executive Director of the Ludwig F. Diehn School of Music)
Rank: Associate Professor of Music

The following contains my recommendation for the initial appointment with tenure of Dr. Emily Ondracek-Peterson as Associate Professor in her role as Executive Director of the F. Ludwig Diehn School of Music. Dr. Ondracek-Peterson received Bachelor and Master of Music degrees

from The Julliard School, Master and Doctor of Education degrees from Columbia University, and, most recently, an M.B.A. degree from University of Colorado Denver, with specialties in Leadership, Business Strategy, and Entrepreneurship. Prior to ODU, Dr. Ondracek-Peterson was a tenured Associate Professor of Violin and Director of both String Studies and Chamber Music at the Metropolitan State University of Denver (2014-2021). She taught a wide range of courses in instrumental techniques, pedagogy, composition, and musical entrepreneurship. Her musicianship as a nationally and internationally acclaimed performing and recording artist is impressive, both as a soloist and as first violinist of the Voxare String Quartet. Dr. Ondracek-Peterson created new experiential learning opportunities for pre-college students through her initiatives including *Strings Abroad*, the EOP String Competition, and *OrchestraPalooza!*. She -

College of Sciences

Dr. Raymond Cheng
Department of Mathematics & Statistics

Analysis and Recommendation:

The following contains my recommendation for the tenure and promotion application of Dr. Raymond Cheng, currently Associate Professor in the Department of Mathematics & Statistics in the College of Sciences.

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].

Dr. Cheng received a B.A. in Mathematics and Physics, an M.S. and a Ph.D. in Mathematics from the University of Virginia. He joined ODU initially as a Lecturer (2011-2015), became an Associate Professor of Practice (2015-2017), and was appointed as an unte-

BE IT FURTHER RESOLVED, that the dual employment of those listed above is recognized and approved effective retroactively to the date of their respective hire.

Committee members approved the consent agenda items including the appointment of seven faculty, 14 administrative faculty, and six emeritus/emerita faculty. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by roll-call vote (*Ayes: Allmond, Broermann, Corn, Dabney, Decker, Dickeski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

FACULTY APPOINTMENTS

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

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Emily Culver Visiting Assistant Professor, Department of Art	\$59,850	12/25/21	10 mos

Ms. Culver received an M.F.A. in Metalsmithing from Cranbrook Academy of Art and a B.F.A. in Metals/Jewelry/CAD-CAM from Temple University. Previously she was an Instructor in the Department of Craft/Material Studies at Virginia Commonwealth University.

Ms. Jaquira Diaz Visiting Professor, Department of English	\$22,500	12/25/21	5 mos
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Ms. Diaz received an M.F.A. in Creative Writing from the University of South Florida and a B.A. in English/Creative Writing from the University of Central Florida. Previously she was Visiting Writer, Good Thunder Reading Series, Minnesota State University Mankato. (Designated as the Mina Hohenberg Darden Endowed Professor of Creative Writing)

Ms. Jamie Hartsfield Lecturer. Department of Counseling and Human Services	\$51,450	12/25/21	10 mos
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Ms. Hartsfield received an M.Ed. in Marriage and Family Counseling from the College of William and Mary and a B.A. in Psychology from Texas A&M University. Previously she was a Lecturer in the Department of Counseling and Human Services at Old Dominion University and Owner/Counselor of Thrive Counseling for Healing and Growth.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Dr. Andrei Pakhomov Research Professor and Executive Director, Frank Reidy Research Center for Bioelectronics	\$208,560	10/10/21	10 mos

Dr. Pakhomov received a Ph.D. in Biophysics/Radiation Biology from Medical Radiology Research Center, Russian Academy of Medical Sciences and an M.Sc. in Biology/Animal and Human Physiology from Moscow State University. Previously he was a Research Professor in the Frank Reidy Research Center for Bioelectronics at Old Dominion University.

Dr. Gymama Slaughter Associate Professor, Department of Electrical and Computer Engineering, and Executive Director of the Center for Bioelectronics	\$225,615	10/10/21	10 mos
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Dr. Slaughter received a B.S. in Chemistry, an M.S. in Chemical Engineering, and a Ph.D. in Computer Engineering from Virginia Commonwealth University. Previously she was Associate Professor of Electrical and Computer Engineering and Executive Director of the Frank Reidy Research Center for Bioelectronics at OineD-1 (io)2 (eN2pPmi5 (fe)6 (c5 (fnd C)-3Uou)-9.5 (e)4 iv6 (c)65-6 (n)-

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Ms. Sierra Croker Academic Development Program Coordinator, Institutional Effectiveness and Assessment, and Instructor	\$53,550	9/10/21	12 mos

Ms. Croker received a B.S.W. from Virginia Commonwealth University and an M.S.Ed. in Educational Leadership from Old Dominion University. Previously, she worked as a Graduate Programs Coordinator and Transfer Advisor at Virginia Commonwealth University.

Ms. Donna Dail Distributive Education Clubs of America (DECA) Specialist, Darden College of Education and Professional Studies, and Assistant Instructor	\$62,379	10/25/21	12 mos
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Ms. Dail received a B.S. in Marketing Education from Virginia Tech. Previously, she was a National Board-Certified marketing education teacher and more recently became Virginia DECA Specialist, housed at Piedmont Virginia Community JEMC /P MCID 11 BDC /TDty 11 Educa 12 (m)-2 (S)-ssisy a

Name and Rank

Salary

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Hampton Roads Women of Distinction Award, and Outstanding Faculty Award from Augusta University (formerly the Medical College of Georgia). She has also received several awards from the American Association for Respiratory Care (AARC) in recognition of her teaching, service and research including the Educational Practitioner of the Year Award, Delegate of the Year, Forrest Bird Literary Award (for outstanding publication),

an Assistant Professor of Biological Sciences in 1987, was promoted to Associate Professor in 1992, and achieved the University Professor designation in 2010.

Stevens received the Most Inspiring Faculty Award in 1989 from the College of Sciences. Over the next three decades 37 students selected him as their most inspiring faculty member. He was awarded the Armada Hoffer Weekend College Teaching Award in 2002 and received the Shining Star Award and Advisor of the Year Award in 2009, 2010, and 2014.

Stevens has been influential in teaching over 15,000 students at ODU. Approximately 150 have attended allopathic or osteopathic medical schools, 25 attended dental schools, 20 attended physical therapy programs, and hundreds enrolled in nursing and dental hygiene programs.

AGNES FULLER WYNNE

Agnes Fuller Wynne received a BA in Music from the University of Richmond and the Master of Music in Vocal Performance from the University of Maryland. She joined Old Dominion University as a full-time Instructor of Music in 1991, was promoted to Lecturer in 1997, promoted to Senior Lecturer in 2006, and attained the rank of Master Lecturer in 2019. Recognition of her accomplishments in teaching include the Joel S. Lewis Faculty Award for Excellence in Mentoring (College of Arts and Letters). She was inducted into Pi Kappa Lambda Music Honor Fraternity (ODU Chapter) in 1994 and holds the Army Certificate for Patriotic Civilian Service as vocal soloist with the Continental Army Band, receiving two Citation Medallions.

Wynne has served as the major professor for hundreds of vocal students pursuing Music Education and Performance degrees. She has served as Chief Departmental Advisor for the Diehn School of Music for half of her career and conducts orientation sessions with every incoming student. She has acted as Area Coordinator for the Vocal Area and has served as the Faculty Advisor for Sigma Alpha Iota Women's Music Fraternity. Wynne is an active recruiter and has been instrumental in bringing national performers to the campus for master classes and studio classes. Her committee work is extensive, serving on the Advisory Council

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Broermann, Corn, Dabney, Decker, Dickseski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None).

**APPROVAL OF A DOCTOR OF
OCCUPATIONAL THERAPY DEGREE PROGRAM**

RESOLVED that, upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposed Doctor of Occupational Therapy degree program in the School

sectors with a variety occupational needs. Today's OTDs are addressing and mitigating health disparities in access, quality, and costs, chronic physical and mental health issues, cultural differences and political priorities, healthcare reimbursement and practice delivery models, and client outcomes in health, wellness, and quality of life. They are trained to address the chronic healthcare needs individuals, communities, and populations through prevention, lifestyle modification, and physical and psychosocial rehabilitation. They are developing quality and value-

infrastructure for the future. Dr. Shetty also provided an overview of the Center's national and regional impact in the areas of securing critical infrastructure.

ATHLETICS COMMITTEE

Ms. Allmond, chair of the Athletics Committee reported that Athletic Director Wood Selig provided an update on the move to the Sun Belt Conference explaining the footprint of the member institutions with decreased travel and increased fan interest, the vastly increased media coverage value with ESPN, the positive social media coverage, and the potential timeline for ODU to begin competing in the conference.

Head Football Coach Ricky Rahne introduced his three core values – care, compete, character – and related those to his perspective on the conference change where he described the Sun Belt Conference as a higher level of competition as compared to Conference USA, which will provide a better student-athlete experience with less travel and greater ability for fans to travel, coaches of great character, national viewership on ESPN, great bowl tie ins, and better recruiting opportunities. He also discussed the high winning records of the Sun Belt Conference as compared to CUSA in conference and bowl appearances.

Annamarie Ginder, Assistant Director of Compliance, updated the committee on Name, Image, and Likeness (NIL) and reviewed the permissible and prohibited actions based on the Old Dominion NIL policy released on July 1, 2021. She also provided insight on the look ahead to include policy modification, monitoring State and Federal regulations, and continued education for student-athletes.

Jena Virga, Executive Senior Associate for Development, provided an athletics fundraising update with 2020-21 fundraising success highlights, an update on the L.R. Hill football locker room expansion, the baseball stadium fundraising initiative, and sport specific enhancement fundraising.

Noah Wilkins, President of the Student-Athlete Advisory Committee (SAAC) and student-athlete swimmer, reviewed the three pillars of the SAAC – community service, student-athlete welfare, and championship effort – and discussed current and future SAAC projects and initiatives.

AUDIT AND COMPLIANCE COMMITTEE

Mr. Harris, vice chair of the Audit and Compliance Committee, reported that Amanda Skaggs, Chief Audit Executive, briefed the Committee on revisions to the Committee's Charter. The Audit Committee Charter, as revised, was brought forth as a recommendation of the Audit and Compliance Committee and was approved by roll-call vote (*Ayes: Allmond, Broermann, Corn, Dabney, Decker, Dickeski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None*).

More specifically, the below are some of the duties of the Committee:

GOVERNANCE COMMITTEE

On behalf of Jerri Dickeski, chair of the Governance Committee, the Rector reported that the committee met twice since September. At its meeting on November 15, the Committee reviewed three Board policies. No changes are recommended for Policies 1102, Communications with the Board of Visitors, and 1103, Recommended Qualifications and Competencies for Members of the Old Dominion University Board of Visitors. Minor revisions are proposed for Policy 1110, Editorial Revisions to Board of Visitors Policies and Procedures When There are Title Changes and Changes to Office Names.

The following policies were brought forth as recommendations of the Governance Committee and were approved by roll-call vote (*Ayes: Allmond, Broermann, Corn, Dabney, Decker, Dickeski, Harris, Hill, Jones, Kemper, Mugler,*

Decker, Dickeski, Harris, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams; Nays: None).

RESOLUTION REGARDING BOARD OF VISITORS POLICIES

WHEREAS,

- 1471 – Faculty Grievance Committee and Hearing Panels: Composition and Procedures
- 1480 – Guidelines for Appointment and Promotion of Librarians
- 1491 – Annual Leave Policy for Administrative and Professional Faculty and Eligible Instructional and Research Faculty on Twelve-Month Contracts
- 1492 – Compensation and Personnel Administration Plan for Administrative and Professional Faculty
- 1493 – Extra Compensation for Administrators with Faculty Rank
- 1494 – Outside Employment Policy for Administrative and Professional Faculty
- 1633 – Quasi-Endowment and Current Funds Reserve Portfolio Pool A and Pool Bsi[1493

agree to make payments under the promissory note in sums sufficient to pay, together with certain

amounts pledged to the payment of the Note in accordance with Section 1 hereof to, or as security for, the payment of any other Institution obligations issued or entered into after the date hereof for so long as the Note and any amendments thereto remain outstanding.

Section 3. The authorizations given above as to the approval, execution, delivery and issuance of the Loan Agreement, the Note and any amendments thereto (in connection with any refunding of Pooled Bonds financing or refinancing the Project or otherwise) are subject to the following parameters: (a) the principal amount to be paid under the Note allocable to any component of the Project, together with the principal amount of any other indebtedness with respect to such component, shall not be greater than the amount authorized for such component by the General Assembly plus amounts needed to fund issuance costs, original issue discount, other financing (including without limitation refunding) expenses and any other increase permitted by law; (b) the aggregate principal amount of the Note shall in no event exceed \$5,200,000 as the same may be so increased; (c) the aggregate interest rate payable (i) under a tax-exempt Note shall not exceed a “true” or “Canadian” interest cost more than 50 basis points higher than the interest rate for “AA” rated securities with comparable maturities, as reported by Thomson Municipal Market Data (MMD) or another comparable service or index for tax-exempt yields, as of the date that the interest rates are determined, taking into account any original issue discount or premium and (ii) under a taxable Note shall not exceed a “true” or “Canadian” interest cost more than 50 basis points higher than the interest rate for “AA” rated securities with comparable maturities, as reported by MMD or another comparable service or index for taxable yields, as of the date that the interest rates are determined; (d) the weighted average maturity of the principal payments due under the Note shall not exceed 20 years after the original issue date of the Note; (e) the last principal payment date under the Note shall not extend beyond the reasonably expected weighted economic life of the Project; and (f) subject to the foregoing, the actual amount, interest rates, principal maturities, and date of the Note shall be approved by an Authorized Officer, as evidenced by the execution thereof.

Section 4. The Board acknowledges that if there is a failure to make, as and when due, any payment of the principal of, premium, if any, and interest on any promissory note issued by the Institution as a Participating Institution to the Authority under the Program, including without limitation the Note and any amendments thereto, the State Comptroller is authorized under the Program and Section 23.1-1211 of the Code of Virginia of 1950, as amended, to charge against appropriations available to the Institution all future payments of principal of, premium, if any, and interest on such promissory note when due and payable and to make such payments to the Authority or its designee, so as to ensure that no future default will occur on such promissory note.

Section 5. The Board agrees that if the Authority determines the Institution as a Participating Institution shall be subject to continuing disclosure obligations under Rule 15c2-12 of the federal Securities and Exchange Commission with respect to any Pooled Bonds, (a) an Authorized Officer shall, and is hereby authorized and directed to, enter into a continuing disclosure undertaking in form and substance reasonably satisfactory to the Authority, and (b) the Institution will comply with the provisions and disclosure obligations contained therein.

Section 6. The Board designates the *Vice President for Administration and Finance* to be responsible for implementing procedures to monitor post-issuance compliance with covenants in any loan agreement between the Institution as a Participating Institution and the Authority, including the Loan Agreement and any amendments thereto, related to maintaining tax-exempt status for federal income tax purposes of interest on any Pooled Bonds, including without

infrastructure for support, non-traditional/online freshmen have lower retention and graduation rates, high percentage of low-income students, growing Hispanic population while other groups decline, traditional pipeline from VCCS has significant declines, non-traditional/online students enroll as mostly part-time students, tuition model, incentive to grow programs; particularly the online professional masters; face-to-face numbers declining and increasing demand for asynchronous online offerings, increasing competition from online enrollment, graduate assistantships/fellowships are not competitive, potential market for career switchers/completers, potential climate in the United States and feeder countries, and challenges of student mobility created by the Pandemic.

By maintaining the current level of the main campus enrollment, continuing to build infrastructure, and focusing on growth in the online environment, the University could potentially double online enrollment, bringing total enrollment to approximately 30,000.

In response to a question from Mr. Hill, Vice President Stansberry stressed the importance of creating the best tuition model for students taking courses fully online. President Hemphill added that the ODU Online task force is looking at that as part of an overall business plan to include in its recommendations. Vice President Stansberry said that ODU is working on 2 (ot)-8 (i)-2 (s)Stat kion mot st

OLD/UNFINISHED BUSINESS

There was no old or unfinished business to come before the Board.

NEW BUSINESS

There was no new business to come before the Board.

With no further business to discuss, the meeting was adjourned at 1:35 p.m.