





Deb Love, Senior Assistant Attorney General who is serving as Counsel for the search committee, advised that while it is not expected that Board members who are not on the search committee attend meetings of the committee, the Board's Bylaws allow them to do so, but in a non-capacity. Mr. Bradley asked that those who want to attend meetings let Donna know ahead of time.

## PRESENTATION ON PROPOSED CREATION OF A GOVERNANCE COMMITTEE

The Rector reminded the Board that a notice had been sent regarding a proposed amendment to the Bylaws to create a Board Governance Committee, a recommendation that was made as part of the Board Governance Audit. She invited Amanda Skaggs, Chief Audit Executive, to provide background information on this proposal.

Ms. Skaggs reported that a governance committee is generally created by provisions within the Board's Bylaws that set forth its functions and responsibilities and it's being proposed to be considered at the September board meeting. There should also be a written charge to guide the work of the Committee once it's established.

The Association of Governing Board's publication on Governance Committees lists three primary functions of the committee: (1) identification of governance best practices relevant for the organization it oversees adopting those that promise to improve its effectiveness in exercising its oversight responsibilities with any changes in best practices that lead to a change in established policy or bylaws taken to the full Board for approval; (2) responsibility for board self-management that typically includes a program of orientation, mentorship, continuous board education, bylaw reviews and regular assessment of the board and its members; and (3) maintenance of a record of board members' expertise relative to the mission and strategic priorities of the institution to assist the rector with committee assignments to keep current what is submitted to the Governor's Office in terms of needed qualifications in board members. AGB states that the governance committee is arguably the most important committee that the Board can empower.

A governance committee should be established to most effectively accomplish the governance functions that are being proposed as bylaw revisions, development of a self-assessment process, regular board bylaw and policy review, annual planning retreat, and creating a set of qualifications and competencies for board members. The proposal is supported by the recent board governance audit opinion that several of these were not conducted as expected and are typically the responsibility of a governance committee

Establishment of this committee as a standing committee will provide the structure to support those needed processes. This is especially important as it relates to ODU's SACS accreditation. SACS conducts their reviews on a ten year cycle and ODU's decennial is 2023. The study portion of this review is due about a year prior. Board self-assessment is now explicitly required as part of the SACS standards. In order to sufficiently document board self-assessment, two cycles of a self assessment are minimally expected which needs to include a documented effective review, a board policy addressing the self-evaluation, documentation of appropriate approvals and outcome of the process, and a timeline for both future and past implementations of recommended changes.

Ms. Skaggs noted the other five public institutions that currently have a governance committee – Virginia Tech, VCU, Radford, Mary Washington and VMI. Collectively, their governance



where they believe there was a departure from the law or a departure in the discussion of matters other than that stated in the motion convening the closed session. I shall now take a vote of the Board. All those who agree that only lawfully exempted matters and specifically only the business matter stated in the motion convening the closed session were discussed in closed session say "aye." All those who disagree say "nay." The certification was approved by a roll vote (Ayes: *Allmond, Bradley, Broermann, Corn, Dabney, Dickeski, Hill, Jones, Kemper, Mugler, Pitts, Smith, Williams*; Nays: *None*).

With no further business to be discussed, the meeting adjourned at 2:00 p.m.