

CALL TO ORDER

The Rector called the meeting to order at 9:02 AM. Pursuant to Va. Code 2.2-3708.3 and Board of Visitors Policy 1107, Board members Brian Holland and Clair Wulf Winiarek requested to participate in the meeting remotely, but the request was not approved by the Rector.

SPECIAL PRESENTATION

Vice President Brandi Hephner LaBanc introduced the newly created Blue Crown Society members to the Board. She noted that the group is not a registered student organization but an official extension of the President's Office and will serve as University hosts at hallmark events. The 11-member group hopes to grow to 40. All who were selected went through a vetting process and received training. Evelyn Ashley and Melanie Graham serve as advisors to the group. She then introduced Carissa Crawford who spoke on behalf of the Society and each member introduced themselves to the Board.

APPROVAL OF MINUTES

Upon a motion made by Mr. Wyatt and seconded by Ms. Dickseski, the minutes of the Board of Visitors meeting held on June 14, 2024, were approved by all members present and voting (*Allen, Campbell, Corn, Dickseski, Ellmer, Goldfarb, Hodge, Middleton, Montero, Mugler, Pitts, Thompson, Wyatt*).

RECTOR'S REPORT

Rector Pitts stated that the Board had the opportunity to welcome former Rector Bruce Bradley yesterday for the unveiling of his portrait. Mr. Bradley will continue to serve the University as Vice Chair of the Virginia Health Sciences Board of Directors.

The Rector thanked the President and First Lady for the event they hosted in their home last evening for all members of the volunteer boards. He then introduced Dr. Bruce Waldholtz as the newly elected Chair of the Virginia Health Sciences Board of Directors, who will attend all meetings of the Board of Visitors to present a report on behalf of the Board of Directors.

The Rector asked Vice President and Chief of Staff Ashley Schumaker to read a Resolution of Appreciation for Dennis Ellmer, which was presented to Mr. Ellmer by the Rector and President. The following Resolution of Appreciation was approved by the Board by acclamation.

**OLD DOMINION UNIVERSITY
BOARD OF VISITORS
RESOLUTION OF APPRECIATION**

**Member Dennis M. Ellmer '11 HA
September 13, 2024**

WHEREAS, Dennis Ellmer is a current member of the Board of Visitors and a long-standing champion of all things Old Dominion University, while also being deeply admired throughout the nation as an entrepreneurial powerhouse and truly revered across the region as a dedicated and passionate leader due to his care for community and love of family; and

WHEREAS, with the generous gift of \$20 million from Dennis Ellmer, and his lovely wife Jan on behalf of their entire family, significant scholarly support will be provided to Monarch students pursuing cutting-edge degrees across the University's vast health sciences enterprise; and

WHEREAS, students will be eligible for the scholarships if they are enrolled in the EVMS School of Health Professions, the Joint School of Public Health, the ODU Ellmer College of Health Sciences, and the ODU Ellmer School of Nursing; and

WHEREAS, the ay9 -1.15 Td()Tjs59 -1.1no.15 Td()Tj-0.0029y9 -1.15 TJ/5 (bl)-d4-2of i Sc TJ-1 (

PRESIDENT'S REPORT

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Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Bhattacharyya meets the standards for tenure in the Department of Information Technology and Decision Sciences at Old Dominion University.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Jeffrey Fergus as Professor with the award of tenure in the Department of Mechanical and Aerospace Engineering in the Batten College of Engineering effective August 10, 2024.

Salary: \$310,000 for 12 months (includes stipend of \$50,000 to serve as Dean of the Batten College of Engineering & Technology)
Rank: Professor (designated as Dean, Batten College of Engineering and Technology)

The following contains my recommendation for the initial appointment with tenure of Dr. Jeffrey Fergus in the Department of Mechanical and Aerospace Engineering. Dr. Fergus received a B.S. in Metallurgical Engineering from the University of Illinois and a Ph.D. in Materials Science and Engineering from the University of Pennsylvania. Prior to ODU, he was the Associate Dean for Program Assessment and Graduate Studies (2014–2020) and Associate Dean for Undergraduate Studies and Program Assessment (2020–present) at the Samuel Ginn College of Engineering at Auburn University. He initially received tenure from Auburn University, has over 180 publications and received \$12 million in external funding.

The ODU *Teaching and Research Faculty Handbook* states, “Normally, an initial appointment with tenure will be granted only to a faculty member who already has achieved a distinguished academic record and held a tenured position” (p. 28). Reviews were completed by department, college, and university promotion and tenure committees and the college dean. External references were included as part of the review.

Based on my independent evaluation of the materials submitted, including the above recommendations, it is my judgment that Dr. Jeffrey Fergus meets the standards for tenure in the Department of Mechanical and Aerospace Engineering at Old Dominion University.

INITIAL APPOINTMENT OF FACULTY MEMBER WITH TENURE

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the appointment of Dr. Lobat Tayebi as Professor with the award of tenure in the Department of Electrical and Computer Engineering in the Batten College of Engineering effective August 10, 2024.

Salary: \$204,000 for 12 months (includes a \$25,000 stipend to serve as the Inaugural Director for the Institute of Engineering in Medicine, Health, & Human Performance)
Rank: Professor (designated as Director, Institute for Engineering in Medicine, Health, & Human Performance)

The Faculty Handbook states, “The purpose of the award of a named chair is to recognize and give support to a full professor who has demonstrated sustained excellence in research and teaching and will significantly contribute to the University.” Based on Provost Payne’s assessment, Dr. Tayebi meets these standards.

Lobat Tayebi

**Inaugural Director, Institute for Engineering in Medicine, Health, and Human Resources
Batten College of Engineering and Technology**

Dr. Tayebi’s research interests support the ODU goal of improving public health and addressing the region’s healthcare inequity and disparities. Before joining ODU, Dr. Tayebi was a Professor and Director of Research at Marquette University School of Dentistry with a joint appointment in Mechanical Engineering. She received her Bachelor of Science from Sharif University of Technology in Physics and her Master of Science from McMaster University in Engineering Physics. She earned a PhD from the University of California-Davis in Applied Science and a DPhil degree from the University of Oxford in Engineering Science, Institute of Biomedical Engineering. Her expertise lies in tissue engineering and regenerative medicine. With multiple patents in the field, she h

**APPOINTMENT OF ENDOWED SLOVER PROFESSOR IN THE DEPARTMENT OF
OCEAN AND EARTH SCIENCES IN THE COLLEGE OF SCIENCES**

RESOLVED,

Be it Resolved that the Board of Visitors of Old Dominion University finds that it is in the best interests of the University and the Commonwealth for the dual employment of the above named to exist.

Be it Further Resolved that the dual employment of those listed above is recognized and approved effective retroactively to the date of their respective hire.

RESOLUTION APPROVING DUAL EMPLOYMENT

Whereas, pursuant to Virginia Code §2.2-3106(C)(2) immediate family members may both work at Old Dominion University if (i) they are engaged in teaching, research, or administrative support positions, (ii) this Board finds it is in the best interests of Old Dominion University to allow the dual employment, and (iii) the immediate family member does not have sole authority to supervise, evaluate or make personnel decisions regarding the other, and

Whereas the following individuals both work in the Department of Medicine at the Macon & Joan Brock Virginia Health Sciences at Old Dominion University and neither has authority to evaluate, supervise or make personnel decisions regarding the other,

Joshua Sill and Julie D. Sill, spouses

Be it Resolved that the Board of Visitors of Old Dominion University finds that it is in the best interests of the University and the Commonwealth for the dual employment of the above named to exist.

Be it Further Resolved that the dual employment of those listed above is recognized and approved effective retroactively to the date of their respective hire.

Committee members approved the appointment of 25 faculty members and three emeriti appointments. The following resolutions were brought forth as recommendations of the Academic and Research Advancement Committee and were approved by all members present and voting (*Allen, Campbell, Corn, Dickeski, Ellmer, Goldfarb, Hodge, Middleton, Montero, Mugler, Pitts, Thompson, Wyatt*).

<u>Name and Rank</u>	<u>Salary</u>	Effective <u>Date</u>	<u>Term</u>
John D. Lape, Sr Lecturer, Information Technology & Decision Sciences	\$75,000	7/25/2024	10 Mos

<u>Name and Rank</u>	<u>Salary</u>	Effective <u>Date</u>	<u>Term</u>
Summer S. Ortiz Lecturer,	\$51,000	7/25/2024	10 Mos

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Jana Abou Ziki Associate Professor, Department of Engineering Technology	\$99,000	12/25/2024	10 Mos

Dr. Ziki received a Ph.D. in Mechanical Engineering from Concordia University, Canada, and a B.S. in Mechatronics Engineering from Hariri Canadian University, Lebanon. Previously she was an Assistant Professor in the Department of Engineering & Applied Science at Ontario Tech University, Canada. (Appointment is contingent upon successful work authorization).

EMERITUS/EMERITA APPOINTMENTS

RESOLVED, that upon the recommendation of the Academic and Research Advancement Committee, the Board of Visitors approves the title of emeritus/emerita for the following faculty members and faculty administrators. A summary of their accomplishments is included.

<u>Name and Rank</u>	<u>Effective Date</u>
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on numerous university, college, and departmental committees on campus as well. Dr. Enderson

Bismarck Myrick

Ambassador Bismarck Myrick earned a B.A. in History from the University of Tampa and a Master of Arts in History from Syracuse University and was awarded a Doctor of Humane Letters by Spelman College. He joined Old Dominion University in 2002 as Ambassador-in-Residence and Lecturer in Political Science and History.

Prior to his arrival at Old Dominion, Ambassador Myrick spent more than twenty years in the U.S. Foreign Service. Among the positions he held include U.S. Ambassador to Lesotho (1995 – 1998) and U.S. Ambassador to Liberia (1999-2002). Prior to his Ambassadorships, he served as Consul General for U.S. Diplomatic Missions in Cape Town and Durban, South Africa. Among the many honors he earned includes the government of Lesotho's Most Meritorious Order of Mohlomi, the highest honor awarded by that country to a non-citizen, for his work in promoting democracy, and the U.S. State Department's Superior Honor Award. In addition, he represented the United States at the swearing in of South Africa's first democratically elected post-apartheid parliament.

In addition to these diplomatic roles, Ambassador Myrick has served in a variety of other high-level State Department positions, including as Action Officer in the Office of Strategic Nuclear Policy and Chair of the Interagency Working Group on Nuclear Testing Arms Control, as well as Deputy Director for Policy Planning and Coordination in the Bureau of Inter-American Affairs. In 2022, Ambassador Myrick was appointed as Vice Chair of the Board of Visitors of the National Defense University.

In his more than twenty years at Old Dominion, Ambassador Myrick taught courses in African history, politics, and international relations. His students benefitted greatly from his encyclopedic knowledge and extensive diplomatic experience in gaining a better understanding of the politics and history of Africa.

Brian Payne, Interim Provost and Executive Vice President for Academic Affairs, provided an update on Academic Affairs priorities and the Monarch Internship and Co-Op Office.

Ken Fridley, Vice President for Research and Economic Development, provided an overview of the R&D portfolios of ODU and EVMS over the last few fiscal years as a preview of what our portfolio will look like post-integration.

VIRGINIA HEALTH SCIENCES BOARD OF DIRECTORS

Bruce Waldholtz, MD, Chair of the Virginia Health Sciences Board of Directors, reported that the Board has held its first two meetings. An organizational meeting was held on August 22, 2024, during the Board of Visitors Retreat. The Board elected Bruce Bradley as its vice chair and himself as chair.

On September 9, 2024, the Board of Directors held its orientation and first regular meeting. After hearing presentations from the deans of each of the schools of Virginia Health Sciences and from the senior administrative, the Board of Directors considered several action items. The Board unanimously approved Dr. Abuhamad's recommendations for

Name and Rank

Effective

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Sarah M. Parsons Assistant Professor, Department of Pediatrics	N/A	2/15/2019	1 Year

Dr. Parsons earned her Bachelor of Science in Biology with a focus on Microbiology and Immunology from Radford University. She then obtained her Doctor of Pharmacy from the Virginia Commonwealth University School of Pharmacy. While in Richmond, Dr. Parsons completed a pharmacy residency with the HCA Health System. She is currently a Clinical Pharmacy Specialist at Children's Hospital of The King's Daughters. 2/15d-4 9.6 (A)15.8 (ls)-2.3 6y

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Alastair K. Thomson Assistant Professor, Department of Medicine, Division of Endocrine and Metabolic Disorders	\$95,000	7/1/2024	12 Mos

Dr. Thomson obtained his Bachelor of Medicine and Bachelor of Surgery from the University of West Indies in Kingston, Jamaica. Dr. Thomson completed a Categorical Tract Internal Medicine residency from the SUNY health system and subsequently served as Chief Resident for Kings County Hospital. Dr. Thomson's clinical and academic focus is with Endocrine and Metabolic Disorders.

Alejandra Vargas Instructor, Department of Medicine	N/A	7/1/2024	12 Mos
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Faculty	Rank	Department	Term
Christina R. Gates	Instructor	Emergency Medicine	1 Year
Gabrielle A. Gauthier	Instructor	Emergency Medicine	1 Year

The Board of Directors approved a revision to its charter modifying the term length of the chair and vice chair to two years to align the terms of officers with the officers of the Board of Visitors. The following was brought forth as a recommendation of the Board of Directors and was approved by all Board of Visitors members present and voting (*Allen, Campbell, Corn, Dickeski, Ellmer, Goldfarb, Hodge, Middleton, Montero, Mugler, Pitts, Thompson, Wyatt*).

**THE MACON & JOAN BROCK VIRGINIA HEALTH SCIENCES
BOARD OF DIRECTORS**

**ARTICLE I
NAME AND PURPOSE**

Section 1.01 Name. This standing committee of the Old Dominion University Board of Visitors (“Board”) is created pursuant to § 23.1-2002 of the Code of Virginia, 1950, as amended, and shall be known as the Macon & Joan Brock Virginia Health Sciences Board of Directors (“Board of Directors”).

Section 1.02 Purpose. The purpose of the Board of Directors shall be to exercise such decision-making authority over the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, a division of Old Dominion University (“University” or “ODU”) as the Board of Directors deems necessary or appropriate under the authority of and in accordance with the Board bylaws, as more specifically described in Article III.

ARTICLE II

tuition and fees, for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University to the Board for approval.

(b) Develop a strategic plan and master facility plan for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University, which shall be submitted to the Board for approval.

(c) Ensure the mission of the Macon & Joan Brock Virginia Health Sciences at Old Dominion University (i) reflects the

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ARTICLE IV MEETINGS

Section 4.01 Regular Meetings. In accordance with § 23.1-2002 of the Code of Virginia, 1950, as amended, regular meetings of the Board of Directors shall be held at least four times a year. All meetings shall be open to the public except as authorized by a statutory exception to the Virginia Freedom of Information Act.

Section 4.02 Special or Emergency Meetings. Special or emergency meetings may be held as needed upon the call of the Chair in consultation with the Rector of the Board.

Section 4.03 Notice. All notices for regular meetings or any special or emergency meeting shall be provided in accordance with § 3.04 of the Board Bylaws.

Section 4.04 Quorum. A majority of the members then appointed shall constitute a quorum for the purpose of transacting business, but any number less than a quorum at a meeting may adjourn the meeting from time to time until a quorum is present. When a quorum is present, action may be taken by the Board of Directors upon a vote of the majority of the members present, except as set

**ARTICLE V
FINANCE SUBCOMMITTEE**

Section 5.01 Finance Subcommittee. The Finance Subcommittee supports the Board of Director’s responsibilities for the budget process, accountability, and fiscal efficiency in general, and will consider all issues of financial operations for the Macon & Joan Brock Virginia Health Sciences at Old Dominion University. The Finance Subcommittee’s responsibilities include: annual and long-term financial planning; operating and capital budgets; and financial monitoring and reporting systems. The CEO of the EVMS Medical Group will report the activities of the Medical Group to the Macon & Joan Brock Virginia Health Sciences at Old Dominion University Finance Subcommittee. The Finance Subcommittee will be composed of the Board of Directors Chair (or designee), Board of Directors members appointed by the Chair, a faculty member recommended by the Macon & Joan Brock Virginia Health Sciences at Old Dominion University Faculty Senate, the EVP (non-voting), and the Chief Executive Officer of EVMS Medical Group (non-voting).

**ARTICLE VI
DISPUTE PROCESS**

Section 6.01 Dispute Process. If the Board of Directors does not agree with the hiring or termination of either the Executive Vice President for Health Sciences or the Dean of the School of Medicine, a six-member panel composed of three members each from the Board and Board of Directors will be formed to review the proposed candidate or the decision to terminate. If the joint panel cannot agree, the selection of or the decision to terminate the Executive Vice President for Health Sciences reverts to the President, and the selection of or the decision to terminate the Dean of the School of Medicine reverts to the Executive Vice President for Health Sciences.

**ARTICLE VII
ADOPTION AND AMENDMENT**

Section 7.01 Adoption. This Charter shall be adopted by an affirmative two-thirds vote of the total membership of the Board of Directors and shall be provisionally effective until subsequent review and approval by the ODU Board.

Section 7.02 Amendments. The Board of Directors may change this Charter by amendment, with an affirmative two-thirds vote of the total membership of the Board of Directors; provided that a copy of the amendments shall be furnished to each member in writing at least seven (7) days in advance of the meeting; and provided further that any change to the Charter shall not be effective until approved by the ODU Board.

Dr. Waldholtz reported that he appointed Admiral Rob Bianchi as chair of the Finance Subcommittee of the Board of Directors. The Subcommittee will meet prior to the next meeting of the Board of Directors.

II. Procedures

- A. These procedures are designed to implement the policy on salary increments established by the Board of Visitors. In all matters concerning salary increments, the board policy is governing.
- B. Based on the anticipated operating budget of the university, the president allocates a certain percentage increment for returning faculty at the institution to the provost and vice president for academic affairs.
- C. The provost and vice president for academic affairs allocates a specific dollar amount to each dean for salary increments within the college or division reporting to that dean. The provost and vice president for academic affairs may designate certain funds for a specific purpose, such as increments for faculty members receiving promotion.
- D. The dean, on the basis of the evaluation of the performance of the department chairs, allocates a salary increment to each chair in the college.
- E. Of the funds remaining, the dean allocates to the chair of each department a dollar amount for use in increments to the other faculty members in the department.
- F. The chair, on the basis of faculty evaluations, allocates specific dollar amounts for each faculty member in the department. In this allocation, the chair should consider not only the percentage increment being granted but also the correction of inequities in cases in which faculty members of equal merit are receiving salaries that are substantially different. The chair notifies each faculty member of his/her proposed increment. The chair then forwards recommendations for salary increments to the dean.
- G. The dean reviews the recommendations made by the chair with particular attention to the dean's evaluation of individual faculty members if it differs from the chair's, and to consistency with the merit principle.

submitted to the provost and vice president for academic affairs no later than two weeks after the list of all faculty salaries is submitted by the dean. The decision of the provost and vice president for academic affairs is final.

The Committee received a briefing on the need for a new Policy 1105, Implementation of Policies Addressing Human Trafficking Awareness and Protection. The Code of Virginia requires the governing boards of each public institution of higher education to develop and implement policies that require a human trafficking awareness prevention training programs to be completed by all first-year students as part of its first-year orientation program. The following resolution was brought forth as recommendation of the Governance Committee and was approved by all members present and voting (*Allen, Campbell, Corn, Dickeski, Ellmer, Goldfarb, Hodge, Middleton, Montero, Mugler, Pitts, Thompson, Wyatt*).

**RESOLUTION TO APPROVE BOARD OF VISITORS POLICY 1105,
IMPLEMENTATION OF POLICIES ADDRESSING HUMAN TRAFFICKING
AWARENESS AND PREVENTION**

RESOLVED, that upon the recommendation of the Governance Committee, the Board of Visitors approves Board of Visitors Policy 1105, Implementation of Policies Addressing Human Trafficking Awareness and Prevention.

NUMBER: 1105

TITLE: Implementation of Policies Addressing Human Trafficking Awareness and Prevention

APPROVED:

SCHEDULED REVIEW DATE:

WHEREAS, [Virginia Code § 23.1-808.1](#) requires the governing boards of each public institution of higher education to develop and implement policies that require a human trafficking awareness prevention training program be provided to and completed by all first-year students as a part of the institution's first-year orientation program;

WHEREAS, [Virginia Code § 23.1-808.1](#) requires the institution's training program to include trauma-informed training on recognition, prevention and reporting of human trafficking.

RESOLVED, the Board of Visitors of the Old Dominion University approves the following to comply with [Virginia Code § 23.1-808.1](#); specifically:

1. The University's division of Student Enrollment, Engagement and Services shall develop an educational and informative human trafficking awareness prevention training program; and

The internal audit ~~activity~~function ~~enhances~~ helps the Old Dominion University's

- Successful achievement of its objectives.
- Governance, risk management, and control processes.
- Decision-making and oversight.
- Reputation and credibility with its stakeholders.
- Ability to serve the public interest.

Old Dominion University's internal audit function is most effective when:

- Internal auditing is performed by competent professionals in conformance with The IIA's Global Internal Audit Standards, which are set in the public interest.
- The internal audit function is independently positioned with direct accountability to the Board of Visitors.
- Internal auditors are free from undue influence and committed to making objective assessments.

~~accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.~~

~~This charter as adopted herein will serve as a guide for the activities of the University Audit Department at Old Dominion University. This charter does not include, nor is it intended to include, all of the department's duties or responsibilities as they may exist from time to time.~~

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The Board of Visitors authorizes the internal audit function to:

- Have full and unrestricted access to all functions, data, records, information, physical property, and personnel pertinent to carrying out internal audit responsibilities. Internal auditors are accountable for confidentiality and safeguarding records and information.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish the function's objectives.
- Obtain assistance from the necessary personnel of Old Dominion University (LBDC 12 0 0 1uEMC ET&

- Significant changes to the organization’s strategies, objectives, risk profile, or the environment in which the organization operates.
- New laws or regulations that may affect the nature and/or scope of internal audit services.

Chief Audit Executive Roles and Responsibilities

Ethics and Professionalism

The Chief Audit Executive will ensure that internal auditors:

- Conform with the Global Internal Audit Standards, including the principles of Ethics and Professionalism: integrity, objectivity, competency, due professional care, and confidentiality.
- Understand, respect, meet, and contribute to the legitimate and ethical expectations of the organization and be able to recognize conduct that is contrary to those expectations.
- Encourage and promote an ethics-based culture in the organization.
- Report organizational behavior that is inconsistent with the organization’s ethical expectations, as described in applicable policies and procedures.

Objectivity

The Chief Audit Executive will ensure that the internal audit function remains free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the Chief Audit Executive determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.

Internal auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit matters to others, either in fact or appearance.

- Directing the activities of any Old Dominion University employee that is not in the reporting line to the Chief Audit Executive, except to the extent that such employees have been appropriately assigned to internal audit teams or to assist internal auditors.

Internal auditors will:

- Disclose impairments of independence or objectivity, in fact or appearance, at least annually to appropriate parties, such as the Chief Audit Executive, Board of Visitors, management, or others as may be necessary.
- Exhibit professional objectivity in gathering, evaluating, and communicating information.
- Make balanced assessments of all available and relevant facts and circumstances.
- Take necessary precautions to avoid conflicts of interest, bias, and undue influence.

Managing the Internal Audit Function

The Chief Audit Executive has the responsibility to:

- At least annually, develop a risk-based internal audit plan that considers the input of the Board of Visitors and senior management. Discuss the plan with the Audit, Compliance and Human Resources Committee and senior management and submit the plan to both the Audit, Compliance and Human Resources Committee and the full Board of Visitors for review and approval.
- Communicate the impact of resource limitations on the internal audit plan to the Board of Visitors and senior management.
- Review and adjust the internal audit plan, as necessary, in response to changes in University's business, risks, operations, programs, systems, and controls.
- Communicate with the Board of Visitors and senior management if there are significant interim changes to the internal audit plan.

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- Identify and consider trends and emerging issues that could impact the University and communicate to the Board of Visitors and senior management as appropriate.
- Consider emerging trends and successful practices in internal auditing.
- Establish and ensure adherence to methodologies designed to guide the internal audit function.
- Ensure adherence to the University's relevant policies and procedures unless such policies

- Management's responses to risk that the internal audit function determines may be unacceptable or acceptance of a risk that is beyond the University's risk appetite.

~~The University Audit Department will govern itself by adherence to the mandatory elements of the Institute of Internal Auditors' International Professional Practices Framework. The Chief Audit Executive will periodically report to senior management and the Audit, Compliance, and Human Resources Committee regarding the internal audit activity's conformance to the Code of Ethics and the *Standards*.~~

Reporting and Responsibilities

~~The University Audit Department is functionally accountable and reports to the Board of Visitors through the Audit, Compliance, and Human Resources Committee. The Chief Audit Executive will meet with the Audit, Compliance, and Human Resources Committee at each of the scheduled~~
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~~Code of Virginia §2.2-307 et seq., established the Office of the State Inspector General (OSIG) effective July 1, 2012, and charged the office with providing services in three core areas: (1) investigating complaints alleging fraud, waste, abuse, or corruption; (2) conducting performance reviews of executive branch agencies; and (3) coordinating and requiring standards for internal audit programs existing as of July 1, 2012, and developing and maintaining other internal audit programs. As the OSIG is required to coordinate and require standards for those internal audit program, ODU's University Audit Department will adhere to any OSIG directives.~~

Authority

~~The Chief Audit Executive will have unrestricted access to, and communicate and interact daily with, the Audit, Compliance, and Human Resources Committee, including private meetings without management present.~~

~~The Audit, Compliance, and Human Resources Committee authorizes the University Audit Department to:~~

- ~~• Have full, free, and unrestricted access to all university activities, property, personnel, and records which are relevant to fulfillment of the department's mission to the University. It is understood that certain items of the university are confidential in nature and special arrangements will be made when examining and reporting upon such items.~~
- ~~• Allocate resources, set frequencies, select subjects, determine scope of work, apply techniques required to accomplish audit objective, and issue reports;~~
- ~~• Obtain assistance from the necessary personnel of Old Dominion University, in order to complete the engagement.~~

Independence and Objectivity

~~The University Audit Department shall be free from all conditions that threaten the ability of internal auditors to carry out their responsibilities in an unbiased manner, including matters of audit selection, scope, procedures, frequency, timing, and report content. The University Audit Department shall be free from control or undue influence in the determination of facts revealed by the examination or in the development of recommendations or opinions as a result of the examination.~~

~~If the Chief Audit Executive determines that independence or objectivity may be impaired in fact or appearance, the details of impairment will be disclosed to the appropriate parties. The Chief Audit Executive will disclose to the Audit, Compliance, and Human Resources Committee any interference and related implications in determining the scope of internal auditing, performing work, and/or communicating results.~~

~~University Audit Department auditors will maintain an unbiased mental attitude that allows them to perform engagements objectively and in such a manner that they believe in their work product, that no quality compromises are made, and that they do not subordinate their judgment on audit matters to others. Internal auditors will have no direct operational responsibility or authority over any of the activities audited. Accordingly, internal auditors will not implement internal controls,~~

develop procedures, install systems, prepare records, or engage in any other activity that may

Audit Plan

~~Each year, a proposed detailed audit plan for the next fiscal year will be submitted to the Audit, Compliance, and Human Resources Committee. Upon approval of the plan by the Committee and the full Board of Visitors, audits will be initiated pursuant to the plan.~~

~~A block of time will be set aside for unexpected audits, special request audits, and consulting, and cases received from the Commonwealth's fraud, waste, and abuse hotline. In excess of this, any additions to the plan will require written documentation as to the need for such additions with final approval for the request being made by the President and Committee.~~

~~A copy of all approved revisions to the audit plan will be submitted to the President and the Audit, Compliance, and Human Resources Committee.~~

Audit Reports

~~At the conclusion of each audit, the department or activity audited will be provided an opportunity to respond in writing to the findings, conclusions, and recommendations of the University Audit Department. In addition, an exit conference will be held with the individual in charge of the department or activity under review. All findings, conclusions and recommendations will be discussed, and any differences of opinion settled or so noted. A formal audit report will be prepared that contains a summary of the function of the department or area, the objective of performing the audit, the audit methods used, detailed explanations of any issues noted and recommendations for improvements. A section of the audit report will include the department's response to the recommendations made by the University Audit Department.~~

~~Audit reports will be discussed with the vice president responsible for the area under review prior to the issuance to the President. All final audit reports will be issued to the President, with copies to the Vice President of the area audited and the department head. Executive summaries of all final audit reports will be presented to the members of the Audit, Compliance, and Human Resources Committee. Final audit reports are also shared with the Office of the State Inspector General as required. Further distribution will be at the discretion of the Chief Audit Executive.~~

~~The University Audit Department will conduct a follow-up review on issues noted within the final audit reports to determine whether recommendations have been considered and acted upon. A~~

~~The University Audit Department will perform sufficient tests to identify the weaknesses in financial and operating procedures, both automated and manual, which permitted the loss and evaluate the impact the weaknesses have with respect to other activities of the institution. In addition, the University Audit Department will recommend improvements to correct the weaknesses and incorporate appropriate tests in future audits to discuss the existence of similar weaknesses in other areas of the institution.~~

Consulting Activities

~~As part of its mission, the University Audit Department will engage in evolving forms of value-added services which are consistent with the broad definition of internal auditing. As such, the Department from time to time may be asked to perform a variety of non-standard audit services, such as advisory activities and consulting engagements, both of which may involve formal or informal advice, analysis, or assessment. These services will be provided at the discretion of the Chief Audit Executive where they do not represent a conflict of interest or detract from the Department's obligation to the Board of Visitors or the President.~~

~~Decisions to adapt or implement recommendations as a result of consulting activities should be made by management. It must be understood that consulting services cannot be rendered in a manner that masks information that, in the judgment of the Chief Audit Executive, should be provided to the Board of Visitors and senior management. In the conduct of consulting activities, the Department will be guided by the IIA Code of Ethics and the Standards for the Professional Practice of Internal Auditing.~~

Personnel

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- The results of operations and programs are consistent with established goals and objectives.
- Operations and programs are being carried out effectively, efficiently, ethically, and equitably.
- Established processes and systems enable compliance with the policies, procedures, laws, and regulations that could significantly impact the University.
- The integrity of information and the means used to identify, measure, analyze, classify, and report such information is reliable.
- Resources and assets are acquired economically, used efficiently and sustainably, and protected adequately.

**OLD DOMINION UNIVERSITY BOARD OF VISITORS
AUDIT, COMPLIANCE AND HUMAN RESOURCES
COMMITTEE CHARTER**

Purpose and Authority

To assist the Board of Visitors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit processes, and the University's process for monitoring compliance with laws and regulations and the code of ethics and matters of compliance related to the University's human capital infrastructure. In so doing, it is the responsibilities of the Committee to maintain free and open communication among the Committee, independent auditors, internal audit and compliance leaders, and management of the University. The Committee has such authority as is provided for in the Code of Virginia, the Board Bylaws and as assigned by the Board as a whole.

Composition

The Audit, Compliance and Human Resources Committee will consist of five members, including the Chair, who shall be appointed by the Board of Visitors. The Chair shall be a member of the Board of Visitors and shall be elected by the Board of Visitors for a term of one year. The Chair shall be eligible for re-election for a second year. The Chair shall be elected by the Board of Visitors for a term of one year. The Chair shall be eligible for re-election for a second year. The Chair shall be elected by the Board of Visitors for a term of one year. The Chair shall be eligible for re-election for a second year.

authority to convene additional meetings as circumstances require. All committee members are expected to attend each meeting – in person or via teleconference or videoconference. The Committee will invite members of management, auditors, or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and distributed in advance of subsequent meetings.

Responsibilities

The Committee's general responsibilities are defined in Section 4.02 (d) of the Board Bylaws: "The Committee is responsible for (1) oversight of financial reporting and financial statement matters and any critical accounting and reporting issues; (2) reviewing annually the audited financial statements with the external auditors, determining that the administration has been open and has acted in good faith in connection with the audit; (3) oversight of the internal audit function, including receiving reports and approval of the annual audit plan; and (4) reviewing matters of compliance related to the University's human capital infrastructure; and (5) oversight of the University's compliance function."

More specifically, the below are some of the duties of the Committee:

Financial Statements

- Receive entrance and exit communications with the external auditors regarding their annual audit of the University and any other communications as necessary.
- Review with management and the external auditors the results of the audit, including any difficulties encountered.

Internal Control

- Consider the effectiveness of the University's internal control system, including information technology security and control.
- Understand the sTd00cp7_ (s)-1 (t)-7-1 (i)-2 (nt)-2 (e)4 (r)3 (na)4 (l)ell0w4 (c)4m54rTc5(ys)-1 (t)-1

- Review with senior management and the Chief Audit Executive other topics that should be included in the charter, plans, activities, staffing, budget and expenses, and organizational structure of the internal audit function.
- Review and provide input to the President on the Chief Audit Executive's performance.
- Approve~~a~~ annual internal audit plans and receive updates on performance relative to the plan.
- Periodically review and update the internal audit function's audit charter, which includes the internal audit mandate and the scope and types of audit services.
- Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Chief Audit Executive.
- Review the effectiveness of the internal audit function, including compliance with The Institute of Internal Auditors' *International ~~Standards for the Professional Practices Framework of Internal Auditing~~*. This includes receiving the results of periodic peer reviews conducted on the internal audit function ensuring a quality assurance and improvement program has been established and review the results annually.
- Review the 8n/C2_0 1 1 Tf1 Tf1 Tf1 Tf04 p-(s)EMC BT/LBody #MCID 12 95.1 famenl audiafectaudievi

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.

AUDIT, COMPLIANCE, AND HUMAN RESOURCES COMMITTEE

Robert Corn, chair of the Audit, Compliance, and Human Resources Committee, reported that Mrs. LaToya Jordan, Deputy Auditor of Human Capital and Operations with the Auditor of Public Accounts, provided the results of the fiscal year 2023 financial statement audit. She informed the Committee that the University will receive an unmodified audit opinion on the financial statements. She also provided a summary of the internal control and compliance findings. She indicated that of the prior year findings, two were properly resolved, one will be deferred to the financial aid audit, and two will continue into the 2023 report. While progress was made, management continues to implement corrective action and enhance the internal control environment related to reconciliations and financial reporting. New findings in 2023 related to terminated employees, bad debt write-off process, and oversight of services providers. Confirmation was provided that no fraud or illegal acts were identified. Final reports will be forthcoming as the audit is finalized.

Amanda Skaggs, Associate Vice President for Compliance and Chief Audit Executive, briefed the Committee on the 2024 Global Internal Audit Standards that highlighted the essential relationship between the Board and Audit. Proposed revisions to Board of Visitors Policy 1610, the University Audit Charter, were discussed and approved. The Committee's

Charter was discussed,

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Terainer Brown, Ph.D. TRiO McNair Director, TriO McNair Program	\$85,000	7/10/24	12 mos.

Dr. Terainer Brown holds a Doctor of Philosophy in Educational Leadership, Research and Policy from the University of Colorado, a Master of Arts in Educational Leadership from the University of Colorado, and a Bachelor of Fine Arts in Education from Wayne State University. Dr. Brown brings experience as a Dissertation Committee Member for the Wayne State University College of Education and as a Lecturer at the College of William and Mary.

Margaret Burton Asst. Athletic Trainer, Athletics	\$52,000	6/17/24	12 mos.
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Margaret Burton holds a Master of Arts in Sport Management from Tennessee Teach University and a Bachelor of Science in Athletic Training from Middle Tennessee State University. Ms. Burton bring(as)-5 (on br)3.004 Tw 1 (in)2 (e)6 (r)TJo8-8 -3.95 (m)-61004 Tw 1 (in)22 Asst Athletic Traier for tTJ-0

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Naomi Collins Asst. Director of Transfer Initiatives & Transfer Liaison for Strome College, Advising Administration & Academic Partnership	\$ 62,000	6/10/24	12 mos.

Naomi Collins holds a Master of Higher Education in Student Affairs from Liberty University and a Bachelor of Arts in History from the University of Virginia. Ms. Collins brings experience in

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<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Lillian Haber Executive Director for Undergraduate Education, VP Academic Affairs <i>Emergency Hire</i>	\$115,000	7/25/24	12 mos.

Lillian Haber holds a Master of Arts in Educational Psychology and Counselor Education: Mental Health Counseling from Tennessee Technological University and a Bachelor of Arts in Foreign Languages: German from Tennessee Technological University. Ms. Haber brings experience as the Interim Associate Director for the College of Arts and Science Pre-Major Advising Office with Vanderbilt University.

Christy Hawkins, Ph.D. Online Program Coordinator, Center for Learning & Teaching	\$65,000	7/10/24	12 mos.
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Dr. Christy Hawkins holds a Doctorate of Philosophy in Occupational & Technical Education from Old Dominion University, a Master of Science in Physical Education from the University of South Carolina, and a Bachelor of Science in Health Science / Athletic Training from James Madison University. Dr. Hawkins brings experience as the Chief Workforce Officer / Dean of Workforce Services and Director of Workforce Development at the University of South Carolina.

Name and Rank

Salary

Effective
Date _

Term

Name and Rank

Effective

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Leslie Sharpe Executive Director, Enrollment Marketing, Undergraduate Admissions <i>Emergency Hire</i>	\$110,000	6/10/24	12 mos.

Leslie Sharpe holds a Master of Science in Higher Education from Old Dominion University and a Bachelor of Science in Communication from East Carolina University. Ms. Sharpe brings experience as a Marketing Strategist with VisionPoint Marketing in Raleigh, North Carolina.

Gary Skeen, Jr. Associate Director, VP Academic Affairs <i>Emergency Hire</i>	\$100,000	7/25/24	12 mos.
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Gary Skeen, Jr. holds a Master of Education in Educational Leadership Administration and Supervision from Old Dominion University and a Bachelor of Music in Music Education from Radford University. Mr. Skeen brings experience as a Virtual Partnership Specialist in the Office of Innovation and Professional Learning with Hampton City Schools.

Ethan Spencer Assistant Swimming Coach, Athletics <i>Exceptional Hire</i>	\$34,000	8/10/24	12 mos.
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Ehtan Spencer holds a Bachelor of Arts in Communication and a Bachelor of Arts in English Literature from DePauw University. Mr. Spencer brings experience as the Assistant Swimming

<u>Name and Rank</u>	<u>Salary</u>	<u>Effective Date</u>	<u>Term</u>
Naomi Trader Student Support Specialist, Educational Accessibility Interpret	\$56,000	6/10/24	12 mos.

Naomi Trader holds a Master of Science in Counselling from San Diego State University and a Bachelor of Science in Psychology from Old Dominion University. Ms. Trader brings experience as a Learning Specialist with Temple University.

Ashlynn Van Wingerden Assistant Athletic Trainer, Athletics	\$45,000	6/25/24	12 mos.
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Ashlynn Van Wingerden holds a Bachelor of Science in Kinesiology from Westmont College. Ms. Van Wingerden brings experience as the West Virginia University Men’s Soccer Student Athletic Trainer.

Heather Williams Registered Nurse, IM- Diabetes Center	\$65,000	8/10/24	12 mos.
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Heather Williams, LPN holds a Bachelor of Science in Biology from Old Dominion University, an Associate of Nursing from Bryant & Stratton College and a Practical Nursing Diploma from Bryant & Stratton College. Ms. Williams was awarded a LPN from the Virginia Board of Nursing in March 2023. Ms. Williams brings experience as the Ophthalmic Technician for Wagner Macula & Retina Center in Norfolk, VA.

Chelonda Walker Academic Advisor, College of Scillet(C)2 Win .63 -1.15 T96()TjEMC /P MCID 18 BDC -entor ofs ofded	\$52,020	7/25/24	12 mos.
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Name and Rank

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and more effectively engage students. She noted that these partnerships will continue to evolve, but the goals will always be to impact student engagement, faculty satisfaction, and learning outcomes.

ADMINISTRATION AND FINANCE COMMITTEE

Rudy Middleton, chair of the Administration and Finance Committee, reported that Stephanie Jennelle, Associate Vice President for Budget and Financial Planning, presented the Annual Debt Management Report to comply with the University's Debt Management Policy. The presentation along with the written report included an overview of the University's debt management portfolio, compliance with the debt burden ratio of 5.29%, as well as a future outlook that includes the EVMS legacy debt that positively impacts the ratio.

Steve Harrison, Deputy Chief Facilities Officer, presented an update on the Gordian Project to assess strategic capital planning, classroom space utilization, and Return on Physical Assets. He reviewed the outcomes of the project that include an evaluation of deferred maintenance and comparative information on overall facilities spend6 (o)-4 (n)d[d6 (o)-4 (n)2TJ0 kTJ0

\$40 million. He also reported that the Capital Campaign is currently at \$389.04M, which represents approximately 77.81% of the \$500M goal.

Charlotte Kasic, Executive Director of the Barry Art Museum, provided an update on the Museum's expansion project, with a \$25M goal and \$22.5M already raised. Dan Genard, Associate Vice President for Advancement, provided an update on the University Advancement College Advisory Boards in accordance with Board of Visitors Policy 1840/

Dr. Krista Harrell, Associate Vice President for Alumni Relations, shared an update on the Alumni Association, including activities from the last quarter, ongoing Alumni Chapter development, and the Monarch Alumni Ambassador Network.

Kimberly Osborne, Vice President for Communications and Chief Marketing Officer, provided an update on the Division's current Tw T(i)-2 (6 (n ue004 T T(i)-2 7-6db0 Tc 0.T-2

ACTION ITEM

Upon a motion made by Mr. Pitts and seconded by Mr. Corn, the following resolution was approved by all members present and voting (*Allen, Campbell, Corn, Dickseski, Ellmer, Goldfarb, Hodge, Middleton, Montero, Mugler, Pitts, Thompson, Wyatt*).

**PRESIDENT BRIAN O. HEMPHILL, PH.D.
PROPOSED 2024-2025 PERFORMANCE PLAN**

Now Therefore Be it Resolved, that the Board of Visitors hereby approves President Brian O. Hemphill's Performance Plan for 2024-2025, as discussed in closed session on September 13, 2024, and that said performance plan is considered a personnel record.

With no old/unfinished or new business to come before the Board, the meeting was adjourned at 11:23 AM.