

**MINUTES**

June 6, 2016

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, June 6, 2016, at 1:15 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

**Present**

Mr. James L. Chapman, IV (Vice-Rector)  
 Dr. Nancy V. Dye  
 Mr. William D. Fairchild, III  
 Mr. B. Keith Fulton  
 Mr. Charles T. Hill  
 Mr. Mehmood S. Kazmi  
 Ms. Deborah Leigh Martin Petrine (Rector)  
 Mr. Michael J. Quillen  
 Mr. Wayne H. Robinson  
 Dr. J. Thomas Ryan  
 Mr. Mehul P. Sanghani  
 Mr. Steve Sturgis  
 Mr. Dennis H. Treacy  
 Mr. Horacio A. Valeiras

**Absent****Constituent Representatives:**

Dr. Rami Dalloul, Faculty Representative  
 Mr. Walter D. Cook III (Dan), Staff Representative  
 Mr. Mohammed Seyam, Graduate Student Representative  
 Ms. Morgan Sykes, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Dr. Montasir Abbas, Mr. Robert Broyden, Mr. Brock Burroughs, Mr. Ralph Byers, Ms. D'Elia Chandler, Ms. Vickie Chiocca, Mr. Gabe Cohen, 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, Dr. Guru Ghosh, Ms. Kay Heidbreder, Mr. Tim Hodge, Dr. Rachel Holloway, Ms. Elizabeth Hooper, Ms. Angela Kates, Dr. Chris Kiwus, Dr. Paul Knox, Ms. Sharon Kurek, Ms. Sara Lane, Dr. Theresa Mayer, Ms. Nancy Meacham, Dr. Scott Midkiff, Ms. April Myers, Ms. Kim O'Rourke, Mr. Mark Owczarski, Mr. Alex Parrish, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Ellen Plummer, Dr. Menah Pratt-Clarke, Mr. Chris Rahmes, Dr. Scot Ransbottom, Dr. Thanassis Rikakis, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Tracy Vosburgh, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

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Rector Petrine welcomed everyone to the meeting and asked for a moment of silence to remember Virginia Tech President Emeritus T. Marshall Hahn, Jr., who passed away on May 29.

\* \* \* \* \*

Rector Petrine asked for a motion to approve the minutes of the March 21, 2016, meeting as distributed. The motion was made by Mr. Chapman and seconded by Mr. Fairchild. The minutes were approved unanimously.

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### **REPORT OF THE ACADEMIC AFFAIRS COMMITTEE**

Rector Petrine 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 Mr. Chapman, and approved unanimously.

#### **Resolution for Approval of the Collegiate Professor Series for Non-Tenure-Track Instructional Faculty Members**

**That the resolution to approve collegiate professor series for non-tenure-track instructional faculty members 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 Mr. Chapman, and approved unanimously.

#### **Resolution to Establish an Honors College at Virginia Tech**

**That the resolution to create the new Honors College be approved, effective July 1, 2016.** (Copy filed with the permanent minutes and marked Attachment C.)

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## REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Petrine called on Mr. Fairchild for the report of the Buildings and Grounds Committee. (Copy filed with the permanent minutes and marked Attachment D.)

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

### **Resolution for Approval to Reappoint the University's Representative to the New River Valley Regional Water Authority**

**That the resolution reappointing Sherwood G. Wilson, Vice President for Administration, as the university's representative to the New River Valley Regional Water Authority through June 30, 2020, be approved.** (Copy filed with the permanent minutes and marked Attachment E.)

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

### **Resolution to Approve the Construction Procurement Approval Process for Capital Project Delivery**

**That the resolution approving the Construction Procurement Approval Process for Capital Project Delivery be approved.** (Copy filed with the permanent minutes and marked Attachment F.)

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## REPORT OF THE FINANCE AND AUDIT COMMITTEE

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

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

**Resolution for Approval of the 2016-2017 Staff Merit Process**

**That the university implement the staff compensation process as a merit process, consistent with state authorization, effective November 10, 2016, and subject to achievement of the revenue target established by the state. (Copy filed with the permanent minutes and marked Attachment H)**

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

**Resolution for Approval of the 2016-17 Faculty Compensation Plan**

**That the proposed 2016-17 Faculty Compensation Plan be approved. (Copy filed with the permanent minutes and marked Attachment I.)**

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

**Resolution for Approval of the Year-to-Date Financial Performance Report  
(July 1, 2015 – March 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, 2015 through December 31, 2016, and the Capital Outlay report be accepted. (Copy filed with the permanent minutes and marked Attachment J.)**

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

**Resolution for Approval to Review and Approve Revisions to the  
2016-2022 Six-Year Plan**

**That the revisions to the 2016-2022 six-year plan be approved.** (Copy filed with the permanent minutes and marked Attachment K.)

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**Resolutions for Approval of the 2016-2017 University Budgets**

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

**a. Operating and Capital Budgets**

**That the proposed 2016-2017 operating and capital budgets, as displayed on Schedules 1, 2, and 3, be approved.**

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

**b. Hotel Roanoke Conference Center Commission Budget**

**That the budget for The Hotel Roanoke Conference Center Commission for 2016-2017 be approved.**

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

**c. Virginia Tech-Wake Forest University School of Biomedical Engineering  
and Sciences Budget**

**That the 2016-2017 budget for the Virginia Tech-Wake Forest University School of Biomedical Engineering and Sciences be approved.**

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

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As part of the Finance and Audit Committee report, approval of the following resolutions as a group was moved by Mr. Chapman, seconded by Mr. Hill, and approved unanimously.

**Resolution for Approval of the 2016-2017 Auxiliary Systems Budgets**

- a. **Dormitory and Dining Hall System Budget**
- b. **Electric Service System Budget**
- c. **University Services System Budget**
- d. **Athletic Facilities System Budget**

**That the recommended budget for fiscal year July 1, 2016, to June 30, 2017, for the operation of the Dormitory and Dining System, Electric Service Utility System, University Services System, and Athletic Facility System be approved.**

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

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As part of the Finance and Audit Committee report by Mr. Chapman and with the endorsement of the Academic Affairs Committee, the following resolution was moved by Mr. Chapman, seconded by Dr. Ryan, and approved unanimously.

**Resolution for Approval of the 2016-2017 Pratt Fund Budgets**

**That the proposed 2016-2017 allocation and use of Pratt Funds 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 by Mr. Chapman, the following resolution was moved by Mr. Chapman, seconded by Mr. Treacy, and approved unanimously.

**Resolution to Reappoint the University Commissioner to the Hotel Roanoke Conference Center Commission**

**That the resolution for the appointment of the Vice President for Finance and Chief Financial Officer as the university's representative on the Hotel Roanoke Conference Center Commission be approved.** (Copy filed with the permanent minutes and marked Attachment O.)

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

**Resolution for Approval of Revisions to and Renewal of  
Related Corporation Affiliation Agreements**

- Virginia Tech Alumni Association, Inc.
- Virginia Tech Athletic Fund, Inc.
- Virginia Tech Corps of Cadets Alumni, Inc.
- Virginia Tech Foundation, Inc.
- Virginia Tech Intellectual Properties, Inc.
- Virginia Tech Services, Inc.
- Virginia Tech Applied Research Corporation, Inc.
- Virginia Tech Innovation Corporation, Inc. (formerly VT  
Technology Services and Operations Corporation)

**That the affiliation agreements listed above be revised according to the attached template and extended for a four-year period, terminating on June 30, 2020. (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. Chapman and with the endorsement of the Buildings and Grounds Committee, the following resolution was moved by Mr. Chapman, seconded by Mr. Fairchild, and approved unanimously.

**Resolution for Approval to Plan Renovations of  
Undergraduate Science Laboratories**

**That the resolution authorizing Virginia Tech to plan the Renovations of Undergraduate Science Laboratories be approved. (Copy filed with the permanent minutes and marked Attachment Q.)**

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**REPORT OF THE RESEARCH COMMITTEE**

Rector Petrine called on Mr. Treacy for the report of the Research Committee. Mr. Treacy reported that due to the BOV Information Session exceeding the allotted time on Sunday, June 5, 2016, the Research Committee was unable to meet as scheduled. The agenda items will be carried over to the August 2016 meeting.

Recounting the presentations and tours for the Board on Sunday at the Virginia Tech Carilion School of Medicine and Research Institute, Mr. Treacy commented that they epitomized the concept of the "VT-shaped student" and the Board was very impressed. Mr. Treacy represented the Board on a trip to Ethiopia in December 2015 with a group of researchers from Virginia Tech and partner universities. He commended the research teams at Virginia Tech on their amazing work, in this case on integrated pest management in Africa and Asia. Rector Petrine thanked Mr. Treacy for representing the Board on the trip.

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### REPORT OF THE STUDENT AFFAIRS AND ATHLETICS COMMITTEE

Rector Petrine called on Mr. Robinson for the report of the Student Affairs and Athletics Committee. (Copy filed with the permanent minutes and marked Attachment R.)

Mr. Sturgis provided copies of *Virginia Agriculture, 2016-2017: VA Agriculture Facts and Figures*, and brief information sheet entitled, "An Initiative to Upgrade Field and Laboratory Equipment and Develop Smart Technologies at Agricultural Research and Extension Centers (AREC) to Enhance the Economic Impacts of Virginia's Agricultural Industry." Agriculture is Virginia's largest private industry and has an economic impact of \$52 billion annually and provides nearly 311,000 jobs in the Commonwealth. The industries of agriculture and forestry together have a total economic impact of \$70 billion and provide nearly 415,000 jobs in Virginia's economy. There is a need for ARECs in the state. An independent external review of ARECs in November 2014, conducted by an expert group of six faculty and administrators from four states indicated that our "...ARECs are the gems of agriculture in Virginia, but infrastructure may not be keeping up with the times" and that "...lack of state-of-the-art technology and poor facilities are hampering our ability to meet the needs of the stackholders."

Dr. Rikakis reported that he is engaged in discussions with the deans of the three colleges having 229 funding--Virginia-Maryland Regional College of Veterinary Medicine, College of Agriculture and Life Sciences, and College of Natural Resources and Environment--who are heading up an effort along with several BOV members and Dwight Shelton to develop a strategic plan for moving the Cooperative Extension/ Agricultural Experiment Station Division into the 21<sup>st</sup> century.

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### PRESIDENT'S REPORT

President Sands informed the Board that there were no **Research and Development Disclosures** to report.

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

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President Sands introduced the video, "Black Alumni Reunion – Pioneering First Women," and called on Mr. Robinson to comment on the Black Alumni Reunion that was held in April; it was attended by more than 430 alumni spanning six decades.

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As part of the president's report by President Sands, the following resolution was moved by Mr. Chapman, seconded by Dr. Ryan, and approved unanimously.

**Resolution to Revise the University Policy on Commemorative Tributes  
(Policy #12005)**

**That the resolution adopting Revision 5 of the University Policy on Commemorative Tributes (Policy #12005) be approved, effective immediately.** (Copy filed with the permanent minutes and marked Attachment T.)

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**Constituent Reports (no action required)**

Undergraduate Student Representative to the Board – Ms. Morgan Sykes  
Graduate Student Representative to the Board – Mr. Mohammed Seyam  
Staff Representative to the Board – Mr. Dan Cook  
Faculty Representative to the Board – Dr. Rami Dalloul

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

Following each report, Rector Petrine presented each representative with a certificate of appreciation.

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### Motion to Begin Closed Session

Mr. Chapman 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 Mr. Robinson and passed unanimously.

### 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 Petrine called the meeting to order and asked Mr. Chapman to make the motion to return to open session.

Mr. Chapman 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. Sturgis and passed unanimously.

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Upon motion by Mr. Chapman and second by Mr. Quillen, approval was given to the resolution to **Name a University Facility** as considered in Closed Session. (Copy filed with the permanent minutes and marked Attachment V.)

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Upon motion by Dr. Ryan and second by Mr. Quillen, approval was given to the resolutions for approval of **Emeritus status (7)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment W.)

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Upon motion by Dr. Ryan and second by Mr. Valeiras, approval was given to the resolutions for appointments to **Endowed Chairs, Professorships, and Fellowships (12)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment X.)

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Upon motion by Dr. Ryan and second by Mr. Quillen, approval was given to the resolution for approval of the **2016-2017 Promotion, Tenure, and Continued Appointment Program (86)** 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 Y.)

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Upon motion by Mr. Chapman and second by Mr. Valeiras, 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 Z.)

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**Litigation Report  
No Action Required**

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**Election of Officers for 2016-2017**

Rector Petrine thanked Nancy Dye, William Fairchild, and B. K. Fulton for their service on the Board as their terms come to an end.

She then called on Mr. Hill for a report of the Nominating Committee for officers of the Board. On behalf of the Nominating Committee, which Mr. Hill chaired and which also included Dr. Ryan and Mr. Sanghani, Mr. Hill presented the following nominees:

**Rector: Mr. James L. Chapman, IV**

**Vice Rector: Mr. Dennis H. Treacy**

**Secretary: Ms. Kim O'Rourke**

Additional nominations were invited from the floor. There being no additional nominations, a motion was made to close nominations; the motion was seconded and passed. Mr. Ryan made a motion for approval of the nominees presented. The motion was seconded by Mr. Quillen and passed.

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Rector Petrine expressed her gratitude for the opportunity to serve as Rector of the Board for the past two years. She was humbled by the honor and looks forward to continuing to serve on the Board for three more years. On behalf of the university, President Sands thanked Rector Petrine for her service and presented the gavel to her.

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President Sands then shared some remembrances of President Emeritus Hahn.

Following a motion by Mr. Chapman and second by Mr. Fairchild, the meeting was adjourned at 3:49 p.m.

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The date of the next regular meeting is August 28-29, 2016, in Blacksburg, Virginia.

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Deborah Petrine, Rector

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Kim O'Rourke, Secretary