

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Tuesday, December 1, 2020**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 10:30 a.m. on Tuesday, December 1, 2020. The meeting was held electronically via the Zoom application pursuant § 4-0.01(g) of Chapter 1289 of the 2020 Acts of Assembly. Present from the Committee were:

Jerri F. Dickeski, Chair
Yvonne T. Allmond, Vice Chair
Kay A. Kemper, Rector (*ex-officio*)
R. Bruce Bradley, Vice Rector (*ex-officio*)
Robert S. Corn
Peter G. Decker, III
Lisa B. Smith

Also in attendance from the Board: Unwanna B. Dabney
Ross A. Mugler
P. Murry Pitts

Also present: Austin Agho
Greg DuBois
Donna Meeks
R. Earl Nance
Amanda Skaggs

The Chair called the meeting to order at 10:31 a.m. and reviewed the Committee's responsibilities, as listed in the Board's Bylaws. These include providing oversight of functions relating to board governance and conduct of business, establishing the agenda for the Board's annual planning retreat, developing the Board self-assessment process, reviewing the Bylaws on a regular basis for proposed revisions for Board approval, overseeing the formal review process for Board policies and procedures, developing qualifications and competencies for Board members, and assisting with Board nominations to the Governor.

The Committee discussed a proposed action plan to respond to the major recommendations noted in the Board Governance Audit completed in 2019. Amanda Skaggs, Chief Audit Executive, reviewed the five major recommendations. She noted that one of the Committee's major tasks will be the review of the Board's Bylaws and policies and procedures and the recommended revisions in Appendices A-C of the Audit.

The Chair commented that discussion of the Board's self-evaluation, which was conducted in 2019 and was to have been discussed at the Board's retreat in April before it was cancelled due to COVID, will be done during today's full Board meeting. Based on those discussions, the

Committee will consider proposed revisions to the survey, which will be conducted in early 2021 for discussion at the Board's retreat scheduled in April 2021. The Rector noted that the presentation on the Board's operating budget was done in June and updates on the status of the budget will be given by the Vice Rector at each quarterly meeting.

Upon a motion made by Mr. Bradley and seconded by Mr. Decker, the following Board Governance Audit Action Plan was approved by the Committee by roll-call vote (*Aye: Allmond, Bradley, Corn, Decker, Dickeski, Kemper; Nay: None*).

BOARD GOVERNANCE AUDIT
Findings, Recommendations and Action Plans

Finding #1 - There was not a well-established process to ensure timely, comprehensive reviews of the Bylaws, policies, and other important documents. Bylaws, policies, and committee charters need numerous revisions to maintain accuracy and alignment with Virginia codified requirements and published guidance by the Association of Governing Boards of Universities and Colleges.

Recommendation #1: In the near future, revise Bylaws, policies and create documents as recommended withd C.u.0.44hxhd C.u3 0 /P ~~MC~~ publ rmentuTJg.32 103.08 0ve3(udi)-2 (t)-2 ()TJ0.002 Tc

assessment process to be conducted on an annual basis. The Board Bylaws will be updated to include the process and frequency of these self-evaluations. At the December 2020 quarterly

