
The Governance Committee of the Board of Visitors of Old Dominion University met at 1:00 p.m. on Thursday, March 28, 2022, in the Board Room of the Kate and John R. Broderick Dining Commons on the Norfolk campus. Present from the Committee were:

Jerri F. Dickeski, Chair
Yvonne T. Allmond, Vice Chair
R. Bruce Bradley, Rector (*ex-officio*)
Omotomilola Jegede (*Student Representative*)

Absent from the Committee: Robert S. Corn
Peter G. Decker, III
Toykea S. Jones (*ex-officio*)

Committee member Lisa Smith observed the meeting via Zoom.

Also present: Brian O. Hemphill, President
Bruce Aird
Austin Agho
Annie Gibson
Casey KohlerAllen Wilson

The Chair called the meeting to order at 1:22 p.m. and asked for approval of the minutes of the Governance Committee meeting held on December 9, 2021. Upon a motion made by Mr. Bradley and seconded by M

The Chair reminded Committee members that, in accordance with the Bylaws, the Governance Committee serves as the Board's nominating committee and recommends the process for Board officer elections for Board approval. Board members must have more than one year remaining in their terms or be eligible for reappointment in order to be considered for an officer position. The Rector or Vice Rector must be Virginia residents and officers may not hold the same office for more than one complete term (partial terms of one year or less are not included). Elections will be held at the June Board meeting and those elected will take office on July 1.

Board members who are eligible to be considered for office are Bruce Bradley, Rob Broermann, Bob Corn, Unwana Dabney (if reappointed), Pete Decker, Jerri Dickeski, Larry Hill, Toykea Jones (non-Virginia resident), Murry Pitts (if reappointed), and Maurice Slaughter.

Mr. Bradley suggests. Bra/.002 Tc (t)-2 (be)4 (V)2 (i)-84Tw A(M)-1 (r)3 (. B-1 (r)3 9y1oon-)TJ0.002 y(r)3 (a)4

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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.

Ms. Meeks noted that this will need to be taken to the full Board at the June meeting since there is not enough time to give the required 30-day notice for (t)-2 (he)4 TTc 0.06 Tw 1.h(m)-2 (az of)3 (h)9cy-6 .6BT

Committee for feedback at it meeting in April, and then to the Governance Committee in May.