
The Governance Committee of the Board of Visitors of Old Dominion University met on Wednesday, May 1, 2024, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee:

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

Other Board members present: Ross A. Mugler

Also present: Brian O. Hemphill, President
Annie Gibson
Donna Meeks
Tom Odom
Ashley Schumaker
Allen Wilson

The Chair called the meeting to order at 11:24 AM and noted that a quorum was present. Committee member Kay Kemper attended remotely from her home in Florida in accordance with Va. Code § 2.2-3708.3.B.3 and Board of Visitors Policy 1107.

The Chair stated that a letter was sent out on April 19 seeking nominations for Board officers. Seven Board members submitted nominations and there were no contested positions, so one candidate is listed for each position, as follows:

Rector – Murry Pitts
Vice Rector – Andrew Hodge
Secretary - Rick Wyatt

Ms. Dickeski reminded committee members that since the last election in 2022, the Committee discussed the approach of succession planning with the Vice Rector position and language was 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-call vote

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.

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 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

- Receive updates on new and revised policies having campuswide implications.
- Review annual succession planning goals in accordance with Code of Virginia § 2.2-1209.
- Periodically review employee census data reports.
- 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

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

Other Responsibilities

- Perform other activities related to this charter as required by the Board of Visitors.
- 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.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- 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 that a 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. It also allows for a full meeting of the Board through electronic means in accordance with that policy. President Hemphill