

MINUTES

April 1, 2019

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, April 1, 2019, at 1:23 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Mr. Edward H. Baine
Ms. Greta J. Harris
Mr. C. T. Hill
Ms. Anna L. James
Mr. Mehmood S. Kazmi
Ms. Letitia A. Long
Mr. Robert J. Mills
Mr. L. Chris Petersen
Ms. Deborah Leigh Martin Petrine
Mr. Mehul P. Sanghani
Mr. Dennis H. Treacy (Rector)
Mr. Horacio A. Valeiras (Vice Rector)
Mr. Jeff Veatch
Mr. Preston M. White

Absent

Constituent Representatives:

Dr. John Ferris, Faculty Representative
Mr. Robert Sebek, Staff Representative
Mr. Zo Amani, Graduate Student Representative
Ms. Rachel Iwicki, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Deputy Chief William Babb, Ms. Callan Bartel, Mr. Robert Broyden, Ms. Lori Buchanan, Ms. Caroline Buscaglia, Mr. Brock Burroughs, Mr. Ralph Byers, Dr. Cyril Clarke, Mr. Al Cooper, Mr. John Cusimano, Mr. Brian Daniels, Dr. Karen DePauw, Dr. John Dooley, Mr. Corey Earles, Dr. Jack Finney, Chief Kevin Foust, Dr. Lance Franklin, Mr. Bryan Garey, Ms. Dee Harris, Ms. Kay Heidbreder, Mr. Tim Hodge, Dr. Rachel Holloway, Ms. Elizabeth Hooper, Dr. Chris Kiwus, Ms. Sharon Kurek, Mr. Mark Lawrence, Dr. Theresa Mayer, Ms. Robin McCoy, Ms. Nancy Meacham, Dr. Scott Midkiff, Ms. Liza Morris, Mr. Mike Mulhare, Ms. April Myers, Ms. Heidi Myers, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Dwayne Pinkney, Dr. Ellen Plummer, Ms. Lisa Royal, Ms. Savita Sharma, Mr. Dwight Shelton, Dr. Susan Short, Ms. Kayla Smith, Ms. Tammie Smith, Ms. Sue Teel, Mr. Jon Clark Teglas, Ms. Madelynn Todd, Ms. Tracy Vosburgh, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

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There was no public comment period.

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Rector Treacy welcomed everyone to the Board meeting. He congratulated the Men's Basketball Team and commented that they represented Virginia Tech well. He also recognized Mr. Mekhi Lewis, 2019 NCAA National Wrestling Champion in his weight class and the championship's Most Outstanding Wrestler.

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APPROVAL/ACCEPTANCE OF THE CONSENT AGENDA OPEN ITEMS*
(Refer to Attachments A through T)

[*Note: Items on the consent agenda are matters of importance that have been reviewed carefully by members of the board in preparation for the meeting but have been determined not to require discussion by the board or its committees.]

Rector Treacy asked for a motion to approve/accept the consent agenda open session items as listed. The motion was made by Mr. Valeiras, seconded by Ms. Harris, and approved unanimously.

- **Ratify minutes from the State Council of Higher Education for Virginia (SCHEV) Board of Visitors Orientation Meeting held October 23-24, 2018— Attachment A**
- **Minutes of the Board of Visitors Meeting held November 5, 2018**
- **Minutes of the Special Board of Visitors Meeting held November 26, 2018— Attachment B**
- **Minutes of the Ad Hoc Committee on Agricultural Facilities held February 25-28, 2019— Attachment C**
- **Report of Board of Visitors Information Session (3/31/19) — Attachment D**
- **Report of the Academic, Research, and Student Affairs Committee (4/1/19) — Attachment E**
- **Report of the Buildings and Grounds Committee (4/1/19)— Attachment F**
- **Report of the Compliance, Audit, and Risk Committee (3/31/19) — Attachment G**
- **Report of the Finance and Resource Management Committee (3/31/19) — Attachment H**
- **Report of the Governance and Administration Committee (4/1/19) — Attachment I**

From the Academic, Research, and Student Affairs Committee Consent Agenda:

- **Resolution to Approve Appointment to the Virginia Coal and Energy Research and Development Advisory Board—Attachment J**

That this resolution appointing Cathie J. Vick as a new member for four years beginning April 1, 2019, and ending December 31, 2022, and reappointing Barbara F. Altizer, Donna Price Henry, C. David Hudgins, and William L. Murray for four years beginning April 1, 2019, and ending December 31, 2022, be approved.

- **Resolution to Establish a Doctor of Philosophy Degree in Neuroscience—Attachment K**

That the resolution to establish a doctor of philosophy degree in neuroscience be approved.

- **Resolution to Adopt Honor Code for the Virginia Tech Carilion School of Medicine—Attachment L**

That the resolution to adopt the Virginia Tech Carilion School of Medicine Honor code be approved.

- **Resolution to Exclude Certain Officers/Directors—Attachment M**

That the resolution for the exclusion of certain officers/directors be approved.

- **Resolution to Amend Virginia Tech’s Voluntary Transitional Retirement Program for Tenured Faculty (University Policy No. 4410)—Attachment N**

That the resolution to Amend University Policy No. 4410 be approved.

- **Resolution to Change the Name of the Commission on Graduate Studies & Policies—Attachment O**

That the resolution to change the name of the Commission on Graduate Studies & Policies be approved.

- **Resolution to Adopt Doctor of Veterinary Medicine Student Code of Professionalism—Attachment P**

That the resolution adopting the “Professionalism Code for Doctor of Veterinary Medicine Students” in the Virginia-Maryland Regional College of Veterinary Medicine be approved, effective beginning with the 2019 summer session.

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Authorize the Negotiation and Termination of Ground Lease Agreement Restrictions with the City of Falls Church—Attachment Q**

That the resolution authorizing the Vice President for Operations, his successors and/or assigns to negotiate with any and all parties, including the Governor, to secure the release and/or termination of the restrictive covenants set forth in the Ground Lease Agreement in a manner satisfactory to Virginia Tech, be approved.

- **Resolution to Authorize the Partial Demolition of University Building No. 0130 – Attachment R**

That the resolution authorizing the partial demolition of building number 0130 be approved.

- **Resolution to Authorize the Partial Demolition of University Building No. 0550—Attachment S**

That the resolution authorizing the partial demolition of building number 0550 be approved.

Consent agenda information items; no Board of Visitors action required:

- **Report of Research and Development Disclosures – Attachment T**

(Copies of consent agenda items are filed with the permanent minutes and marked as noted above.)

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Treacy called on Ms. Petrine for the report of the Academic, Research, and Student Affairs Committee.

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Treacy called on Mr. Hill for the report of the Buildings and Grounds Committee.

REPORT OF THE AD HOC COMMITTEE ON AGRICULTURAL FACILITIES

Rector Treacy called on Mr. Mills for the report of the Ad Hoc Committee on Agricultural Facilities.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Treacy called on Mr. Kazmi for the report of the Compliance, Audit, and Risk Committee. Mr. Kazmi recognized Mr. Brian Daniels for his eight years of service at the university. Mr. Daniels has accepted the position of Chief Audit Executive with the University of Tennessee, effective June 1, 2019.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Treacy called on Mr. Valeiras for the report of the Finance and Resource Management Committee.

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

Resolution to Approve the Tuition and Fee Rates for 2019-2020

That the proposed tuition and fee rates be approved, effective Fall Semester 2019 (Copy filed with the permanent minutes and marked Attachment U.)

Rector Treacy praised the General Assembly and the Governor for providing funding that enabled the university to avoid raising tuition for Virginia undergraduates for the 2019-20 academic year.

As part of the Finance and Resource Management Committee report, approval of the following resolution was moved by Mr. Valeiras, seconded by Ms. Long, and approved unanimously.

Resolution to Approve the 2019-20 Compensation for Graduate Assistants

That the graduate compensation program for 2019-20 be approved
(Copy filed with the permanent minutes and marked Attachment V.)

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As part of the Finance and Resource Management Committee report, approval of the following resolution was moved by Mr. Valeiras, seconded by Ms. Harris, and approved unanimously.

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2018 – December 31, 2018)**

That that report of income and expenditures for the University Division and the Cooperative Extension/Agricultural Experiment Station Division for the period of July 1, 2018, through December 31, 2018, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Finance and Resource Management Committee report by Mr. Valeiras and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Valeiras, seconded by Mr. Hill, and approved unanimously.

Resolution to Approve the 2020-2026 Capital Outlay Plan

That the resolution approving the capital outlay plan for 2020-2026 as shown in Attachments A and B to the plan and authorizing the university to submit the items in Attachment A in the state's capital budget process in accordance with future instructions and guidance from the state be approved. (Copy filed with the permanent minutes and marked Attachment X.)

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

Resolution to Authorize the Acquisition of Falls Church Property

That the resolution authorizing Virginia Tech to execute Purchase Agreements and any and all other documents to effectuate Virginia Tech’s acquisition of UVA’s entire interest in the VT/UVA Northern Virginia Center be approved (Copy filed with the permanent minutes and marked Attachment Y.)

Before moving on to the next committee report, Rector Treacy introduced and welcomed the new Dean of the Virginia Tech Carilion School of Medicine, Dr. Lee Learman.

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Treacy called on Mr. Sanghani for the report of the Governance and Administration Committee.

Following Mr. Sanghani’s report, Rector Treacy commented on the importance of the self-assessment the board will conduct and the need to improve continuously.

PRESIDENT’S REPORT

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

President Sands called the board’s attention to one of the books distributed to them, *Robot-Proof: Higher Education in the Age of Artificial Intelligence* by Joseph Aoun, president of Northeastern University, which is one of the leading institutions for experiential learning. Experiential learning is a cornerstone of the VT-shaped learning environment we aspire to create, and President Sands looks forward to discussing the future with the board.

Rector Treacy then called attention to the other book provided to the board, *The Extremes of Virginia* by August Wallmeyer. This book is the centerpiece of an initiative that Virginia Tech leads in collaboration with the University of Virginia, UVA-Wise, Virginia State University, and a few others focusing on the revitalization of rural Virginia. The book points out the extremes of urban and rural Virginia and the gaps in between. The initiative seeks to ensure that rural Virginia is heard and understood, and the issues facing rural Virginia are elevated in an effort to reduce the gaps.

**Constituent Reports (no action required)
(Presented at BOV Information Session on March 31, 2019)**

Undergraduate Student Representative to the Board – Ms. Rachel Iwicki
Graduate Student Representative to the Board – Mr. Zo Amani
Faculty Representative to the Board – Dr. John Ferris
Staff Representative to the Board – Mr. Robert Sebek

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

Motion to Begin Closed Session

Mr. Valeiras 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. Real estate acquisition for educational purposes.
3. The status of current litigation and briefing on actual or probable litigation.
4. Special awards.
5. Fundraising activities.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .3, .7, .9, and .11. The motion was seconded by Mr. Hill and passed unanimously.

**CLOSED SESSION REPORTS
(No Board action required)**

1. Litigation report – Ms. Heidbreder
2. Fundraising report – no report

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 Treacy called the meeting to order and asked Mr. Valeiras to make the motion to return to open session. Mr. Valeiras 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. Hill and passed unanimously.

Rector Treacy asked for a motion to approve the agenda items that were considered in closed session, as listed below. The motion was made by Mr. White, seconded by Ms. Petrine, and approved unanimously.

- **Resolutions for Approval of Emeritus Status (18)** – Attachment BB
- **Resolutions for Approval of Endowed, Chairs, Professorships, or Fellowships (4)** – Attachment CC
- **Resolutions for Approval of Faculty Leave Requests (82)** – Attachment DD
- **Resolution for Approval to Modify the Requirement for Return to Service for a Faculty Member** – Attachment EE
- **Resolution for Approval of Appointment to Alumni Distinguished Professor (1)** – Attachment FF

- **Resolutions for Approval of Appointments to University Distinguished Professor (3)** – Attachment GG
- **Resolution for Ratification of the Personnel Changes Report** - This item was reviewed by the Finance and Resource Management and the Academic, Research, and Student Affairs Committees. (Copy filed with the permanent minutes and marked Attachment HH.)
- **Resolutions for Approval of External Awards (2)** – Attachment II
- **Resolutions to Name University Facilities (2)** – Attachment JJ

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On behalf of the Selection Committee, which consisted of the members of the Executive Committee and the Academic, Research, and Student Affairs Committee, Ms. Petrine presented nominations for the 2019-20 undergraduate and graduate student representatives to the Board. Upon motion by Ms. Petrine and second by Mr. Valeiras, unanimous approval was given to the **Ratification of the Selection of the 2019-20 Student Representatives to the Board of Visitors** as considered in Closed Session.

Madelynn Todd of Virginia Beach, Virginia, a rising junior majoring in Animal and Poultry Sciences (Pre-Vet), was named the undergraduate student representative.

D. Ryan King of Roanoke, Virginia, a doctoral student in the Translational Biology, Medicine, and Health program in the College of Engineering and Virginia Tech Carilion School of Medicine, was named the graduate student representative.

Ms. Todd was introduced and congratulated. Mr. King was out of the country giving a presentation at a conference in Italy.

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Appointment of Nominating Committee for Officers of the Board for 2019-20

Rector Treacy appointed the **Nominating Committee** that will bring nominations for Rector and Vice Rector to the June Board meeting.

Chair:	Ms. Petrine
Member:	Mr. Mills
Member:	Mr. White

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Approved

Upon a motion by Mr. Petersen and second by Mr. Mills, the meeting was adjourned at 3:21 p.m.

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The date of the next regular meeting is June 2-3, 2019, in Blacksburg, Virginia.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary