

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
GOVERNANCE COMMITTEE MEETING
Thursday, April 21, 2022**

MINUTES

The Governance Committee of the Board of Visitors of Old Dominion University met at 11:30 a.m. on Thursday, April 21, 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*)
Toykea S. Jones (*ex-officio*)
Robert S. Corn
Peter G. Decker, III
Lisa B. Smith
Omotomilola Jegede (*Student Representative*)

Also present:

Brian O. Hemphill, President
Austin Agho
Donna Meeks
Tom Odom
Chad Reed
Ashley Schumaker
Amanda Skaggs
Don Stansberry
Allen Wilson

CALL TO ORDER AND APPROVAL OF MINUTES

The Chair called the meeting to order at 11:00 a.m. and asked for approval of the minutes of the Governance Committee meeting held on March 28, 2022. Upon a motion made by Mr. Decker and seconded by Ms. Allmond, the minutes were approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

BOARD OFFICER ELECTIONS

- Following April 22 Board meeting, Governance Committee Chair will send email to Board members soliciting nominations for Board officers and not those who are eligible for consideration
- Nominations due to the Chair by May 6
- Governance Committee meets on May 11 to discuss nominations and agree on a proposed slate of officers to present to the Board on June 3
- Proposed slate of officers will be shared with the Board when the June 2-3 meeting materials are published in OnBoard
- Following presentation of the proposed slate of officers on June 3, nominations for each office will be taken from the floor and each office voted on separately

BOARD OF VISITORS CODE OF ETHICS

The Chair called on Donna Meeks who stated that the SACSCOC reviewers had requested that the Board review and approve the Board's Code of Ethics. The Code of Ethics was originally approved by the Board as required by statute in 2013. A motion was made by Mr. Decker to approve the Code of Ethics with no changes. The motion was seconded by Mr. Bradley and was approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickeski, Jones, Smith; Nays: None*).

Code of Ethics

- Ensure, through open communication with the University's internal and state auditors, that effective internal controls are in place to safeguard the transactional integrity of our activities;
- Treat other members of the University community with dignity and respect;
- Ensure, through the establishment of appropriate policies and procedures, that enforceable measures are in place to protect members of the University community from illegal discrimination or harassment; and
- Report any illegal or unethical action that comes to our attention, so the University can investigate and take corrective steps.

This Code of Ethics was adopted by the Board of Visitors of Old Dominion University on April 22, 2022.

REINSTATEMENT OF BOARD OF VISITORS POLICY 1810

Al Wilson, University Counsel, explained that this Board policy had been approved by the Board for removal in December to be replaced by an administrative-level policy. However, in reviewing the replacement policy it was discovered that a new statute went into effect in 2020 that requires a board-level policy. The policy is being recommended for reinstatement with some minor revisions. Upon a motion made by Ms. Smith and seconded by Ms. Allmond, the following policy was approved by all members present and voting (*Ayes: Allmond, Bradley, Corn, Decker, Dickseski, Jones, Smith; Nays: None*).

NUMBER: 1801

TITLE: Development Policy

APPROVED: August 14, 1981; Revised June 19, 1986; Revised June 12, 2014; Revised April 22, 2021; Revised April 22, 2022

I. General Policies

- A. Solicitation for gifts for the university or any of its colleges, schools, departments, centers, institutes, or programs must have the prior written approval of the president or a designated representative and comply with the following Code of Virginia statute: §23.1-1304.1, Governing board; additional duties; policy; acceptance of terms and conditions associated with donations, gifts, and other private philanthropic support.
- B. Private gifts or grants which entail a commitment on the part of the university may not be accepted without the written approval of the president or a designated representative.

F. Named Visiting Scholar or Artist

A visiting scholar or artist may be named in recognition of an endowment gift sufficient to provide for the cost of such a program.

G. Named Lectureship

A lectureship or lecture series may be named in recognition of an endowment gift sufficient to provide for the honorarium and expenses related to the lecture.

H. Named Fellowship

A fellowship may be named to recognize an endowment gift to provide for tuition and fees assistance and a research stipend for a graduate student.

I. Named Scholarship

A scholarship may be named to recognize an endowment gift to provide for tuition and fees assistance for an undergraduate student. An athletic grant-in-aid may be named to recognize an endowment gift to provide for tuition, fees, room and board, and books assistance for a student-athlete.

J. Other Named Funds

NUMBER: 1621

TITLE: Asset and Surplus Property Disposition

APPROVED: September 9, 2005; Revised September 13, 2012

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act.~~

Pursuant to §23-38.88.1-1002, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits, subdivision ~~AB~~1 states that “a public institutions of higher education ~~may shall be eligible to~~ dispose of their surplus materials at the location where the surplus materials are held and to retain any proceeds from such disposal as provided in subdivision B14 of §2.2-1124, provided that the responsible University area Board of Visitors adopts policies and procedures for handling surplus property. These policies and procedures must incorporate Code requirements regarding donations, and the reporting of proceeds from the sale of recycling of surplus materials, and a copy of such policies and procedures must be made available to the Department of General Services upon request.

II. Board of Visitors Policy

It is the policy of the Board of Visitors to optimize the University’s return-on-

- ~~B. Budget Unit—A University agency, college, department, office or school to which a budget unit number has been assigned by the University’s Budget Office.~~
- ~~C. Capitalized Assets—All assets carried on the University’s inventory, which is managed and reported the Department of Procurement Services with a dollar value greater than \$5,000.00.~~
- ~~D. Disposal/Disposition—The sale, replacement, trade-in, transfer, loan, scrap, discard or any other means of disposing of assets.~~
- ~~E. Equipment Trust Fund (ETF)—Assets purchased with annual Commonwealth provided ETF monies, having a minimum purchase value of \$500.00, and owned by the University for the time as specified by the Commonwealth.~~
- ~~F. Non-Capitalized Assets with Salvage Value—Assets which no longer serve a functional purpose for the *Organization*, but which may be of use to another budget unit, or may be auctioned, sold, transferred, or otherwise exchanged for value.~~
- ~~G. Non-Capitalized Assets without Salvage Value—Assets which no longer serve a functional purpose for the *Organization*, **and** have no market or resale value, or have no value for any other organization.~~
- ~~H. Organization—University budget units responsible for inventory, care, control, custody and maintenance of *capitalized or non-capitalized assets*.~~
- ~~I. Surplus Assets—Any excess, obsolete, salvageable or non-salvageable capitalized or non-capitalized assets which are sold, replaced through the budget process, transferred or loaned to another organization, scrapped, discarded or otherwise removed from service by any other means of disposal. ETF assets age cannot be placed in surplus and must be retained by the organization for the time as specified by the Commonwealth.~~

~~V. Specific Requirements~~

~~A. Organization Responsibilities:~~

~~The organization and their budget unit directors shall be responsible for the inventory, care, control, custody and maintenance of University assets purchased for and/or assigned to their respective budget units, and, except as otherwise set forth herein, written authorization from the Department of Procurement Services shall be obtained prior to the disposition of University assets and inventory, as described herein.~~

~~B. Disposal Methods:~~

~~The Department of Procurement Services may use any of the following methods to dispose of *surplus assets*:~~

- ~~1. Auction—Primarily used for the disposal of large pieces of equipment, vehicles, and rolling stock, and will include both on-site and electronic auctioning;~~

~~2.—Competitive Bids—Both sealed and unsealed, to be determined based on the surplus asset value;~~

~~3.—Donations—The University may donate surplus assets for:~~

~~a.—Emergencies declared in accordance with *Code of Virginia*, §44-146.18.2 or §44-146.28; or~~

~~b.—As set forth in the budget bill as defined by *Code of Virginia*, §2.2-1509, provided the conditions therein are met.~~

~~4.—Loan—Temporary use of the surplus asset is granted to a Budget Unit other than the Organization, or, with prior written approval from the Executive Director of Construction and Procurement Services, to another public entity or not for profit organization;~~

~~5.—Negotiated Sale—Primarily for circumstances when, despite efforts at public auctions, competitive bids or set price sales, asset has not been sold.~~

~~6.—Set Price Sales—Surplus Assets are offered to the public at predetermined "set prices";~~

~~7.—Transfer—Used to transfer to another *public agency* for a negotiated price or, with written justification, at no cost.~~

~~C.—Surplus Asset Disposition Forms:~~

~~The Organization shall record the disposition of all surplus assets on the *Property Control Equipment Turn-In Form*. A copy of this form may be obtained from the Department of Procurement Services' website.~~

~~D.—Determination of Surplus Asset Value:~~

~~The determination of the salvage value of all surplus assets and inventory shall be the sole responsibility of the Department of Procurement Services.~~

~~E.—Recycling of Surplus Assets or Materials:~~

~~The University.~~

~~C. With the exception of the use of the City of Norfolk, Department of Planning, as the University's Building Official, the University shall comply with the design review process as described in the Commonwealth of Virginia "Construction and Professional Services Manual;"~~

~~D. Utilize General Terms and Conditions for those forms of procurement as approved by the Department of General Services and the Office of the Attorney General;~~

~~E. Follow all guidelines established by the Secretary of Administration; and~~

~~F. Follow all administrative procedures established by the Department of General Services.~~

NUMBER: 1623

TITLE: Administration of Capital Outlay Non-General Fund Construction Projects Under Level II Delegated Authority

APPROVED: September 9, 2005; Revised June 14, 2012

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act.~~

Pursuant to §23.1-100238.88, *Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits*, subdivision ~~AB~~3 states that a “public institutions of higher education that ~~has~~ have in effect a signed memorandum of understanding with the Secretary of Administration regarding participation in the non-general fund decentralization program as set forth in the appropriation act, as provided in Subsection C of §2.2-1132 ~~to~~ enter into contracts for specific construction projects without the preliminary review and approval of the Division of Engineering and Buildings of the Department of General Services, provided such institutions are in compliance with the requirements of the

Assembly in accordance with law, provided that the authority granted in the memorandum of understanding is consistent with the institution's ability to manage its operations in the particular ~~area or areas.~~"

~~To promulgate expanded operational authority in the area of procurement, Old Dominion University entered into a memorandum of understanding (MOU) with the Secretary of Administration in July, 2009, which was renewed in April, 2012, for a term of five years, with automatic renewals of five year terms thereafter. Among other powers, this MOU grants the University additional operational authority in the area of procurement as authorized by Chapters 824 and 829. The legislation required that the University adopt the "Rules Governing Procurement of Goods, Services, Insurance and Construction by a Public Institution of Higher Education of the Commonwealth of Virg~~

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with of this policy. The Vice President for Administration and Finance may delegate this authority by letter.

IV. Definitions

- A. ~~Alternate Project Delivery Methods — Design Build and Construction Management services as defined herein and in §4 of the “Rules”.~~
- B. ~~BCOM — The Commonwealth’s Bureau of Capital Outlay Management, an entity of the DGS reporting to DEB.~~
- C. ~~Construction — Building, altering, repairing, improving or demolishing any structure, building or highway, and any draining, dredging, excavation, grading or similar work upon real property.~~
- D. ~~Construction Management — Services provided under a contract with the Owner, which generally include coordinating and administering construction contracts for the benefit of the Owner, but may also include, if provided in the contract, furnishing construction services to the Owner.~~
- E. ~~CPSM — The Commonwealth’s Construction and Personal Services Manual issued by BCOM~~
- F. ~~DEB — The Commonwealth’s Division of Engineering and Buildings which reports to DGS.~~
- G. ~~DGS — The Commonwealth’s Department of General Services which reports to the Secretary of Administration.~~
- H. ~~Design Build — Services under a contract with the Owner in which the party contracting with the public body agrees to both design and build the structure, roadway or other item specified in the contract.~~
- I. ~~Professional Services — As used in these procedures, the services of licensed architects, engineers and other professionals as defined in the “Rules”.~~

NUMBER: 1624

TITLE: Exercise of Autonomy for Certain Real Property Transactions

APPROVED: September 9, 2005; Revised April 8, 2010; Revised June 12, 2014

I. Background

The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allowed public institutions of higher education restructured financial and operational authority as described in subdivisions A1 through A13 of Section 23-38.88 of the Act. The Act was updat

A. President or designee:

1. With prior approval of the Board of Visitors, execute real property sales purchase contracts, real property sales deeds, and sale of real property transactions.
2. Execute real property purchase contracts, real property purchase deeds, and purchase of real property transactions.
3. With prior approval of the Board of Visitors, execute capital lease transactions conducted with the Old Dominion University Real Estate Foundation.
4. Execute non-capital lease and easement transactions conducted with the Old Dominion University Real Estate Foundation.

NUMBER: 1625

TITLE: Certification of Small, Women, and Minority-Owned Business Enterprises

APPROVED: September 9, 2005

I. Background

Pursuant to ~~§23.1-1002-38.88~~, Eligibility for Restructured Financial and Administrative Operational Authority and Financial Benefits, subdivision ~~AB~~8 states ~~that~~ “for purposes of compliance with §2.2-4310,” a public institution of higher education ~~that meets the conditions prescribed in subsection B of 23-38.88~~ may “procure goods, services, and construction from vendors ~~identified by such public institutions of higher education that the institution has certified~~ as a small, women-owned, ~~or and~~ minority-owned business enterprises ~~that the institution has certified as such based on criteria approved by the Department~~enterprise pursuant to the conditions and provisions in §2.2-1609.” An institution exercising the authority granted by this section shall establish and follow internal procedures and processes designed to verify whether or not a vendor qualifies to be certified as a small, women-owned, ~~and or~~ minority-owned business enterprise under the Department approved criteria and the certification requirements.

II. Board of Visitors Policy

It is the policy of the Board of Visitors to support the Commonwealth’s Small, Women-owned, and Minority-owned business (SWaM) program. Old Dominion University has chosen not to develop its own SWaM certification program but to utilize the Virginia Department of Minority Business Enterprise (DMBE)-Small Business and Supplier Diversity (SBSD)certification program for identifying and reporting procurement activity with small, women-owned, and minority-owned (SWaM) business enterprises. The University shall report certified SWaM utilization as required by the Commonwealth of Virginia.

III. Authority

The Vice President for Administration and Finance or ~~the Vice President's~~ designee shall be responsible for interpretation and implementation of, and compliance with this policy. ~~The Vice President for Administration and Finance may delegate this authority by letter.~~

~~IV. —~~ Procedures

~~Old Dominion University staff shall direct all SWAM vendors to the DMBE website to apply for certification. All SWAM reports will be developed utilizing the DMBE SWAM database, and submitted per the schedule and format provided by DMBE.~~

NUMBER: 1627

TITLE: Procurement Reporting Exemption

APPROVED: September 9, 2005; Revised June 17, 2010; Revised July 1, 2019

I. Background

~~The 2005 General Assembly session passed HB 2866 and SB 1327 to establish the Restructured Higher Education Financial and Administrative Operations Act. This Act allows public institutions of higher education restructured financial and operation authority as described in subdivisions A1 through A13 of Section 23-38.66 of the Act.~~

Pursuant to ~~§23.1-1002-38.88~~, *Eligibility for Restructured Financial and Administrative Operational Authority and Financial Authority*, subdivision ~~AB~~11 states that ~~for~~ a public institution of higher education ~~to~~ may “be exempt from reporting its purchases to the Secretary of Education, provided that all purchases, including sole source purchases, are placed through the Commonwealth’s electronic procurement system using proper system code for methods of procurement.” ~~the Board of Visitors shall establish policies and~~

3.

STANDING COMMITTEE CHARTERS

The Chair said that the only standing committee of the Board that currently has a Charter is the Audit & Compliance Committee. According to best practices, a committee charter should include the committee's charge or mission statement; authority and responsibilities of the committee; composition, including guidelines for appointing members, committee chair and any professional staff relationships; when and how meetings will be held, how meeting agendas will be handled, how minutes will be drafted, reviewed and approved; and quorum requirements. She proposed that Governance Committee assign the development of charters for the remaining six standing committees for their review in June and then subsequent review by the Governance Committee and approval by the Board in September.

In response to a question from Mr. Bradley, Ms. Meeks said that charters existed for some of the committees many years ago but having each committee establish or re-establish them will bring the Board in compliance with AGB best practices as well as the Board's revised Bylaws. Ms. Skaggs added that it is standard for audit committees to have charters that lay out the expectations of the committee. AGB has several examples of committee charters that can be provided to the chairs and vice presidents. She noted that the Audit & Compliance Committee Charter addresses how the committee will be evaluated and suggested that be included in the other charters as well.

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