

TO: Board of Visitors Governance Committee Members

Section 4.03. He added that this group will likely meet more frequently in addition to the quarterly Board meetings and his counterpart at EVMS, who will become an employee of the Office of the Attorney General and will report to him, will continue to represent the medical school.

The Committee discussed the composition of the Board of Directors and how it would interact with the Board of Visitors. Mr. Wilson stated that this Board, technically a committee of the Board of Visitors, would have no actual decision-making authority but would make recommendations to the Board of Visitors for consideration and final action.

Upon a motion made by Mr. Middleton, and seconded by Mr. Pitts, the proposed revisions to the following Sections of the Bylaws were approved by roll-call vote
, and will be presented as a recommendation of the Committee to the full Board for approval in June.

**OF THE OLD DOMINION UNIVERSITY
BOARD OF VISIT OIT H4 EMC P ACID BDC TT28 Ird-14 EMCln 4**

- b. Contracts with AI vendors should include provisions for data protection, privacy safeguards, in addition to clauses for non-compliance and dispute resolution by consulting with Procurement Services and following the software decision analysis process to ensure compliance.
 - c. Conduct regular audits and assessments in collaboration with ITS to monitor the performance and security of third-party AI solutions.
4. Protection of Student and Employee Data:
- a. Implement robust data privacy and security measures to safeguard sensitive information collected or processed by AI systems.
 - b. Ensure that AI systems comply with applicable laws and regulations governing the collection, storage, and use of student data, including the Family Educational Rights and Privacy Act (FERPA), the General Data Protection Regulation (GDPR), Health Insurance Portability and Accountability Act (HIPAA), and other relevant state and federal privacy laws.
5. Protection of Research Data:
- a. Strengthen provisions related to data privacy and security when using AI technologies, adhering to best practices for protecting sensitive information and obtaining informed consent for data collection and analysis.
 - b. Implement measures to ensure that confidential, sensitive, and other protected data are not entered into any AI research tool without proper risk analysis. Protected data may include information protected by FERPA, HIPAA, confidential personnel records, intellectual property, Human and Animal Subject data, and other sensitive or confidential institutional research data.
 - c. Any use of AI tools in the research process using humans or animals should be disclosed in the Institutional Review Board (IRB) application and address potential ethical considerations.
6. Implementation: The implementation of AI Policy Standards within Old Dominion University will be supported by the following strategies:
- a. **Training and Capacity Building:** Provide training and professional development opportunities for faculty, staff, and administrators on AI ethics, best practices, and compliance requirements. Foster a culture of responsible AI usage through awareness campaigns, workshops, and educational resources.
 - b. **Collaboration and Partnerships:** Forge partnerships with industry stakeholders,

- c. **Monitoring and Evaluation:** Establish mechanisms for ongoing monitoring, evaluation, and review of AI initiatives to ensure alignment with AI Policy Standards and educational objectives. Solicit feedback from stakeholders and incorporate lessons learned into future AI projects and policies.
- 7. **Community Engagement:** Engage students, faculty, staff, and the broader community in discussions and forums on AI ethics, privacy, and societal implications. Foster dialogue and collaboration with local stakeholders to address community concerns and priorities related to AI integration.
- 8. The specific standards to be utilized for compliance with this policy are published on the [Information Technology Services Computing Policies and Standards website](#). Additional guidelines are available on the [University Web and Digital Communication](#) website.

G. REGULAR POLICY REVIEWS

The Division shall conduct annual reviews of this policy to ensure its alignment with evolving regulations and best practices. These reviews shall involve consultation with experts, and other relevant stakeholders.

H. RECORDS RETENTION

Applicable records must be retained and then destroyed in accordance with the [Commonwealth’s Records Retention Schedules](#).

I. RESPONSIBLE OFFICER

Vice President for Digital Learning

J. RELATED INFORMATION

- [University Policy 3505 - Information Technology Security Policy](#)
- [University Policy 3506 - Electronic Communication Policy for Official University Business](#)
- [University Policy 3507 - Information Technology Accessibility Policy](#)
- [University Policy 3508 - Information Technology Project Management](#)
- [University Policy 3509 - Software Decision Analysis Policy](#)
- [University Policy 4100 - Student Record Policy](#)
- [University Policy 5350 - Research and Scholarly Digital Data Management Policy](#)

BOARD OFFICER ELECTIONS PROCESS

Mr. Dickeski reviewed the proposed process for the Board officer elections, noting that the Committee will meet on Mar14 (iaM)1 (a)6 (r) technology Pr6so-1 (o)2 ((a)6 (r)6 (me (r)3 (ita) o))2 (dy P)-v(a)6 (r)

members may also nominate individuals from the floor prior to the election of each officer at the June 14 meeting.

Upon a motion made by Mr. Bradley and seconded by Mr. Pitts, the proposed process was approved by roll-call vote

2024 BOARD SELF-ASSESSMENT SURVEY

Ms. Dickeski announced that there was 100% participation on this year's survey and thanked everyone for completing it. She shared her impressions on the results of the survey, noting that the scores were very good, though the 100% participation may have skewed some of the scores a little lower than in previous years. Overall, Board members feel well informed and complimented the two-day meeting format that allows them to attend all of the committee meetings. President Hemphill, his leadership team, and staff members are highly regarded, and Board members

Ms. Dickseski reminded committee members that since the last election in 2022, the Committee discussed the approach of succession planning with the Vice Rector position and ~~changes~~ included in the Bylaws to reflect that.

Upon a motion made by Mr. Middleton and seconded by Mr. Pitts, the Committee approved the proposed slate of officers by ~~roll~~all vote (Bradley, Dickseski, Kemper, Middleton, Pitts).

The Chair said she ~~will~~contact Mr. Hodge and Mr. Wyatt about their nominations and reminded the Committee that, in accordance with the Bylaws, nominations may be accepted from the floor when elections are held at the June 14 Board meeting.

PROPOSED EDITS TO THE AUDIT, COMPLIANCE AND HUMAN RESOURCES COMMITTEE CHARTER

The Chair

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 con

Human Resources

- x Receive updates on new and revised policies having campuswide implications.
- x Review annual succession planning goals in accordance with Code of Virginia § 2.2-1209.
- x Periodically review employee census data reports.
- x Receive annual updates on mandatory Commonwealth of Virginia reporting requirements including telework, classified employee turnover, and the employment opportunities plan for hiring people with disabilities.

Reporting Responsibilities

- x Regularly report to the Board of Visitors about committee activities, issues, and related recommendations.
- x Provide an open avenue of communication between internal audit, the external auditors, and the Board of Visitors.

Other Responsibilities

- x Perform other activities related to this charter as required by the Board of Visitors.
- x Review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- x Confirm annually that all responsibilities outlined in this charter have been carried out.
- x Chair shall evaluate the Committee's performance and individual member participation on a regular basis.

Committee members discussed the declining attendance at Board meetings and whether the option to attend remotely should be reconsidered. Ms. Dickeski said quorum of the full Board – nine members must be physically present to conduct business and to allow others to participate via Zoom. Mr. Wilson said that State law allows members of the Board to attend meetings through electronic means in accordance with the policy adopted by the body. also allows for a full meeting of the Board through electronic means in accordance with that President Hemphill

Old Dominion University (The University)] • } u u] © the šZ } o] development of its students fostering an environment that is safe, secure, and inclusive. This commitment encourages student accountability, academic integrity, student engagement, and success. dZ h v] À Œ •] š Ç Æ %o š • • š μ v š • v • š μ v š } Œ P w t h è Ÿ } v • I P Œ behavioral standards of the Code of Student Conduct ("the Code"). These behavioral Æ %o š a Ÿ e) embodied within core values, including personal and academic integrity, fairness, respect, community, and responsibility. The student accountability process exists to protect University interests and education and respond to students and student } Œ P v] Ì Ÿ } v • I P Œ } μ %o • Á Z } • Z À] } Œ } • v } š o] P v Á] š Z

- B. Promote an environment that provides the best academic integrity and learning } %o %o } Œ š μ v] Ÿ
- C. Facilitate a fair and equitable process to hold students accountable for À] } o Ÿ } v • } (the Code.
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NUMBER: 1109

TITLE: Prohibition on Participation in Malign Foreign Talent Recruitment Programs

APPROVED:

SCHEDULED REVIEW DATE :

Purpose

The purpose of this policy is to outline Old Dominion University's approach to identifying, reporting, evaluating, managing, and resolving actual and potential research conflicts of interests and commitment to ensure the integrity of the University's scholarship, research, sponsored programs, evaluation, and administration is not ~~adversely~~ ~~affected~~.

Definitions

1. Covered Individual: An individual who:
 - a. contributes in a substantive, meaningful way to the scientific development or execution of a research and development project proposed to be carried out with a research and development award from a federal research agency; and
 - b. is designated as a covered individual by the federal research agency concerned.

2. Foreign Country of Concern: Means the People's Republic of China, the Democratic People's Republic of Korea, the Russian Federation, the Islamic Republic of Iran, or any other country determined to be a country of concern as determined by the Secretary of State, a career advancement directly provided by the designee, or an entity directly sponsored by the country, to an individual, or other documentation.

Note: Consistent with the law, this policy does not include the following: research funded, organized, or

program on the lists developed under paragraphs (8) and (9) of Section 10236 of the [John S. McCain National Defense Authorization Act for Fiscal Year 2019](#)

- a. Making scholarly presentations and publishing written materials regarding scientific information not otherwise controlled under current law;
- b. Participating in international conferences or other international exchanges, research projects or programs that involve open and reciprocal exchange of scientific information, and which are aimed at advancing international scientific understanding, and which are aimed at advancing international scientific understanding and not otherwise controlled under current law;
- c. Advising a foreign student enrolled at an institution of higher education or writing a recommendation for such a student, at such student's request; and
- d. Engaging in the following international activities:
 - i. Activities that are partly sponsored or otherwise supported by the United States such as serving as a government appointee to the board of a joint scientific committee (e.g., the

- a. Unauthorized Intellectual Capital Transfer: Engaging in authorized transfer of intellectual property, materials, data products, or other nonpublic information owned by a United States entity or developed with a federal research and development award to the government or entity provided of a foreign country or an entity based in, funded by, or affiliated with a foreign country regardless of whether that government or entity provided support for the development of the intellectual property, materials, or data products;
- b.

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.

§ 23.1-2002. (For effective date, see 2023 Acts, cc. 756, 778, cl. 5) Meetings; officers; committees.

A. The board shall meet at the University once a year and at such other times as it determines. Special meetings of the board may be called by the

Bylaws Excerpts

From the Preface

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**

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

§ 4.06. Attendance. Board of Visitors members are entitled to attend all Board functions, including open and closed meetings of Board committees. Where conflicts arise due to several committees meeting simultaneously, the Board member shall give priority to the standing committee to which he/she has been assigned, unless excused by the standing committee chair and the Rector.

NUMBER: 1107
TITLE: Board of Visitors Meeting Scheduling and Procedures
APPROVED: April 11, 2003; Revised June 12, 2014; Revised September 14, 2021; Revised September 16, 2022
SCHEDULED REVIEW DATE: September 2027

All meetings of the Board of Visitors shall be conducted in accordance with the _____, the Board’s Bylaws, Board Policies and Procedures, and _____, in order of descending precedence. University Counsel shall serve as Board parliamentarian for purposes of interpreting _____. The University Counsel shall attend all open and closed meetings and committee meetings except those where the President is being evaluated or presenting portions of his/her Annual Report dealing with the evaluation of university officers, unless otherwise directed by the Attorney General in accordance with [Va. Code §23.1-1303.B.1.iii](#).

The following procedures for regular meetings of the Board of Visitors shall generally be followed consistent with Article III of the Board of Visitors B (o)-13 (f)TJO Tc 0 Tw ()Tjç-16o6Pu (ow)2 (e)-6ctowereg(

of the Board. Special meetings may be called by the Rector or the Vice Rector in his/her absence or disability, or by any three members. In addition to the date, time and location of the meeting, the purpose of the meeting must also be stated in the notice.

Meeting Agendas

Matters to be placed on the Board's regular and special meeting agenda and requests for public comment shall be brought to the attention of the Rector or the President in writing at least 15 days in advance of the meeting at which the issue is to be addressed or public comment accepted. The purpose of the agenda process is to ensure that only relevant issues requiring Board action are identified; that items brought before the Board have been fully analyzed and briefed; and that issues requiring Board action contain alternative recommended courses of action, if possible, to be considered for approval.

1. As part of this process, the Rector shall consult with hisgs,heal (a)6 (l (a)6 (l (a)6 (ln (m)-2 35 0ei0 12 72

Motion for Closed Session, if any
Reconvene in Open Session and Freedom of Information Act Certification
Call for Unfinished Business
Call for New Business
Adjournment

Public Comment

Public comment shall be taken upon request of interested parties to an agenda issue. The request must be made in writing via the Executive Secretary to the Board to the Rector and President in accordance with the timeline provided in the meeting notice. The points at which public comment will be accepted shall be specified in the published meeting agenda.

Closed Meetings

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4. In accordance with

