

APPROVED BY BOARD 9/13/24

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
Friday, June 14, 2024**

MINUTES

The annual meeting of the Board of Visitors of Old Dominion University was held Friday, June 14, 2024, at 9:00 a.m. in the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Board:

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educational programs, bolster the workforce pipeline, and address health and economic disparities in the Hampton Roads region and the Commonwealth; and

WHEREAS, while her tenure on the Board is ending, Kay's commitment to her *alma mater* endures, and she will be witness to transformational changes that began under her stewardship.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University expresses its gratitude to Kay A. Kemper for her years of service on the Board of Visitors of Old Dominion University.

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
RESOLUTION OF APPRECIATION**

**R. Bruce Bradley '78
June 14, 2024**

WHEREAS, R. Bruce Bradley was appointed by Governor Terry McAuliffe to the Old Dominion University Board of Visitors on July 1, 2016, and was reappointed to a second four-year term on July 1, 2020, by Governor Ralph Northam; and

WHEREAS, Bruce served as the Board's Vice Rector from 2020 to 2021 and has served as the Board's Rector since 2021. He served on the Board's Executive; Academic and Research Advancement; Audit, Compliance, and Human Resources; and University Advancement and University Communications Committees; and represented the Board on the Educational Foundation Investment Committee; and

WHEREAS, during his last three years as Rector, Bruce worked in close partnership with President Brian O. Hemphill, Ph.D. in transforming the operations of the Board. A two-day meeting model was introduced, which enabled Board members to attend all committee meetings to become more informed and engaged; an educational moment was added to the quarterly meeting agenda for the Board to take a deeper dive on issues of interest; and a greater focus has been placed on succession planning by working in partnership with the Vice Rector; and

WHEREAS, during Bruce's tenure on the Board, the University began several new initiatives, including, but not limited to: ODU*Global*; School of Cybersecurity; Hampton Roads Biomedical Research Consortium; Institute for Coastal Adaptation and Resilience; School of Data Science; School of Supply Chain, Logistics, and Maritime Operations; and the Center for Telehealth Education and Research at the Virginia Beach Higher Education Center. The University also earned the Carnegie R1 research designation for the first time in its history; and

WHEREAS, Old Dominion University's physical campus has transformed during Bruce's service on the Board with the addition of the Barry Art Museum, the Owens House Residence Hall, the Broderick Dining Commons, the Chemistry Building, the Education Building, and the new Health Sciences Building; and

WHEREAS, Bruce’s eight years of service on the Board culminated with the merger of Old Dominion University and Eastern Virginia Medical School to become the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, which will enhance healthcare, strengthen educational programs, bolster the workforce pipeline, and address health and economic disparities in the Hampton Roads region and the Commonwealth; and

WHEREAS, while his tenure on the Board is ending, Bruce’s commitment to his *alma mater* endures, and he will be witness to transformational changes that began under his stewardship.

THEREFORE, BE IT RESOLVED, that the Board of Visitors of Old Dominion University expresses its gratitude to R. Bruce Bradley for his years of service on the Board of Visitors of Old Dominion University.

Following the presentation of the Resolution of Appreciation to Rector Bradley, he noted that succession planning was a key issue over the last two years. He recognized Jerri Dickeski for working with him to include this in the Bylaws. During his tenure as Rector, he has been meeting with the President every other Wednesday, either by phone or Zoom, and Murry has been included in those conversations. He is confident that the Board will not miss a beat once Murry takes the helm.

APPROVAL OF MINUTES

Upon a motion made by Mr. Mugler and seconded by Ms. Dickeski, the minutes of the Board of Visitors meeting held on April 19, 2024, and the Board Planning Retreat held on May 1, 2024, were approved by all members present and voting (*Allen, Bradley, Corn, Dickeski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

RECTOR’S REPORT

Rector Bradley stated that the merger with EVMS is the most transformational event in the history of Old Dominion University. As a result of the merger, ODU’s research enterprise will grow from approximately \$72 million to \$100 million, its endowment will grow from \$350 million to \$500 million (making it first place among Sun Belt schools and three times that of JMU), and with the inclusion of ODU in the “research triangle” with Virginia Tech, UVA and VCU, ODU will attract additional research funding and bring businesses to Virginia. Joan Brock’s gift of \$20 million and Dennis Ellmer’s gift of \$20 million likely would not have happened were it not for the merger.

The Rector commented that transformational events do not happen without a transformational leader, and whenever President Hemphill receives accolades for making this happen, he is quick to say that it would not have happened without his leadership team. He added that it has been a huge honor and treat to have worked with President Hemphill over the past three years.

PRESIDENT'S REPORT

The President recognized Ms. Jaime Hunt, ODU's the inaugural Vice President for University Communications, who is leaving the University to start her own business.

In his report to the Board, President Hemphill provided updates on the following events and activities:

Artificial Intelligence (AI) Pillars

Since the September 2023 Artificial Intelligence (AI) Campus-Wide Symposium, University officials have been working diligently to develop

data mesh framework to harness and analyze student data in order to

Roads geared towards developing standards and best practices for cybersecurity, specifically information sharing and engagement among offshore wind energy stakeholders. The center will develop a testbed for cybersecurity testing and evaluation, including an evaluation of attacks and impacts. A best practices playbook will be developed in partnership with the Idaho National Laboratory. This CDS project included the support of Senators Warner and Kaine with leadership from Center for Secure and Intelligent Critical Systems Executive Director Sachin Shetty, Ph.D.

Federal Fiscal Year 2024

\$1 million through the U.S. Department of Defense's Systems Engineering Research Center (SERC) for ODU's Center for Secure and Intelligent Critical Systems: This award will provide additional funding to build on the new Cybersecurity Center for Offshore Wind Energy with strong support from Senators Warner and Kaine through the cutting-edge work of Dr. Shetty and his team.

\$500,000 through the U.S. Small Business Administration (SBA) for ODU's Institute on Innovation and Entrepreneurship (IIE): This award, if received, will identify veteran entrepreneurs in Hampton Roads, provide them with initial required and applicable certifications and registrations, and guide them toward regional and statewide SBA-funded entrepreneurial programs overseen by ODU. This request is being supported by Senators Warner and Kaine with institutional leadership from IIE Executive Director Paul Olsen.

\$10 million through the U.S. Department of Defense for ODU's Center for Secure and Intelligent Critical Systems: This award, if received, will provide funding for the development of a 5G-Radar testbed for testing, evaluation, and assessment of the impact of 5G interference on radar systems. This project is under the leadership of Dr. Shetty and in partnership with the Naval Surface Warfare Center located in Crane, Indiana.

Integration Community Celebration

Last Friday, Old Dominion University (ODU) hosted a community celebration to commemorate the integration of Eastern Virginia Medical School (EVMS). Program participants, both in person and by video, included Governor Glenn Youngkin; Speaker Don Scott; Chairman Luke Torian; Senator L. Louise Lucas; Delegate Barry Knight; Senator Mark Warner; Senator Tim Kaine; Congressman Bobby Scott; Congresswoman Jen Kiggins; EVMS Board of Visitors Rector Bruce Waldholtz, MD; EVMS President, Provost and Dean Alfred Abuhamad, MD; ODU Board of Visitors Vice Rector Murry Pitts; and Sentara Health President and Chief Executive Officer Dennis

provide a total of \$3.3 million in direct support of 275 total scholarship awards in both new and renewable formats. Additionally, the Ellmers' commitment to Hampton Roads is

ELECTION OF OFFICERS

Ms. Jerri Dickseski, chair of the Governance Committee brought forth the following slate of officers recommended by the Committee:

Rector – P. Murry Pitts
Vice Rector – Andrew Hodge
Secretary – Rick Wyatt

Upon a motion duly made and seconded, Murry Pitts was elected Rector for the 2024-2026 term by all members present and voting (*Allen, Bradley, Corn, Dickseski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

Upon a motion duly made and seconded, Andrew Hodge was elected Vice Rector for the 2024-2026 term by all members present and voting (*Allen, Bradley, Corn, Dickseski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

Upon a motion duly made and seconded, Rick Wyatt was elected Secretary for the 2024-2026 term by all members present and voting (*Allen, Bradley, Corn, Dickseski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

GOVERNANCE COMMITTEE REPORT

The report of the Governance Committee was moved up in the agenda due to the need for the Chair to leave early. Ms. Jerri Dickseski, chair of the Governance Committee, reported that at its meeting on April 18, the Committee approved revisions to the Board's Bylaws. These revisions were made to reflect the EVMS merger. Section 2.01, Composition, includes language from the Code effective July 1 that at least four members appointed by the Governor shall be physicians or other medical or health professionals with administrative or clinical experience in an academic center. A new Section 4.02, Health Sciences Center Board of Directors, sets out the composition and quorum requirements as well as the duties and authority of the Health Sciences Center Board of Directors.

In accordance with the Bylaws, notice of these proposed revisions was sent out 30 days in advance of today's meeting. The following revisions to the Board of Visitors Bylaws were presented as a recommendation of the Governance Committee and were approved by all members present and voting (*Allen, Bradley, Corn, Dickseski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

**BYLAWS
OF THE OLD DOMINION UNIVERSITY
BOARD OF VISITORS**

PREFACE

The Board of Visitors adopts the bylaws that follow for the orderly and efficient conduct of its meetings and the business of Old Dominion University. This preface is to provide a brief overview of the source of the Board’s authority as a public institution of higher education, and a component of the executive branch of the government of Virginia.

The Virginia statutes specific, or organic to the University, [Va. Code §§23.1-2000 through 23.1-2004](#) Va. Code §§23.1-2000 through 23.1-2007, might be thought of as the University’s charter. These statutes constitute the Board of Visitors as a public corporation named “Old Dominion University,” and set the corporation’s basic purpose and authority. Other statutes apply to all Commonwealth institutions of higher education to impose other duties and confer additional powers. The University is also subject, along with all agencies of the executive branch of the state government, to such statutes as, for example, the Virginia Freedom of Information Act which governs, *inter alia*, the circumstances under which a public body, such as this Board, may meet in closed session. Ultimately, however, the University’s operations are dependent on the terms of the Appropriations Act adopted bi-annually in the even numbered years by the Virginia legislature, the General Assembly, and amended in the odd numbered years. Finally, it is to be noted that the Commonwealth’s agencies and institutions are not as a rule subject to the general statutes of Virginia, as well as the ordinances enacted by the local governments, unless the General Assembly expressly provides otherwise.

Members of the Board, the University staff, and the public should be aware at all times that the authority conferred on the Board of Visitors by the General Assembly resides solely in the Board. That is, no visitor or other individual, regardless of title or position, shall speak for or exercise the Board’s authority except to the extent that the Board may so provide by delegation contained in these bylaws, or by other action of the Board.

The Commonwealth demands institutional direction by a Board composed of active, informed, and engaged visitors. As a measure of this need, the General Assembly provided that if any member of the Board should fail to perform the duties of a visitor for a year, without sufficient cause, the Board shall certify the same to the Governor; and the office of that member shall then be vacant.

**ARTICLE I
Power, Authority, and Duties**

§ 1.01. Role and Responsibilities. As the body responsible for the University, the Board of Visitors’ focus shall be on student success, academic freedom, serving the public purposes of higher education, preserving, and protecting institutional autonomy to the extent permissible under the Code of Virginia. The Board’s trust includes the following responsibilities:

(a) Presidential Selection and Oversight. The Board's most important responsibility is selection (Article V of these Bylaws) and oversight (§7.01(f) of these Bylaws) of the University President. The President reports only to the Board, and it is the responsibility of the Board to ensure that the President is implementing the Board's formally adopted policies and efficiently and effectively accomplishing the University's goals.

(b) University Mission. The Board is responsible for ensuring that the University's mission reflects and directs the relative commitment to undergraduate, graduate, and professional programs, as well as an appropriate balance among instruction, research, and service. The University's Mission shall be reviewed every five years in conjunction with the development of the Strategic Plan, or more frequently if a significant activity or event necessitates further consideration.

(c) Strategic Planning. The Board is responsible for ensuring there is an ongoing strategic planning process that results in the Board approving a Strategic Plan at least every five years. The President is responsible for leading the strategic planning process and overseeing its implementation. In conjunction with the President, and in consultation with the faculty, other internal groups, and external constituencies, the Board shall take an active part in developing priorities and goals essential to the accomplishment of the University's mission, allocation of resources, and measurement of success.

(d) University Budget and Financial Statements. The Board is responsible for ensuring that the University's mission, priorities, and goals are visible in and expressed through its budget. The budget shall reflect the priorities developed in the strategic planning process. The Board shall work in conjunction with the President and his/her administration to receive budget

appointed to a four-year term and are eligible for appointment to a second four-year term. ([Va. Code §23.1-2001 A](#)). A Board member may be appointed by the Governor after having served two four-year terms if at least four years has passed since the end of the previous consecutive four-year term ([Va. Code §23.1-1300 B](#)).

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

§ 2.03. Removal. Pursuant to [Va. Code §23.1-1300.E](#), if any member of the Board of Visitors fails to attend (i) the meetings of the board for one year without sufficient cause, as determined by a majority vote of the board, or (ii) the educational programs sponsored by the State Council of Higher Education for Virginia, pursuant to [Va. Code §23.1-1304](#), in the first two years of membership without sufficient cause, as determined by a majority vote of the board, the remaining members of the board shall record such failure in the minutes of its next meeting and notify the Governor, and the office of such member shall be vacated. If such situation arises, the Rector shall notify the Board member no less than ten days in advance that the Board will be discussing the Board member's non-attendance at Board meetings for one year without sufficient cause and/or the Board member's failure to participate in educational programs sponsored by SCHEV in the first two years of membership at an upcoming meeting without sufficient cause. The date, time and location of the meeting will be included in the notice as well as the Board member's right to attend to explain why there is sufficient cause for failing to attend. In addition, pursuant to [Va. Code §2.2-108](#), notwithstanding any provision of law to the contrary, the Governor may remove from office for malfeasance, misfeasance, incompetence, or gross neglect of duty any member of the board of any public institution of higher education or other educational institution of Virginia, and fill the vacancy resulting from the removal. Each appointment to fill a vacancy shall be subject to confirmation by the General Assembly.

§ 2.04. Athletic Collectives. No member of the Board of Visitors shall serve on the board of directors of an external athletic collective created in accordance with applicable Name, Image, and Likeness laws, regulations, or policies to benefit the University's athletic program, teams, or student athletes.

§ 2.05. Visitors Emeriti. In recognition of the invaluable service rendered to the University during their appointments to the Board of Visitors and the informed counsel they are capable of providing after their terms expire, former members of the Board shall be designated Visitors Emeriti.

ARTICLE IV
Committees

§ 4.01. Executive Committee.

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

(b) Quorum. A quorum of the Executive Committee shall consist of the majority of Executive Committee members. In the absence of standing committee chairs, standing committee vice chairs may serve on the Executive Committee for a specific meeting and count towards a quorum as directed by the Rector and confirmation by the Board. In the event a standing committee chair is also an elected officer, the vice chair of that particular standing committee shall be a member of the executive committee to maintain the executive committee membership at ten members.

(c) Duties and Authority. The Executive Committee shall meet upon the call of the Rector in consultation with the President. The Executive Committee shall have the power of the Board to take such actions as are necessary to direct the affairs of-4 (a)10 (ct)-6 (i-6 (o)-3vpD.)-10 (T

and any hospital, health system, physician group, or medical school; (v) sale of all or substantially all assets, or divestiture of legacy assets of EVMS, the Health Sciences Center, or the EVMS Medical Group; and (vi) any change to the Health Sciences Center name, as either the legal or trade name, or any material change in the public use of this name.

(d) Chair and Vice Chair. The Board of Directors shall annually elect from its membership a Chair and Vice Chair.

(e) Reports to Board. The agenda for each regular Board meeting shall include a report from the Board of Directors, including actions taken and recommendations made for approval by the Board.

(f)

thereof is final. The Committee may meet, as it deems necessary, with faculty, staff representatives, and other University members as requested through the President.

(b) 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 matters pertaining to the purchase, lease, sale, construction, and maintenance of University-owned or controlled land and buildings; on fiscal policies; oversight of the fiscal accounts and operations of the University, including budget, investments, and the impact of the foregoing on the University's overall fiscal condition, mission and purpose.

(c) Athletics Committee. The Athletics Committee supports the Board's responsibilities for oversight of its Intercollegiate Athletics programs. The Committee shall review athletic policy and programs and make appropriate recommendations to the Board.

(d) Audit, Compliance, and Human Resources Committee. The Audit, Compliance, and Human Resources Committee helps the Board fulfill its financial oversight and compliance responsibilities. The Committee is responsible for (1) oversight of financial reporting and financial statement matters and any critical accounting and reporting issues; (2) reviewing annually the audited financial statements with external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; (4) reviewing matters of compliance related to the University's human capital infrastructure; and (5) oversight of the University compliance function. Members of the Audit, Compliance and

§ 4.078. 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 § 3.01 of these Bylaws. The conduct of business of any committee or subcommittee shall be governed by the procedures set forth in these Bylaws.

ARTICLE V

Presidential Search

§ 5.01. Presidential Search Committee. As necessary, but not later than the first regular meeting of the Board after the President expresses to the Board his/her intent to step down or leave the University or departs under other circumstances (e.g., prolonged illness or death), the Governance Committee shall appoint a Presidential Search Committee and its chair. The Committee shall consist of five or more Board members, one of whom serves as chair, along with two alternates and may include no more than five non-Board members as non-voting members to that committee. The Committee, whose mission is to search for and select the best possible choices for a new president, shall meet at the same meeting at which it is created to elect its chair who must be a voting member, regardless of whether nonmember appointments have been made. All Committee meetings shall be held in conformity with the provisions of the Freedom of Information Act and its exceptions.

(a) University Needs. The Presidential Search Committee shall consult with the Rector, the President, other members of the Board of Visitors, the faculty, the alumni and students, and the community about the needs of the University. The Committee, as authorized by the Board when it is appointed, may secure the services of a search firm or consultant to assist in the search and selection. The Board may also immediately

§ 5.02 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

(a) Duties. The Rector shall preside at all meetings of the Board and its Executive Committee. As presiding officer, the Rector has an obligation to ensure that all sides of a pending question are heard and though not required, he/she may voluntarily step aside and have the next senior officer present preside or appoint a temporary chair if the Rector wishes to enter into the debate. The Rector's relationship with other Board members is as an equal among equals with no authority over other Board members except as stated in *Robert's Rules of Order Newly Revised*. The Rector is the liaison between the Board and the President who works for the entire Board. The Rector shall maintain the integrity of Board procedures and facilitate a high level of interest, involvement, and activity among the Board members.

(b) Authority. The Rector has no authority to act on behalf of the Board or the University except as that authority is expressly delegated to the incumbent by these Bylaws or a majority vote of the Board prior to the initiation of such activities.

(c) Committees. The Rector shall serve as *ex-officio* member of all committees of the Board and appoint all standing and *ad hoc* committee.

(d) Board Meeting Agenda. The Rector shall determine, in consultation with the President, committee chairs, and other Board members, business to

- (3) To take final actions on behalf of the University in all other personnel matters concerning the University employees, except that the President shall not have the authority to make final decisions on faculty requests for Board review of negative tenure decisions or to make final decisions on severe

(f) Evaluation of the President. The Board is responsible for oversight of the President's performance (§1.01.a. of these Bylaws). In accordance with [Va. Code §23.1-1303.B.8](#), the Board shall meet with the President at least once

be reviewed and recommended to the Board for approval via the Audit and Compliance Committee.

(a) Removal. Any recommendation by the University Administration to terminate the incumbent must be approved by the Board of Visitors. The CAE may be removed only by assent of at least nine voting Board members.

(b) Resignation. A resignation by the CAE must be submitted to the President, the chair of the Audit and Compliance Committee, and the Rector. Board members shall be notified immediately by the Rector or his/her designated representative.

(c) Vacancy. When there is a vacancy in this position, the Rector shall authorize the Governance Committee to recommend a process to conduct an executive search to fill the vacancy. The search committee shall include two members of the Board, with at least one member from the Board's Audit & Compliance Committee. The President may be involved in the process and an external audit of the University Audit Department may be deemed necessary. Final approval of the position remains with the Board and requires the vote of at least nine voting members of the Board.

§ 8.02. Legal Representation. The University's legal counsel is appointed by the AttorneT62 (e)4 (e)4 (vot)-21 (or)3prtesds-1 (a)4 (r)3 (y.)-10 (F)6 (i)-2 6/Artifi coun5 (ds1 (a)4 10 (p

(b) Resignation. A resignation by the Executive Secretary to the Board must be submitted to the President and the Rector. Board members shall be notified immediately by the Rector or the President.

(c) Vacancy. When there is a vacancy in this position, the Rector shall request the President to fill the vacancy. The Board will be represented on the selection committee.

ARTICLE IX

Board Policies and Procedures

§ 9.01. Definition. Actions by the Board of Visitors establishing policies or procedures shall be known as Board Policies and Procedures. The Board Policies and Procedures are part of the Board Manual that includes the Board's Bylaws and statutory obligations of Board members.

§ 9.02. 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.

§ 9.03. Effective Date. Board Policies and Procedures shall be effective on adoption by the Board unless a different date is established by the Board.

§ 9.04. Regular Review. Board Policies and Procedures shall be reviewed on at least a five-year cycle, as established by the Board's Governance Committee, or as necessary due to changes in the laws or regulations, or to reflect current practice. The Governance Committee shall designate, as appropriate, the University administrator

ARTICLE X
Miscellaneous Provisions

§ 10.01. Suspension of Bylaws. Except as set forth in this section, sections of these Bylaws or any portion thereof may be temporarily suspended at any meeting of the Board by a two-thirds majority affirmative vote of all voting members present

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

§ 11.05. Adoption, Effective Date and Repealer. These Bylaws are hereby adopted and shall be effective as of the 9th day of December 2022. All former Bylaws of the Board of Visitors are hereby repealed.

The Committee also reviewed the results of the Board Self-Assessment Survey. The key takeaways are that we had 100% Board participation, the results are all very positive, most board members feel very informed, there is a continued desire for more information on student and alumni interests, most board members like the two-day meeting format, and several made very positive comments about President Hemphill and his staff.

At its meeting on May 1, the Committee approved proposed edits to the Audit, Compliance, and Human Resources Committee Charter. These edits are being made in support of the University's new compliance program. The revisions to the Audit, Compliance and Human Resources Committee Charter were recommended by the Governance Committee and were approved by all members present and voting (*Allen, Bradley, Corn, Dickeski, Hill, Hodge, Holland, Jones, Kemper, Middleton, Mitchum, Montero, Mugler, Pitts, Wyatt*).

**OLD DOMINION UNIVERSITY BOARD OF VISITORS
AUDIT, COMPLIANCE AND HUMAN RESOURCES
COMMITTEE CHARTER**

Purpose and Authority

To assist the Board of Visitors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit processes, and the University's process for monitoring compliance with laws and regulations and the code of ethics and matters of compliance related to the University's human capital infrastructure. In so doing, it is the responsibilities of the Committee to maintain free and open communication among the Committee, independent auditors, internal audit and compliance leaders, ~~the internal auditors, Compliance Advisory Committee,~~ and management of the University. The Committee has such authority as is provided for in the Code of Virginia, the Board Bylaws and as assigned by the Board as a whole.

Composition

The Audit, Compliance and Human Resources Committee will consist of an odd number of members of the Board of Visitors. Committee members and the chair shall be appointed through the normal processes as defined in the Board Bylaws. Members of the Audit, Compliance and Human Resources Committee should have some basic knowledge of generally-accepted accounting procedures and financial reporting and controls. Committee members should also have a basic knowledge of compliance programs and human resource

management. Members of the Audit, Compliance and Human Resources Committee may serve on the Administration and Finance Committee; however, a majority of the Audit, Compliance and Human Resources Committee may not serve on the Administration and Finance Committee. The Chair should also not serve on the Administration and Finance Committee.

Meetings

Meetings of the Committee will occur in conjunction with regular meetings of the Board of Visitors, which happen 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. The Committee will have the authority to convene additional meetings as circumstances require. All committee mem.... Cs frequent. The Chahation and Fie.s (on a)4 (nd)-10 (e0not)-2 (s)-1 (e. T)1 (he)-6 t s te

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Internal Audit

Review with management and the Chief Audit Executive the charter, plans, activities, staffing, and organizational structure of the internal audit function.

Approval annual internal audit plans.

Periodically review and update the internal audit function's audit charter.

Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Chief Audit Executive.

Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*. This includes receiving the results of periodic peer reviews conducted on the internal audit function.

1530

Code of Student Conduct

August 27, 1970; Revised April 5, 1979; Revised April 6, 1984; Revised February 14, 1985; Revised February 12, 1987; Revised December 8, 1994; Revised June 20, 1996,

to other persons and take any necessary action to ensure fairness. If there is no Assistant Dean, the Vice President for Student Engagement & Enrollment Services or Dean of Students/Associate Vice President of Engagement will designate a university official to oversee this responsibility.

Faculty are responsible for managing the classroom environment and may direct a student to

suspended, or off-campus when the violation adversely affects legitimate University interests.

- ii. If a student's enrollment lapses for more than one calendar year, based on a student's voluntary decision not to enroll, that student will no longer be subject to disciplinary action. If a student withdraws from the university with a pending case, they will have the opportunity to participate in their student accountability meeting, or it may be held in their absence. However, students separated from the university for academic or disciplinary reasons are still considered students for disciplinary purposes, regardless of the separation's duration.

Those aware of an alleged code violation are encouraged to report it promptly to the Office of Student Accountability & Academic Integrity and/or University Police.

Third-Party Misbehavior: University guests, including those within its residence halls, are expected to follow all University policies. This includes virtual guests. St2.2 (e)7.9 (O)-2.1 (ffic)9 (c)-t)-34.7 0.9

b. *Hazing Reporting Immunity:*

may be challenging to investigate, the University takes all concerns and reports seriously. Reports can be made using the [Incident Report Form](#). Incidents involving sexual harassment, including but not limited to sexual assault, stalking, dating and/or domestic violence, and sexual exploitation, should be reported directly to the Office of Institutional Equity & Diversity -Title IX Coordinator.

sounded; unauthorized use, possession, or tampering with University fire safety equipment; unauthorized use or possession of fireworks or explosive materials; intentionally or recklessly causing a fire; causing a false fire alarm or report; and misuse of emergency call boxes.

: Ongoing, unwelcome, aggressive, or intimidating behavior through physical contact or verbal, written, or digital-based (cyberbullying) communication that causes psychological or physical harm to another person.

: Recklessly or intentionally endangering the health or safety of a student or students; or to inflict bodily injury on a student or students in connection with or for initiation, admission into, or affiliation with or as a condition for continued membership in a club, organization, association, fraternity, sorority, or student body regardless of whether the student or students so endangered or injured participated voluntarily in the relevant activity. This includes endangering any person's mental or physical health and safety, whether or not the individual subjected to such behavior has "consented" to it, and any violation of the [University Hazing Policy](#).

Housing and Residence Life Community Standards: Any violation of the community living standards as described in the Guide to Living on Campus, including, but not limited to, community living standards, prohibited items, unauthorized key usage, noise, visitation, etc.

Impersonation: Acting or pretending to be someone else, including as a University Official, with the intention to deceive, manipulate, or mislead others.

Interference with Freedom of Expression: Any attempt to interfere with or suppress anyone's right to free expression or right of free assembly or any violation of University Policies [1011](#) and [1700](#).

Misuse of Information Technology Resources: Any unauthorized attempt to access or use University computers, networks, systems, programs, or data, including manipulations and fraudulent transmissions; any action that interferes with the proper functioning of systems or adversely impacts another user's rights, including but not limited to student or employee privacy; unauthorized download, creation, sale, posting, transfer, access, reproduction, or distribution of copyrighted or class material; any other violations of the [ODU Digital Millennium Copyright Act](#), or University Policies [3003](#) and [3500](#).

Misuse of Official Identification: Purchasing, possessing, selling, or using fake or altered identification or another person's state identification or license; sharing or using another student's University student ID card, number, or MIDAS ID; or allowing the use of your University-issued student ID card, number, or MIDAS ID.

genitalia, groin, breast or buttocks or clothing covering them), forcing an unwilling person to touch another's private parts, sexual exploitation, voyeurism and indecent exposure of ones' private parts.

Smoking, Tobacco, and Vaping: Smoking or vaping of any kind inside or within 25 feet of building entrances and exits to a University facility; underage use or possession of tobacco or possession in a prohibited area; any violation of [University Policy 3220](#); and any use of tobacco, smoke, or vaping where smoking is strictly prohibited on portions of campus.

Stealing: Taking or borrowing a thing of value or property (including intellectual property) from its owner without permission.

Threat: An act, statement, or expression intended to cause damage, fear, injury, pain, or other intimidating action during an incident or altercation.

Unauthorized Entry: Entering into or using University buildings, equipment, or property of others without permission.

Unauthorized Recording: The creation, use, maintenance, display, or transfer of any recording (including audio, video, etc.) without permission where there is a reasonable expectation of privacy.

Weapons: Except as expressly authorized by law, possessing or using dangerous items on University property including, but not limited to, firearms, guns, knives (larger than the approved blade length), tasers, stun guns, BB guns, replicas, nun chucks, or other devices designed to eject shells at a high rate of speed; any violation of the [Gun and Weapon Regulation](#).

Violating Law or University Policy: Violating any local, state, or federal law or any [University policy](#).

The University protects and provides certain rights for students, and as members of the University community, students accept specific responsibilities.

All Respondents are provided the following rights throughout the university student accountability process:

- A. Right to receive written notification of any alleged violation against them via their University email address including a general summary of the complaint (when facing potential suspension or expulsion), contact information of their Conduct Educator to receive additional information, and the date by which such contact must occur.
- B. [REDACTED]

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- E. Right to read and review the incident or police report prior to the meeting date.
- F. Right to share their perspective of the incident that led to the allegations.
- G. Right to select the advisor of their choice who can also serve as a support person.

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2. If the office determines a possible violation of the Code of Student Conduct, a Student Accountability Meeting (SAM) notification letter is sent to the student(s) involved in the

2. If the office determines that there is a potential violation and/or the health and safety of students are threatened, the office may issue a cease and desist directive, an interim suspension, or whatever other interim action is necessary to protect students. The directive will be sent to the student organization president, representative, or designee.
3. If it is determined that an investigation must occur, the student organization president, representative, or designee will receive written communication from the Office of Student Accountability & Academic Integrity via their ODU email address notifying them of an investigation. The notice of investigation shall include the date of the incident(s) or activity(ies) and the alleged policy violation(s).
4. The notification will inform the student organization president, representative, or designee that members will be selected randomly to interview with the Office of Student Accountability & Academic Integrity. All requested members of the organization shall appear at the designated location during the time requested. Only Class schedules will be taken into consideration and addressed accordingly.

- f. The student has a pending student accountability matter that must be resolved.
- D. Campus Restriction: When a student is temporarily restricted to traveling and accessing only the necessary campus areas directly tied to pursuing their degree, their basic needs, and reasonable public spaces on campus.
- a. A determination is made that a student's behavior is considered a concern for the health or safety of the campus community but does not rise to the level where the individual needs to be placed on interim suspension.
 - b. The Office of Student Accountability & Academic Integrity will send a letter notifying the student of their campus restrictions.
 - c. A SAM will be scheduled to resolve the pending matter as soon as possible.
- E. Cease and Desist Directives/Order: A formal notice to a student organization or group to stop all activities and events due to alleged violations of the Code.
- a. If the Office of Student Accountability & Academic Integrity is notified of alleged violations of the hazing policy or other forms of misbehavior, the president or leader of the organization, group, or team will receive the cease and desist letter on its behalf.
 - b. Depending on the initial information shared with the Office of Student Accountability & Academic Integrity, an investigation may be conducted to resolve the matter.
 - c. The cease-and-desist order will stay in effect until the investigation or another form of resolution has been completed.

opportunity to respond. The goal is to reach a resolution that aligns with the University's policies and fosters a positive campus environment. All student accountability meetings are closed. Conduct Educators will determine the relevance of information and credibility of participants. The Office of Student Accountability & Academic Integrity may offer a SAM waiver, including proposed pathway projects, to a student. If accepted, the student will waive their right to a SAM, take responsibility for the allegations, and accept pathway projects

- A. Only students who attend their Student Accountability Meeting or University Accountability Board Meeting can appeal an outcome. All students have the right to appeal the following behavioral statuses: deferred suspension, suspension, and expulsion. Students who are removed from their housing or dining agreement or have their admission or degree revoked will also have the right to appeal. Appeal procedures for discrimination cases may be found in [University Discrimination Policy 1005](#) and cases involving sexual misconduct in [University Policy 1008: Policy on Title IX and Sexual Misconduct](#).
- B. Appeals must be submitted within five (5) business days from the date the Pathway Plan was sent using the [Appeal Submission Form](#). This form requires the student to identify the ground(s) of their appeal and explain their rationale. No appeal j/TT1 1 U5lbe fapented if this form

The decision of the Appeals Reviewers f inal.

- C. During the appeal j/6.4 (i)-3.3 (n)-0.7 (d)10.1 (o)-9.6 (j/6.4 ()11.2 (o)-9.6 (r)-2.9 (j/6.3 (h)-0.8 (e

I. Housing Points: Points assigned to residential students who violate the Code of Student

The Assistant Dean is the official keeper of student behavioral records and has decision-making authority on requested disclosures. The Office of Student Accountability & Academic Integrity retains records for no less than seven (7) years in compliance with the [Jeanne Clery Disclosure of Campus Security Policy and Campus Crime Statistics Act](#). Resolutions resulting in suspension or expulsion will be retained permanently. They may be reported with the student's consent to third-party entities such as graduate or professional schools, employers, military branches, etc., or as required by law. Resolutions resulting in behavioral probation or deferred suspension will be retained for seven years and may be reported with the student's consent upon request to third-party entities such as graduate or professional schools, employers, military branches, etc., or as required by law. Resolutions resulting in formal warnings or lower will not be reported to third-party entities. Records of pending incidents are kept indefinitely. Seven years from the resolution date, all eligible student behavioral records may be destroyed.

XVII. PARENT AND GUARDIAN NOTIFICATION

The University believes parents and guardians can be influential and positive partners in encouraging healthy behaviors focused on student success. The [Family Educational Rights and Privacy Act \(FERPA\)](#) allows the University to notify parents or guardians about specific information from a student's behavioral record. The University may share information with parents or guardians when students are found in violation of our alcohol or drug policy and are under the age of 21. Other than FERPA exceptions, the student must consent before releasing the record to or sharing case-specific information with parents or guardians.

XVIII. INTERPRETATION AND REVISION

The Code of Student Conduct shall be construed and applied to incorporate and conform to governing law. Any conflict in the Code with such law shall be deemed superseded and of no effect. Any question of interpretation or application of the Code of Student Conduct shall be referred to the Office of Student Accountability & Academic Integrity or designee for final determination. The Code of Student Conduct should be reviewed every three (3) years and revised as needed under the discretion of the Office of Student Accountability and Academic Integrity.

XIX. ADOPTION AND AMENDMENTS

Additional policies or temporary guidance may be added during the academic year and will be updated on the website upon adoption.

XX. STUDENT BEHAVIORAL RECORD EXPUNGEMENT

A student may request the expungement of their student behavioral record no sooner than one year after resolving their most recent incident. Multiple factors will be considered by the Office of Student Accountability & Academic Integrity when deciding to expunge a student's behavioral record. Some of these factors include, but are not limited to, the severity of the violation, overall impact on the campus community, pathway project completion, timeliness of pathway project

completion, and current standing with the University. Certain classifications of students may be ineligible for expungement according to program requirements. Expungement means the case

- ii. An academic institution on the list developed under section 1286(c)(8) of the [John S. McCain National Defense Authorization Act for Fiscal Year 2019](#); or
- iii. A foreign talent recruitment program on the list developed under section 1286(c)(9) of the [John S. McCain National Defense Authorization Act for Fiscal Year 2019](#).

Policy Statement

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Procedures

Members of the Old Dominion University Board of Visitors, as appointed by the Governor, shall abide by the federal requirements regarding foreign influence. A board member shall not participate in a malign foreign talent recruitment program. Each board member has an obligation to disclose all foreign program affiliations when appointed and annually thereafter on or before February 1.

Disclosures are required from all faculty, and any ODU personnel:

1. who contribute in a substantive, meaningful way to the scientific development or execution of a research and development program proposed to be carried out with a research and development award from a federal research agency, and
2. any faculty who are designated as a Key Personnel or Covered Individual by the federal research agency concerned.

Foreign Talent Recruitment Programs

1. Participation in any foreign talent recruitment program shall be fully disclosed and announced in writing to the Board of Visitors and the Governor. The disclosure shall include the name of the program, the name of the sponsor, the nature of the program, the dates of the program, and the name of the faculty member participating in the program.

intends to appoint Rob Broermann, Keith Newby, and Bruce Bradley to serve along with himself as the Board's representatives to the Board of Directors. Mr. Wilson noted a change to the legislation will take effect July 1 that will reduce the number of EVMS Board members to seven. Board appointments will be staggered, with the Board of Visitors' appointees serving two years. The chair and vice chair of the Board will be elected by the body.

Vice President Reed discussed the benefits and drawbacks on the Fact Pack and stated that it provides a useful starting point for discussion but could be improved with additional context in key areas.

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Samuel D. Gedon Lecturer, Department of Mathematics & Statistics	\$56,100	7/25/24	!0 Mos

Mr. Gedon reder

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Richard S. Roane, Jr. Instructor, University Libraries	\$87,500	7/25/24	12 Mos

Mr. Roane received an M.S. in Library Science from the University of North Texas and a B.S. in Political Science and English from James Madison University. Previously he was an Electronic Resources Librarian at Northern Virginia Community College.

Sandip Roy Research Assistant Professor, School of Cybersecurity (Restricted)	\$80,000	7/25/24	10 Mos
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Dr. Roy received a Ph.D. in Information Technology from the Jadavpur University, West Bengal, India, an M. Tech in Computer Science and Engineering from Netaji Subhash Engineering College, Kolkata, India, and a B. Tech in Information Technology from Netaji Subhash Engineering College. Previously he was a Postdoctoral Research Associate at the Virginia Modeling, Analysis, and Simulation Center at Old Dominion University. (Appointment is contingent upon successful work authorization.)

Sumaya Sanober Lecturer, Department of Computer Science	\$70,000	7/25/24	10 Mos
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Dr. Sanober received a Ph.D. in Computer Science from Sri Padmavati University, India, a Masters in Computer Applications (MCA) and a B.Sc. in Computer Science from Osmania University, India. Previously she was a Lecturer in the Department of Computer Science at Prince Sattam bin Abdul Aziz University, Saudia Arabia. (Appointment is contingent upon successful work authorization.)

Wai Yan Siu Research Assistant Professor, Institute For Coastal Adaptation & Resilience	\$130,000	5/25/24	12 Mos
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Dr. Siu received a Ph.D. in Economics from Utah State University, an M.S. in Economics, and a B.S. in Economics Science both from Washington State University. Previously she was a Research Analysis Specialist at the Public Utilities Commission in the State of Minnesota. (Appointment is

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Thomas Valva Lecturer, Department of Computer Science	\$70,000	7/25/24	10 Mos

Mr. Valva received an MBA in Computing & Information Systems from Rutgers University and a B.A. in Business Administration and Finance from William Patterson University. Previously he was the Chief Technology Architect at ADP, Inc.

Qianlong Wang Assistant Professor, Department of Electrical & Computer Engineering (Tenure Track)	\$105,000	7/25/24	10 Mos
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Dr. Wang received a Ph.D. in Computer Engineering from Case Western Reserve University, an M.E. in Electrical Engineering from the Stevens Institute of Technology, and a B.E. in Automation Engineering from Wuhan University, China. Previously he was an Instructor at Towson University.

Wanting Wang Assistant Professor, Department of Civil & Environmental Engineering (Tenure Track)	\$92,000	7/25/24	10 Mos
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Dr. Wang received a Ph.D. in Structural Engineering from Colorado State University, an M.S. in Structural Engineering from the University of Colorado Denver, and B.S. in Civil Engineering from Jilin University, China. Previously she was a Postdoctoral fellow in Multi-Disciplinary Community Resilience Modeling at Colorado State University. (Appointment is contingent upon successful work authorization).

Ginger S. Watson Papelis Research Professor, Virginia Modeling, Analysis, & Simulation Center	\$185,000	5/25/24	12 Mos
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Dr. Watson received a Ph.D. in Instructional Design & Technology, Psychological and Quantitative Foundations from the University of Iowa, an M.S.Ed. in Curriculum and Instruction from Southern Illinois University, and a B.S. in Business Education from Southern Illinois University. Currently, she is the Director & Research Faculty in Instructional Training Systems Research and the Director of Advanced Cognition, Learning, & Performance Laboratory, Virginia Modeling Analysis & Simulation Center at Old Dominion University. (Dr. Watson is no longer a restricted/emergency hire).

Dana L. Willner Senior Lecturer, School of Data Science	\$82,000	7/25/24	10 Mos
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Dr. Willer received a Ph.D. in Biology and an M.S. in Biostatistics from San Diego State University. She also received a B.A. in Biology and a B.S. in Biomedical Engineering from Washington University. Previously she was an Associate Teaching Professor of Data Science at The College of William and Mary.

Effective

Name and Rank

that students consistently praised him for his knowledge, eloquence, enthusiasm, humor, organization, and concern for them. His awards include Outstanding Teacher of the Year for Students with Disabilities and the Armada Hoffler Weekend College Teaching Award. Dr. Evans has taught many courses over his time at ODU, most of which have contributed to our General Education curriculum, both online and in person. His most significant instructional contributions in recent years have been PHIL 110P: *Introduction to Philosophy*, PHIL 303E: *Business Ethics*, and PHIL 345E: *Bioethics*.

Dr. Evans has also published 18 books for a general audience with publishers such as Perigee (an imprint of Penguin Books), St. Ma2 (pr (dge)4 (, e)4)4 (2 (,)-2 (i)-12 (on t)TJ21.31 (1 (1 (1-6 (c)4 (he)-

Promoting Women's Empowerment which aided projects in 21 low-

CAD-CAM. He also participated in a number of projects with the Technology Application Center at Old Dominion University.

Professor Moustafa has served as an independent expert witness in court cases involving industrial safety issues.

Rocco Schiavilla

Rocco Schiavilla received his "Laurea in Fisica" from the University of Pisa, Italy, and Ph.D. in Theoretical Nuclear Physics from the University of Urbana-Champaign. After postdoctoral appointments at the DPhN/He in Saclay, France, and at Argonne National Laboratory as the Enrico Fermi Scholar, and a brief stint as a staff scientist at the INFN Lecce branch, Italy, he assumed an assistant professorship in the ODU Physics Department and, jointly, a staff scientist position in the JLab Theory Center in 1993, advancing to the rank of, respectively, professor and senior staff scientist in 2002. He was the interim Director of the JLab Theory Center in 2002-2003 and was designated an ODU eminent scholar in 2006. Recognition of his accomplishments in research, teaching, and service include, among others, the fellow designation from the Division of Nuclear Physics of the American Physical Society in 2002, the Faculty Research Achievement award from ODU in 2006, the chairmanship of the Few-Body Topical Group of the American Physical Society in 2002-2006 and of its Bonner Prize Committee in 2016, and the Excellence in Graduate Teaching Award from the ODU Graduate School in 2021. He has been a member of the editorial boards of the Physical Review C and Few-Body Systems.

Over the last three decades or so, Rocco Schiavilla has served as director of M.S. and Ph.D. research for 9 students in the ODU Physics Department and as research supervisor for 7 postdoctoral fellows in the JLab Theory Center. Many of these former students and postdocs are now in academic positions in universities and national labs in the US and abroad, in Italy, Germany, and Brazil.

Rocco Schiavilla's research work deals with the fundamental issues of understanding and explaining the structure and dynamics of nuclei from the underlying strong interactions among the nucleons, and the response of nuclei to electromagnetic and weak probes as it emerges from the coupling of these probes

Ms. Vaughan's contributions to helping the Libraries integrate emerging technologies into our services cannot be overstated. She led the way in bringing networked research database services to our users. This was first done through local area network (aka the Automated Reference Center) and later through the Libraries' first rudimentary web site. A full decade before the Libraries hired our first professional archivist, Ms. Vaughan was digitizing archival content so more users could access it. While this work has become much more specialized over time, Ms. Vaughan's willingness to dive into information technology during the early growth of networks and the World Wide Web carried the Libraries forward during periods of great uncertainty.

In addition to her contributions in librarianship, Ms. Vaughan has an extensive resume of library instruction, primarily in the form of non-credit workshops on scholarly tools and methods including literature reviews, Google Scholar, EndNote, copyright, incorporating multimedia into scholarship, and many more. While librarians at ODU are not expected to publish extensively, Ms. Vaughan has one book chap (be)4.1 (f)-7.1fnd m(book clpubl(e)4 ((l)-2 ()-10 (r)tin)2r(r)912 (w)912(ve).4

Dr.	Kristine	D.	Coleman	Master of Laboratory Animal Science Program	Instructor	1 Year
Miss	Julie	E.	Martin	Master of Physician Assistant Program	Assistant Professor	2 Years
Miss	Megan	D.	Adams	Master of Physician Assistant Program	Assistant Professor	1 Year
Miss	Emily	L.	Bosch	Master of Physician Assistant Program	Assistant Professor	1 Year
Mr.	Gerald	F.	Dominick	Master of Physician Assistant Program	Assistant Professor	1 Year
Miss	Cecil	V.	Gandia	Master of Physician Assistant Program	Assistant Professor	1 Year
Dr.	Jessica	E.	Gardner	Master of Physician Assistant Program	Assistant Professor	1 Year
Miss	Sandra	J.	Layden	Master of Physician		

Dr.	Jennifer	M.	Mellor	Master of Public Health Program	Adjunct Professor	2 Years
Dr.	Donald	S.	Buckley	Master of Public Health Program	Assistant Professor	2 Years
Dr.	Bruce	A.	Cohen	Master of Public Health Program	Assistant Professor	2 Years
Dr.	Aditya		Chakraborty	Master of Public Health Program	Assistant Professor	1 Year
Dr.	Mohammad		Ebrahimi Kalan	Master of Public Health Program	Assistant Professor	1 Year
Dr.	Brett	J.	Sierra	Master of Public Health Program	Assistant Professor	1 Year
Dr.	Prachi	P.	Chavan	Master of Public Health Program	Assistant Professor	2 Years
Dr.	Mohan	D.	Pant	Master of Public Health Program	Associate Professor	1 Year
Dr.	Tanya	K.	Kear85 BDC Qq218.			

Dr.	April	A.	Pace		FT Staff with Adjunct Appt	3 Years
Mr.	Robert	J.	Alpino		Instructor	1 Year
Mr.	Joshua	F.	Edwards		Instructor	1 Year
Mrs.	Melissa	J. H.	Scott		Instructor	1 Year
Dr.	C.	Donald	Combs		Professor (EVMS Tenure)	5 Years
Dr.	Herbert	B.	Allen	Dermatology	Adjunct Professor	3 Years

Dr. Liliana

Gomez-Medley Family

Dr.	Jeffrey	A.	Irwin	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Vivek	K.	Jain	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Anand		Kapur	Family and Community Medicine	Assistant Professor	2 Years
Dr.	C.	Stokes	Kirkland	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Ted	M.	Kubicki	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Hayes	Y.	Lao	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Jonathan	C.	Lee	Family and Community Medicine	Assistant Professor	2 Years
Dr.	Jesus	L.	Lizaraburu	Family and Community Medicine	Assistant Professor	2 Years

Dr. Lynne W. Stockman Family and Community

Dr.	Lea	S.	Laplace	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Peter	B.	Laplace	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Albert	H.	Lee	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Partha		Manchikalapudi	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Trent	D.	Martin	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Glenn	R.	McDermott	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Ronald	S.	McKechnie	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Angela	M.	Mercer	Medicine	Assistant Professor of Clinical	2 Years
Dr.	James	R.	Miller	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Wayne	D.	Old	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Julianne	S.	Orlowski	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Sanjay	G.	Shah	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Ronald	A.	Stine	Medicine	Assistant Professor of Clinical	2 Years
Dr.	Deepak	R.	Talreja	Medicine	Assistant Professor of Clinical	2 Years
	Ian		Woollett	Medicine	Assistant Professor of Clinical	2 Years
	Sean	E.	Hb8.04 Tm[D]-0.6 (r			

				Obstetrics	Gynecology	Assistant Professor	2 Years
Dr.	Charles	A	Wilkes			Assistant Professor	2 Years
	Benjamin		Harris			Assistant Professor	1 Year
						Assistant Professor	2 Years
				Obstetrics and Gynecology		Assistant Professor	1 Year
Timothy			Sayles	Obstetrics and Gynecology		Assistant Professor	1 Year

Dr.	Gabriel	F.	Santiago	Otolaryngology-Head and Neck Surgery	Assistant Professor	1 Year
Dr.	Virginia	P.	Teti	Otolaryngology-Head and Neck Surgery	Assistant Professor	1 Year
Dr.	Jessica	R.	Winters	Otolaryngology-Head and Neck Surgery	Assistant Professor	1 Year

Dr.	Kristina	M.	Golden	Pediatrics	Assistant Professor	2 Years
Dr.	Katlin	K.	Ternes	Pediatrics	Assistant Professor	2 Years
Dr.	Bavan	P.	Singh	Pediatrics	Instructor	1 Year

Miss	Quiana		Bradley	Pediatrics	Instructor	1 Year
Miss	Erinn	F.	Portnoy	Pediatrics	Instructor	1 Year
Miss	Laura	M.	Kanter	Pediatrics	Instructor	1 Year
Miss	Corinne	R.	Ponzi	Pediatrics	Instructor	1 Year
Dr.	Ellen	V.	Pudney			

Dr.	V.	Marc	Tsou	Pediatrics	Associate Professor	2 Years
Miss	Mary	A.	Smith	Pediatrics	Instructor	1 Year
Miss	Carolina		Molina-Martin	Pediatrics	Adjunct Instructor	2 Years
Dr.	Brian	G.	Norwood	Pediatrics	Assistant Professor	2 Years

Dr.	Heidi	K.	Flatin	Pediatrics	Assistant Professor	1 Year
Dr.	Lillian		Nalwoga	Pediatrics	Assistant Professor	1 Year
Dr.	Dionne	Y.	Palmer	Pediatrics	Assistant Professor	1 Year
Dr.	DeAnnah	M.	Jordan	Pediatrics	Assistant Professor	2 Years6

Miss	Jennifer	C.	Kalb	Pediatrics	Instructor of Clinical	1 Year
Dr.	Katrina	M.	Leshner	Pediatrics	Assistant Professor	2 Years
Dr.	Carlos	S.	Sendon	Pediatrics	Assistant Professor	1 Year
Dr.	Cynthia	E.	Epstein	Pediatrics	Assistant Professor	2 Years
Dr.	Jose	F.	Chocano	Pediatrics	Associate Professor	1 Year
Dr.	Cassyanne	L.	Aguiar Lapsia	Pediatrics	Assistant Professor	1 Year
Dr.	Christos	A.	Gabriel	Pediatrics	Associate Professor	2 Years

Dr.	Michael	J.	Strunc	Pediatrics	Assistant Professor	1 Year
Dr.	Aisha	S.	Joyce	Pediatrics	Assistant Professor	2 Years
Dr.	Micah	S.	Lamb	Pediatrics	Assistant Professor	2 Years
Dr.	David	V.	Smith	Pediatrics	Assistant Professor	2 Years
Dr.	Kristyn		Anselmo(s)0.6 (i)21 (

Dr.	Bernadette	E.	Leidel	Pediatrics	Instructor of Clinical	1 Year
Dr.	Laura	I.	Leverone	Pediatrics	Instructor of Clinical	1 Year
Dr.	Elizabeth	H.	Meredith	Pediatrics	Instructor of Clinical	1 Year
Dr.	David	M.	Norris	Pediatrics	Instructor of Clinical	1 Year
Dr.	Scott	A.	Nottingham	Pediatrics	Instructor of Clinical	1 Year
Dr.	Leah	C.	Rowland	Pediatrics	Instructor of Clinical	1 Year
Dr.	Latricia	B.	Seusy	Pediatrics	Instructor of Clinical	1 Year
Dr.	Lynelle	W.	Slade-Byrd	Pediatrics	Instructor of Clinical	1 Year
Dr.	Steven	M.	Stolz	Pediatrics	Instructor of Clinical	1 Year
Dr.	Christopher	J.	Wrubel		Instructor of Clinical	1 Year
Dr.	Joanne	R8.04 81-0 0 8.EI				

Dr.	Gerald	H.	Jordan	Urology	Professor Emeritus	N/A
Dr.	Donald	F.	Lynch	Urology	Professor Emeritus	N/A

Committee members approved the proposed Ph.D. in Cybersecurity, and the recommended closure of the MS Program in Parks, Recreation, and Tourism by unanimous vote. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by all members present and voting (*Allen, Bradley, Corn, Dickeski, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

**APPROVAL OF DOCTOR OF PHILOSOPHY DEGREE
PROGRAM IN CYBERSECURITY**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the proposed Doctor of Philosophy degree program in Cybersecurity effective with the fall 2025 semester pending approval by the State Council of Higher Education for Virginia.

Rationale: Old Dominion University seeks approval to initiate a Doctor of Philosophy degree program in Cybersecurity to begin in the fall of 2025. The proposed program will be administered in the interdisciplinary School of Cybersecurity.

The proposed research-based interdisciplinary PhD in Cybersecurity combines a strong technical foundation with policy, management, and social sciences perspectives. It is designed to educate students to become cybersecurity scholars capable of teaching about and studying complex topics related to the subject matter. Graduates of the program will be prepared to educate future

information technology, criminal justice, cyber laws, psychology, and philosophy. The interdisciplinary team enables a holistic approach to cybersecurity problems. The School offers a BS in Cybersecurity with majors in cybersecurity and cyber operations, and an MS in Cybersecurity with a total of more than 1,500 students. It has been designated by NSA as a National Center of Academic Excellence in Cyber Operations (CAE-CO) and a National Center of Academic Excellence in Cyber Defense (CAE-CD). Cybersecurity research is flourishing in the School. The School works closely with the cybersecurity industry, military units, government agencies, and educational institutions, to promote cybersecurity workforce development and research and innovation.

The ODU School of Cybersecurity offers two degree programs – a BS degree and an MS degree. In Fall 2015, ODU established a cybersecurity major offered as an Interdisciplinary Studies (IDS) Bachelor of Science (BS) degree through the College of Arts and Letters. That major evolved into a standalone degree major while maintaining its interdisciplinary foundations. The 120-hour curriculum provides opportunities for students to integrate education and training with application of problem-solving skills in the laboratory. Courses are drawn from the disciplines of Philosophy, Computer Science, Computer Engineering, Modeling and Simulation, Information Technology, English, Interdisciplinary Studies, and Criminal Justice. The cybersecurity BS curriculum is divided into four sections: (1) the interdisciplinary core, (2) law and ethics, (3) cybersecurity foundations, and (4) cybersecurity applications. This curriculum is in addition to general education courses, prerequisites, and electives which students take to complete the 120 credit hours.

The primary advantage of the cybersecurity BS curriculum at ODU is that it responds to the interdisciplinary nature of cybersecurity. Building on the success of the undergraduate programming, ODU created a Master of Science in Cybersecurity in 2018. The MS program grew quickly from 14 students in Fall 2018 to 203 students in Fall 2023. The undergraduate program grew in even larger numbers. When the program was first created in 2015, 11 students were enrolled in the program. In Fall 2023, 1,244 students identified as cybersecurity majors. In other words, the cybersecurity programs experienced a more-than 100-fold over an eight-year time period.

To support the growth in the degree programs and enhance cybersecurity research, ODU has invested significantly to support the cybersecurity initiative, including about a half million dollars equipment fund to create a state-of-the-art cybersecurity infrastructure, named Cybersecurity Research Environment (CRE). This environment supports research, education, and outreach activities. It enriches course projects by implementation and experimental activities, providing students with hands-on experience, which has been shown to be an important factor in stimulating problem-solving skills. An additional \$3 million was invested in creating the Cyber Innovation Park, the physical location where the School is housed. The School occupies 10,000 square feet of newly renovated space for classrooms, student commons, cyber labs, offices, meeting rooms, and a data center. The School operates a unique cybersecurity research and education infrastructure, established in 2017 and enhanced since then by multi-million dollars of cyberinfrastructure grants and state investment. It enables students to carry out hands-on exercises, learn cybersecurity tools and techniques, and work with u(s)-1 (9or)3 -1.15 v 0 re fixersemacten

Workforce, and Economic Development Alliance (HRCyber), the Virginia Cyber Alliance, and the Coastal Virginia Cybersecurity Initiative. Created in 2016, HRCyber was designed to promote regional collaboration between high school programs, higher education institutions, businesses, and non-profits. Supported through a grant from the National Institute for Standards and Technology, HRCyber formalized degree pathways between regional institutions, led to the development of a regional cybersecurity internship program, created cybersecurity partnerships between businesses and higher education institutions, and resulted in ODU changing its cybersecurity curriculum to better meet the needs of the business community. The HRCyber Co-Laboratory expanded on HRCyber to create additional internships and a digital entrant program, which provides businesses salary support for hiring new cybersecurity workers. More recently, as part of Virginia's Commonwealth Cybersecurity Initiative, ODU led the development of the Coastal Virginia Center for Cyber Innovation. CoVA CCI provided an opportunity to fiscally sustain the HRCyber initiative and connects cybersecurity researchers, faculty, students, and businesses across the region and the state.

ODU's growth in cybersecurity programming, investment in its cybersecurity research infrastructure, and leadership in business partnerships provides the foundation needed for a vibrant and innovative PhD program in cybersecurity.

**CLOSURE OF MASTER OF SCIENCE IN PARKS, RECREATION,
AND TOURISM STUDIES**

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the closure of the Master of Science in Parks, Recreation, and Tourism program effective with the spring 2025 semester pending approval by the State Council of Higher Education for Virginia.

Rationale: Old Dominion University seeks approval to close the Master of Science in Parks, Recreation, and Tourism effective Spring 2025. The program is housed in the Department of Human Movement Studies & Special Education in the Darden College of Education & Professional Studies.

Over the last several years, enrollment in the Master of Science (MS) in Parks, Recreation, and Tourism Studies has remained low. Averaging just six FTE and four graduates over the past five years, the program is well below the minimum expectations set by SCHEV for the program. SCHEV expects a minimum of 20

Austin Agho, Provost, and Vice President for Academic Affairs, presented the report on Promotions in Academic Rank effective 2024-2025.

Ken Fridley, Vice President for Research, presented a report on ODU's role within the Governor's Life Science Coalition with the University of Virginia, Virginia Tech, and Virginia Commonwealth University.

ADMINISTRATION AND FINANCE COMMITTEE

Rudy Middleton, chair of the Administration and Finance Committee, reported that Vice President Reed presented the Capital Projects Report to the Committee. He provided a general update on the new Health Sciences and Bn Ahe ne on the h.14 (nc)4 d, ags-5 (R)2 Tw T (e)-6 (

BE IT RESOLVED, that upon the recommendation of the Administration and Finance Committee, the Board of Visitors approves the proposed Old Dominion University 2024-25 Operating Budget.

Old Dominion University
Fiscal Year 2024-

Table 1: Eastern Virginia Health Sciences Center 2024-25 Tuition and Mandatory Fees

2024-25 Tuition Proposal				
	<u>Current Rate</u>	<u>Proposed Rate</u>	<u>Change</u>	
	2023-24	2024-25	Dollars-\$	Percent-%
<u>Tuition</u>				
Doctor of Medicine				
In-State	35,131	35,834	\$703	2.0%
Out-of-State	57,510	57,510	\$0	0.0%
Master of Biomedical Sciences - Research				
In-State	\$477/credit hour	\$477/credit hour	\$0	0.0%
Out-of-State	\$619/credit hour	\$619/credit hour	\$0	0.0%
Master of Biomedical Sciences - Medical				
In-State	\$41,577	\$41,577	\$0	0.0%
Out-of-State	\$54,671	\$54,671	\$0	0.0%
Master of Biomedical Sciences - Medical (2 Years)				
In-State	\$29,579	\$29,579	\$0	0.0%
Out-of-State	\$34,543	\$34,543	\$0	0.0%
Master of Surgical Assisting				
In-State	\$17,647	\$18,000	\$353	2.0%
Out-of-State	\$23,656	\$24,129	\$471	2.0%
Master of Art Therapy and Counseling				
In-State	\$1,020/credit hour	\$1,020/credit hour	\$0	0.0%
Out-of-State	\$1,394/credit hour	\$1,394/credit hour	\$0	0.0%
Master of Physician Assistant				
In-State	\$13,133/trimester	\$13,396/trimester	\$263	2.0%
Out-of-State	\$15,833/trimester	\$16,150/trimester	\$317	2.0%
Master of Public Health				
In-State	\$800/credit hour	\$800/credit hour	\$0	0.0%
Out-of-State	\$1,394/credit hour	\$1,394/credit hour	\$0	0.0%
Master of Reproductive Clinical Sciences				
In-State	\$1,246/credit hour	\$1,246/credit hour	\$0	0.0%
Out-of-State	\$1,610/credit hour	\$1,610/credit hour	\$0	0.0%

Vice President presented the proposed resolution required to assume \$42.9M EVMS debt upon integration. The following resolution was presented as a recommendation of the Administration and Finance Committee and was approved by all members present and voting (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

Vice President Reed presented the proposed 2024-2025 inaugural EVHSC Operating Budget of \$284M, which brings the total combined University operating budget to \$969.8M. The following resolution was presented as a recommendation of the Administration and Finance Committee and was approved by all members present and voting (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

APPROVAL OF THE OLD DOMINION UNIVERSITY EASTERN VIRGINIA HEALTH SCIENCES CENTER 2024-25 OPERATING BUDGET

BE IT RESOLVED, that upon the recommendation of the Administration and Finance Committee, the Board of Visitors approves the proposed Old Dominion University Eastern Virginia Health Sciences Center 2024-25 Operating Budget.

**Eastern Virginia Health Sciences Center
Fiscal Year 2024-**

The Committee received the Educational Foundation Investment Report from Mr. Mike LaRock and the Public Safety Report from R. Garrett Shelton, Chief of Police.

ATHLETICS COMMITTEE

Mr. Ross Mugler, chair of the Athletics Committee, reported that Coach Mike Jones, ODU Class of 1995, and Head Men's Basketball Coach, was introduced at the start of the meeting. Coach Jones shared his observations from his first one hundred days in the role, introduced his staff and current roster, and discussed his priorities for the upcoming season.

Ms. Amy Lynch, Director of Student-Athlete Services and Community Engagement, provided an academic and community service update for academic year 2023-2024. Ms. Danielle Cohea, Senior Associate AD for Compliance, Conduct, and Regulatory Affairs,

Jared Causby Assistant Director of Outdoor Adventure Program	\$61,985	5/28/2024	12 mos.
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Gillian Gregory \$55,000 5/10/2024 12 mos.
Education and Athletic Support Specialist
Emergency Hire
Instructor, Athletics

Gillian Gregory holds a Master of Science in Education in Educational Leadership: Higher Education and a Bachelor of Science in Sports Management from Old Dominion University. Ms. Gregory brings experience in various roles with Old Dominion University including Student Athlete Academic Services Book Coordinator, Student Athlete Advising and Community Engagement Intern, and as the Educational Support Services Graduate Assistant.

David Maldonado, Jr. \$42,000 5/25/2024 12 mos.
Residence Hall Director
Assistant Instructor, Student Housing

David Maldonado, Jr. holds a Bachelor of Art in Psychology from Shippensburg University. Mr. Maldonado, Jr. joins Old Dominion University with experience as the Graduate Community Director with Clemson University, Residential Life Summer School Intern (ACUHO-I) with the University of Washington, and as the Resident Assistant with Shippensburg University.

Joshua Martin \$55,000 4/10/2024 12 mos.
Assistant Director for Latine Initiatives
Instructor, Office of Intercultural Relations

Joshua Martin holds a Master of Public Service & Administration from Texas A&M Bush School of Government and a Bachelor of Art in Political Science from Texas A&M University. Mr. Martin brings experience as the Project Coordinator for the City of Sugar land, Texas, Financial Analyst 1 in the Budgeting Office with the City of Portland, OR and as a Graduate Assistant Researcher for the Texas A&M Bush School of Government.

Matthew Newton \$175,000 5/10/2024 12 mos.
Assistant Vice President for Business Optimization & CRM Architect

Vice President Hephner LaBanc updated the Committee on campus-based enrollment and recruitment efforts, noting that overall trends are encouraging, and staff are working hard to ensure momentum continues. She introduced Dr. Pearson, Associate Dean and Director for the Center for Orientation, Retention, and Exploration, to discuss how they have re-envisioned orientation for new campus-based students. The new orientation has three intentionally-timed phases and can be customized to individual needs for student success.

Dr. Evelyn Ashley presented the new strategic plans for SEES, which is grounded in pillars designed to attract, retain, and graduate students and professional staff. The Division has also been restructured to support these goals.

Ms. Nina Rodriguez Gonser, Vice President for Digital Transformation and Technology, introduced Dr. Lisa Kivin who discussed the onboarding procedures for online students. She then presented four cases of ODUGlobal students and the high-tech, high-touch processes that the Student Experience unit tailors to support individual student needs. Dr. Kivin shared a personalized diploma video along with statistics about its reach.

Vice President Rodriguez Gonser presented a video created at this May's commencement ceremonies. Over 600 students traveled to Norfolk, and some wore an ODUGlobal stole to identify them as online students. She then provided an update on Fall 2024 enrollments, noting that applications and registrations are both showing significant increases over last year, especially in target populations. The first year of awarding scholarships is showing promising returns. She concluded by noting they are over 63% towards their new goal, increased to 7500 online students.

MOTION FOR CLOSED SESSION

The following motion was read by Vice Rector Pitts: “Mr. Rector, I move that this meeting be convened in closed session, as permitted by Virginia Code Section 2.2-3711(A), subsections (1) and (6) for the purposes of discussing the appointment and performance of specific employees; and the investment of public funds where competition or bargaining is involved, where, if made public initially, the financial interest of the University would be adversely affect. The motion was seconded by Mr. Holland and approved by roll-call vote (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

In addition to the Board members in attendance, President Brian Hemphill asked the President’s Cabinet members to remain for part of the closed session agenda.

RECONVENE IN OPEN SESSION AND FOIA CERTIFICATION

At the conclusion of Closed Session, the Rector reconvened the meeting and the following Freedom of Information Act Certification was read: “Any person who believes that the Board 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 roll call vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matters 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 (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

ACTION ITEMS

Upon a motion made by Ms. Allen and seconded by Ms. Kemper the following resolution was approved by all members present and voting (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

FOURTH AMENDMENT TO SUPPLEMENTAL DEFINED CONTRIBUTION PLAN BOARD OF VISITORS RESOLUTION

Now Therefore Be it Resolved, that the Board oR (ed)TJ/TT0 1 TfumTit-2.1 (onc 0 Tw pU7TJ/TT3 1 T

**PRESIDENT BRIAN O. HEMPHILL, PH.D. COMPENSATION
AUTHORIZATION OF ADJUSTMENT**

Now Therefore Be it Resolved, that based on President Brian O. Hemphill, Ph.D.'s exemplary performance during the 2023-2024 academic year leading Old Dominion University, the Board of Visitors approves the compensation adjustments under the terms and conditions discussed by the Board in closed session, which shall be reflected in the First Amendment to President Hemphill's contract.

Upon a motion properly made and seconded, the following resolution was approved by all members present and voting (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

PRESIDENT BRIAN O. HEMPHILL, PH.D. PERFORMANCE PLAN

Now Therefore Be it Resolved, the Board of Visitors hereby approves payment as part of President Brian O. Hemphill's 2023-2024 annual performance plan, as discussed in closed session on September 15, 2023 with a progress report provided on June 14, 2024, and that said plan pursuant to Sections D.2. and E. of President Hemphill's employment agreement is considered a personnel record.

Upon a motion properly made and seconded, the following resolution was approved by all members present and voting (*Allen, Bradley, Corn, Ellmer, Hodge, Holland, Kemper, Middleton, Mitchum, Mugler, Pitts*).

PRESIDENT BRIAN O. HEMPHILL, PH.D. ONE-TIME INCENTIVE PAYMENT

Now Therefore Be it Resolved, the Board of Visitors hereby approves a one-time incentive payment, under the terms discussed in closed session, as a direct result of President Hemphill's visionary leadership and diligent efforts, especially with regard to finalizing the Eastern Virginia Medical School integration.

With no old/unfinished or new business to come before the Board, the meeting was adjourned at 12:15 PM.