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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

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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

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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

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.

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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 its meeting in April, and then to the Governance Committee in May.