

MINUTES

April 3, 2017

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, April 3, 2017, at 1:21 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Mr. James L. Chapman, IV (Rector)
Ms. Greta J. Harris
Mr. Charles T. Hill
Mr. Mehmood S. Kazmi
Ms. Deborah Leigh Martin Petrine
Mr. L. Chris Petersen
Mr. Michael J. Quillen
Mr. Wayne H. Robinson
Dr. J. Thomas Ryan
Mr. Mehul P. Sanghani
Mr. Steve Sturgis
Mr. Dennis H. Treacy (Vice Rector)
Mr. Horacio A. Valeiras

Absent

Mr. Jeff Veatch

Constituent Representatives:

Dr. Montasir M. Abbas, Faculty Representative
Mr. Alex B. Parrish, Staff Representative
Ms. Tara Reel, Graduate Student Representative
Mr. Gabriel Cohen, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Deputy Chief William Babb, Mr. Robert Broyden, Mr. Brock Burroughs, Mr. Ralph Byers, Ms. D'Elia Chandler, Ms. Shelia Collins, Mr. Al Cooper, Mr. John Cusimano, Mr. Brian Daniels, Ms. Wanda Dean, Dr. Karen DePauw, Dr. John Dooley, Mr. Corey Earles, Dr. Jack Finney, Dr. Lance Franklin, Ms. Rachel Gabriele, Ms. Natalie Hart, Dr. Lee Hawthorne, Ms. Kay Heidbreder, Mr. Tim Hodge, Ms. Amy Hogan, Dr. Rachel Holloway, Ms. Angela Kates, Dr. Chris Kiwus, Dr. Theresa Mayer, Ms. Sarah McCoy, Dr. Steven McKnight, Dr. Scott Midkiff, Mr. Mike Mulhare, Ms. April Myers, Ms. Kim O'Rourke, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Mr. Chris Rahmes, Dr. Scot Ransbottom, Dr. Thanassis Rikakis, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Sara Simpkins, Ms. Tracy Vosburgh, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

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Rector Chapman asked for a motion to approve the minutes of the November 7, 2016, meeting as distributed. The motion was made by Mr. Treacy and seconded by Ms. Harris. The minutes were approved unanimously.

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REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Rector Chapman called on Dr. Ryan for the report of the Academic Affairs Committee. (Copy filed with the permanent minutes and marked Attachment A.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Ms. Harris, and approved unanimously.

Resolution to Revise Language on Alumni Distinguished Professors and University Distinguished Professors in the Faculty Handbook.

That the resolution to revise language on Alumni Distinguished Professors and University Distinguished Professors in the Faculty Handbook be approved. (Copy filed with the permanent minutes and marked Attachment B.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Ms. Harris, and approved unanimously.

Resolution to Revise Faculty Handbook Language Regarding Reassignment

That the resolution to revise Faculty Handbook language regarding reassignment be approved. (Copy filed with the permanent minutes and marked Attachment C.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Ms. Harris, and approved unanimously.

Resolution to Amend Virginia Tech's Voluntary Transitional Retirement Program for Tenured Faculty (University Policy No. 4410)

That the resolution to amend Virginia Tech's Voluntary Transitional Retirement Program for Tenured Faculty (University Policy No. 4410) be approved. (Copy filed with the permanent minutes and marked Attachment D.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Robinson, and approved unanimously.

Resolution to Establish a New Bachelor of Science Degree in Biomedical Engineering

That the resolution to establish the Bachelor of Science Degree in Biomedical Engineering be approved. (Copy filed with the permanent minutes and marked Attachment E.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Petersen, and approved unanimously.

Resolution to Establish a New School of Plant and Environmental Sciences at Virginia Tech

That the resolution to establish the School of Plant and Environmental Sciences at Virginia Tech be approved. (Copy filed with the permanent minutes and marked Attachment F.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Treacy, and approved unanimously.

**Resolution to Discontinue the Major in Economics,
in Bachelor of Science Degree in Business**

That the resolution recommending the discontinuance of the Major in Economics in Bachelor of Science in Business at Virginia Tech be approved. (Copy filed with the permanent minutes and marked Attachment G.)

Note: This will continue to be a degree in the College of Science.

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Dr. Ryan called upon Ms. Wanda Dean, Vice Provost for Enrollment and Degree Management, to stand and be recognized for her service to the university. Ms. Dean will retire from her position on July 1, 2017, after serving the university for 37 years. On behalf of the Board, Dr. Ryan and Rector Chapman commended Ms. Dean for being a tremendous resource to the university and expressed gratitude for her many years of service.

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Report on the Medical School Integration. Dr. Ryan, along with Ms. Petrine, serves as BOV Liaison to the Medical School Integration Steering Committee, The goal of the committee is the successful integration of the Virginia Tech Carilion School of Medicine (VTCSOM) into the university on July 1, 2018. The liaison committee on medical education (LCME) will conduct a site visit in October 2018. An updated Memorandum of Understanding (MOU) between Virginia Tech and Carilion has been drafted and is now being reviewed by all parties. The processes for integrating the Virginia Tech Carilion School of Medicine employees are in place and going well. The School of Medicine Faculty Assembly in February was well attended, and the faculty continue to be apprised of plans for the integration. The involvement of the medical students remains an important component of integration discussions. Plans for academic and student support services are under development. This steering committee meets twice a month, and there is an opportunity to listen in, attend in person, or even Skype in. Much work is being done.

Rector Chapman concluded the Board was very appreciative of the efforts of Dr. Ryan and Ms. Petrine for their work with the VTCSOM on the integration.

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Chapman called on Mr. Quillen for the report of the Buildings and Grounds Committee. (Copy filed with the permanent minutes and marked Attachment H.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Kazmi, and approved unanimously.

**Resolution for the Demolition of University Building –
Kaiser Aluminum Building Number 0667**

That the resolution authorizing the demolition of Building Number 0667 be approved. (Copy filed with the permanent minutes and marked Attachment I.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Kazmi, and approved unanimously.

**Resolution for the Demolition of University Building –
Structural Lab and Office Building 0668**

That the resolution authorizing the demolition of Building Number 0668 be approved. (Copy filed with the permanent minutes and marked Attachment J.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Kazmi, and approved unanimously.

**Resolution for the Demolition of University Building –
EUS Structural Lab Annex Building Number 0668A**

That the resolution authorizing the demotion of Building Number 0668A be approved. (Copy filed with the permanent minutes and marked Attachment K.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Robinson, and approved unanimously.

**Resolution for the Demolition of a University Building –
Feeder Shed Building Number 1304**

That the resolution authorizing the demolition of Building Number 1304 be approved. (Copy filed with the permanent minutes and marked Attachment L.)

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REPORT OF THE FINANCE AND AUDIT COMMITTEE

Rector Chapman called on Mr. Treacy for the report of the Finance and Audit Committee. (Copy filed with the permanent minutes and marked Attachment M.)

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As part of the Finance and Audit Committee report, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

Resolution to Approve the 2017-18 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2017-18 be approved. (Copy filed with the permanent minutes and marked Attachment N.)

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As part of the Finance and Audit Committee report, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Robinson, and approved with one abstention.

Resolution for Approval of the Tuition and Fee Rates for 2017-18

That the proposed tuition and fee rates be approved effective Fall Semester 2017. (Copy filed with the permanent minutes and marked Attachment O.)

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As part of the Finance and Audit Committee report, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Kazmi, and approved unanimously.

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2016 – December 31, 2016)**

That the report of income and expenditures for the University Division and the Cooperative Extension/Agricultural Experiment Station Division for the period of July 1, 2016, through December 31, 2016, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment P.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Treacy, seconded by Ms. Harris, and passed unanimously.

Resolution to Approve the 2018-2024 Capital Outlay Plan

That the Capital Outlay Plan for 2018-2024, shown on Attachments A and B, be approved. The university will submit the items on Attachment A for the state’s capital budget process in accordance with future instructions and guidance from the state. (Copy filed with the permanent minutes and marked Attachment Q.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

**Resolution to Approve the Capital Project for Construction of
O’Shaughnessy Hall Renovation**

That the resolution authorizing Virginia Tech to complete the design, construction, equipment, and administration of the O’Shaughnessy Hall renovation project be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Kazmi, and approved unanimously.

Resolution to Approve the Capital Project for the New Gas-Fired Boiler at the Central Steam Plant

That the resolution authorizing Virginia Tech to design and install a new gas-fired boiler at the Central Steam Plant be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Treacy, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve the Capital Project for Planning the Intelligent Infrastructure and Human-Centered Communities Destination Area

That the resolution authorizing Virginia Tech to plan the Intelligent Infrastructure and Human-Centered Communities Destination Area capital project be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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REPORT OF THE RESEARCH COMMITTEE

Rector Chapman called on Mr. Kazmi for the report of the Research Committee. (Copy filed with the permanent minutes and marked Attachment U.)

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As part of the Research Committee report by Mr. Kazmi, approval of the following resolution was moved by Mr. Kazmi, seconded by Mr. Valeiras, and approved unanimously.

Resolution to Approve Appointments to the Virginia Coal and Energy Research and Development Advisory Board

That the resolution appointing John Warren, Jim McKinney, and Kevin Elkins for 2016-2020 and reappointing James Martin and Richard Wolfe for 2016-2019 be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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As part of the Research Committee report by Mr. Kazmi, approval of the following resolution was moved by Mr. Kazmi, seconded by Ms. Petrine, and approved unanimously.

Resolution to Approve the Exclusion of Certain University Officers/Directors in Accordance with the National Industry Security Program

That the resolution be approved. (Copy filed with the permanent minutes and marked Attachment W.)

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REPORT OF THE STUDENT AFFAIRS AND ATHLETICS COMMITTEE

Rector Chapman called on Mr. Sanghani for the report of the Student Affairs and Athletics Committee. (Copy filed with the permanent minutes and marked Attachment X.)

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Constituent Reports (no action required)

- Undergraduate Student Representative to the Board – Mr. Gabe Cohen
- Graduate Student Representative to the Board – Ms. Tara Reel
- Staff Representative to the Board – Mr. Alex Parrish
- Faculty Representative to the Board – Dr. Monty Abbas

(Copies filed with the permanent minutes and marked Attachment Y.)

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PRESIDENT'S REPORT

President Sands began his report by acknowledging that the next two weeks will be challenging for our community, as we observe the 10th anniversary of the tragedy that occurred on April 16, 2017. He asked the Board and those in attendance to join him in a moment of silence in memory of those who were taken from us on April 16, 2007, and their loved ones.

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As part of the President's report, President Sands called the Board's attention to the **Report of Research and Development Disclosures** – for information only, no action needed. (Copy filed with the permanent minutes and marked Attachment Z.)

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A copy of **President Sands' remarks to the Board of Visitors** is filed with the permanent minutes and marked Attachment Z.

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In conclusion, President Sands and Rector Chapman recognized an exciting step that the university is taking. With the Board's vote today and some very generous private support, we will be able to accelerate our timetable for the central components of the Intelligent Infrastructure and Human-Centered Communities Destination Area. Five donors have pledged a total of \$25 million dollars. They are: Russell Hitt, chairman of HITT Contracting; Brett Hitt, co-president of HITT Contracting; John Lawson, President and CEO of W.M. Jordan Company; Preston White, CEO of Century Concrete; and one other construction industry leader who asked to remain anonymous. This private support will enable creation of the Intelligent Infrastructure and Construction Complex. This, among other notable components of the Destination Area will have a significant impact on our ability to advance as a global research university. The Intelligent Infrastructure project is essential to Virginia Tech's effort to build research and teaching capacity by leveraging our leading programs in smart construction, autonomous vehicles, ubiquitous mobility and smart energy systems. These industries are developing at tremendous speed, and this gift will make it possible for Virginia Tech to remain in the lead and advance even further.

Today's Board of Visitors approval clears the way to begin work on the \$50 million complex and other projects projected to total \$28.45 million, including an Autonomy Park, Autonomy Study Corridor, and Smart Design and Construction Park. The university will also expand research and teaching capacity in smart energy systems using the Intelligent Infrastructure facilities in Blacksburg.

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Motion to Begin Closed Session

Mr. Treacy moved that the Board convene in a closed meeting, pursuant to § 2.2-3711, Code of Virginia, as amended, for the purposes of discussing:

1. Appointment of faculty to Emeritus status, the consideration of individual salaries of faculty, consideration of Endowed Professors, review of departments where specific individuals' performance will be discussed, and consideration of personnel changes including appointments, resignations, tenure, and salary adjustments of specific employees and faculty leave approvals.
2. The status of current litigation and briefing on actual or probable litigation.
3. Special Awards.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .7, and .10. The motion was seconded by Ms. Harris and passed unanimously.

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Motion to Return to Open Session

Following the Closed Session, members of the media, students, and the public were invited to return to the meeting. Rector Chapman called the meeting to order and asked Mr. Treacy to make the motion to return to open session.

Mr. Treacy made the following motion:

WHEREAS, the Board of Visitors of Virginia Polytechnic Institute and State University has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Board of Visitors that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia Polytechnic Institute and State University hereby certifies that, to the best of each member's knowledge: (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed, or considered by the Board of Visitors.

The motion was seconded by Mr. Quillen and passed unanimously.

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Upon motion by Mr. Sanghani and second by Ms. Petrine, unanimous approval was given to the **Ratification of the Selection of the 2017-18 Student Representatives** to the Board as considered in Closed Session.

Seyi Olusina of Beaverdam, Virginia, a junior majoring in human nutrition, food, and exercise science in the College of Agriculture and Life Sciences, was named the undergraduate student representative.

Brett Netto of Roanoke, Virginia, a doctoral student in the Planning, Governance, and Globalization Program in the College of Architecture and Urban Studies, was named the graduate student representative.

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Upon motion by Mr. Valeiras and second by Mr. Sanghani, approval was given to the resolutions to **Name University Facilities (5)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment AA.)

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Upon motion by Dr. Ryan and second by Mr. Kazmi, unanimous approval was given to the resolutions to approve **Appointments to University Distinguished Professor (2)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment BB.)

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Upon motion by Dr. Ryan and second by Mr. Kazmi, approval was given to the resolutions for **Emeritus status (8)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment CC.)

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Upon motion by Dr. Ryan and second by Mr. Kazmi, approval was given to the resolutions for **Endowed Chairs, Professorships, and Fellowships (5)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment DD.)

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Upon motion by Dr. Ryan and second by Mr. Kazmi, approval was given to the resolution for the **Faculty Research Leave Requests (63)** as considered in Closed Session. (Copy filed with the permanent minutes and marked Attachment EE.)

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Upon motion by Dr. Ryan and second by Mr. Kazmi, approval was given to the resolution for ratification of the **Personnel Changes Report** as considered in Closed Session. This item was reviewed by the Finance & Audit and Academic Affairs Committees. (Copy filed with the permanent minutes and marked Attachment FF.)

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**Litigation Report
No Action Required**

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**Appointment of Nominating Committee for Officers of the Board
for 2017-18**

Rector Chapman appointed the **Nominating Committee** for Officers of the Board.

Chair: Mr. Mike Quillen
Member: Mr. Chris Petersen
Member: Mr. Mehul Sanghani

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Rector Chapman appointed a **Task Force on Board Structure and Governance**.

Chair: Mr. Dennis Treacy
Members: Ms. Greta Harris, Mr. Mehul Sanghani, and Mr. Horacio Valeiras
Additionally, Ms. Kay Heidbreder, Legal Counsel; and Ms. Kim O'Rourke, Secretary to the Board, will assist the task Force

This task force will provide an update at the Board's next meeting.

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The date of the next regular meeting is June 4-5, 2017, in Blacksburg, Virginia.

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Following a motion by Mr. Quillen and second by Mr. Treacy, the meeting was adjourned at 4:00 p.m.

James L. Chapman, IV, Rector

Kim O'Rourke, Secretary