

MINUTES

June 3, 2019

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, June 3, 2019, at 1:15 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), Ms. Aliyha Amani, Deputy Chief William Babb, Ms. Callan Bartel, Ms. Patty Becksted, Ms. Lori Buchanan, Mr. Brock Burroughs, Mr. Ralph Byers, Ms. Sandee Cheynet, Dr. Cyril Clarke, Mr. Al Cooper, Mr. John Cusimano, Dr. John Dooley, Mr. Corey Earles, Ms. Kari Evans, Dr. Jack Finney, Dr. Lance Franklin, Mr. Bryan Garey, Dr. Guru Ghosh, Ms. Dee Harris, Dr. Luisa Havens Gerardo, Dr. Lee Hawthorne, Ms. Kay Heidbreder, Mr. Tim Hodge, Dr. Rachel Holloway, Lt. Kafr Kazmi, Mr. Ryan King, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Theresa Mayer, Ms. Erin McCann, Ms. Nancy Meacham, Dr. Scott Midkiff, Ms. April Myers, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Dwayne Pinkney, Dr. Ellen Plummer, Mr. Chris Rahmes, Ms. Lisa Royal, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Kayla Smith, Ms. Tammie Smith, Mr. Jon Clark Teglas, Ms. Madelynn Todd, Ms. Tracy Vosburgh, Dr. Lisa Wilkes, 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 and announced that next year's student representatives to the Board, Ryan King and Madelynn Todd, were visiting. He asked for a moment of silence to remember those whose lives were lost and others who were affected by the tragedy in Virginia Beach on May 31.

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

[*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. Petrine, and approved unanimously.

- **Minutes of the Board of Visitors Meeting held April 1, 2019**
- **Report of Board of Visitors Information Session (6/2/19) – Attachment A**
- **Report of the Academic, Research, and Student Affairs Committee (6/3/19) – Attachment B**
- **Report of the Buildings and Grounds Committee (6/3/19) – Attachment C**
- **Report of the Compliance, Audit, and Risk Committee (6/2/19) – Attachment D**
- **Report of the Finance and Resource Management Committee (6/3/19) – Attachment E**
- **Report of the Governance and Administration Committee (6/2/19) – Attachment F**

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

- **Resolution to Approve the 2019-20 Pratt Fund Budgets – Attachment G**

That the proposed 2019-20 allocation and use of Pratt Funds be approved.

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

- **Resolution to Establish Master of Engineering Degree in Computer Science and Applications—Attachment H**

That the resolution to establish a master of science degree in computer science and applications be approved.

- **Resolution to approve Student Code of Conduct Sanction Enhancements for Policy Violations Motivated by Bias—Attachment I**

That the resolution to amend the Student Code of Conduct be approved.

- **Resolution to Ratify the Student Code of Conduct—Attachment J**

That the resolution to ratify the Virginia Tech Student Code of Conduct be approved.

- **Resolution to Approve Changes to University Policy on Textbooks—Attachment K**

That the resolution regarding textbooks and open educational materials and revising university policy #6400 be approved.

- **Resolution to Approve Revisions to Faculty Handbook for Faculty Members in University Libraries—Attachment L**

That the resolution regarding revisions for faculty members on continued appointment in the university libraries be approved.

- **Resolution to Revise Faculty Handbook Language Regarding Summer Appointments—Attachment M**

That the Board of Visitors approve the Resolution to Revise Faculty Handbook Language Regarding Summer Appointments.

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve Reappointments to the New River Valley Emergency Communications Regional Authority – Attachment N**

That this resolution recommending that Alan Fabian be reappointed as joint representative and the Vice President for Operations be reappointed as the university's representative to the New River Valley Emergency Communications Regional Authority Board of Directors be approved.

- **Resolution to Approve the Reappointment to the Virginia Tech/Montgomery Regional Airport Authority —Attachment O**

That the resolution reappointing Sherwood Wilson, Vice President for Operations, as the university's representative to the Virginia Tech/Montgomery Regional Airport Authority through August 31, 2023, be approved.

- **Resolution to Increase APCO Easement at the Virginia Tech Electric Lane Substation —Attachment P**

That the resolution authorizing the Vice President for Operations to execute an amendment to the existing easement or a new easement, as may be appropriate, to APCO be approved.

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve the 2019-20 Hotel Roanoke Conference Center Commission Budget – Attachment Q**

That the budget for The Hotel Roanoke Conference Center Commission for 2019-2020 be approved.

- **Resolution to Approve the 2019-20 Virginia Tech-Wake Forest University School of Biomedical Engineering and Sciences Budget—Attachment R**

That the 2019-2020 budget for the Virginia Tech-Wake Forest School of Biomedical Engineering and Sciences be approved.

- **Resolution to Reappoint University Commissioner to the Hotel Roanoke Conference Center Commission—Attachment S**

That this resolution to appoint the Chief Executive Officer of the Virginia Tech Foundation as the university's representative on the Hotel Roanoke Conference Center Commission be approved.

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

- **Report of Research and Development Disclosures – Attachment T**
- **Notification of Provisions of the Appropriation Act Relating to Indebtedness of State Agencies (Unauthorized Deficits) – Attachment U**

(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.

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

Resolution to Approve Extension of Historic Preservation Easement for Smithfield Plantation

That the resolution authorizing Virginia Tech to execute any and all documents necessary to effect Virginia Tech's permanent participation in the historic preservation easement for Smithfield Plantation be approved. (Copy filed with the permanent minutes and marked Attachment V.)

Note: Ms. Petrine recused herself from the vote on this agenda item because of her membership on the Smithfield-Preston Foundation board.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Treacy called on Mr. Kazmi for the report of the Compliance, Audit, and Risk Committee.

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 Ms. Long, and approved unanimously.

Resolution to Approve the University’s Strategies for the Development of the Six-Year Plan and Institutional Performance Partnership Agreement Proposal

That the university’s strategies for the development of the Six-Year Plan and Institutional Performance Partnership Agreement proposal to advance shared goals 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, approval of the following resolution was moved by Mr. Valeiras, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve Policy Governing the Investment of University Funds

That the Policy Governing the Investment of University Funds 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, approval of the following resolution was moved by Mr. Valeiras, seconded by Mr. Kazmi, and approved unanimously.

Resolution to Approve the 2019-20 Faculty Compensation Plan

That the proposed 2019-20 Faculty Compensation Plan be approved, as amended. (Copy filed with the permanent minutes and marked Attachment Y.)

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

Resolution to Approve the 2019-20 Auxiliary Systems Budgets

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

That the recommended budgets for fiscal year July 1, 2019, to June 30, 2020, for the operation of the Dormitory and Dining System, Electric Service Utility System, University Services System, and the Athletic Facilities System be approved. (Copies filed with the permanent minutes and marked Attachment Z.)

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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 2019-20 University Budgets: Operating and Capital

That the proposed fiscal year 2019-20 operating and capital budgets as displayed on Schedules 1, 2, and 3 of this resolution be approved.

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

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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 – March 31, 2019)**

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 March 31, 2019, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment BB.)

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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 Corps Leadership and Military Science Building

That the resolution authorizing Virginia Tech to complete the Corps Leadership and Military Science Building be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

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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 New Upper Quad Residence Hall

That the resolution authorizing Virginia Tech to design and construct the New Upper Quad Residence Hall project be approved. (Copy filed with the permanent minutes and marked Attachment DD.)

On behalf of both committees, Mr. Valeiras commended General Fullhart for the success and impressive growth of the Corps of Cadets.

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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 Global Business and Analytics Complex Residence Halls

That the resolution authorizing Virginia Tech to complete the Global Business and Analytics Complex Residence Halls project be approved. (Copy filed with the permanent minutes and marked Attachment EE.)

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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 Supplement to the
New Gas-Fired Boiler at the Central Steam Plant**

That the resolution authorizing Virginia Tech to supplement and complete the Gas-Fired Boiler for the Central Steam Plant project be approved. (Copy filed with the permanent minutes and marked Attachment FF.)

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Treacy called on Mr. Sanghani for the report of the Governance and Administration Committee. Mr. Treacy then reiterated the assignment given to the Governance and Administration Committee. At the August Board meeting, the Governance and Administration Committee is to bring forward recommendations for the full Board for addressing priorities, challenges, and matters identified in the recent Board self-assessment as possibly needing attention.

PRESIDENT'S REPORT

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

As part of the report by President Sands, the following resolution was moved by Mr. Baine, seconded by Mr. Kazmi, and approved unanimously.

**Resolution to Adopt the University's Strategic Plan,
"The Virginia Tech Difference: Advancing Beyond Boundaries"**

That the new strategic plan, "The Virginia Tech Difference: Advancing Beyond Boundaries," be adopted immediately with the expectation that the plan will undergo further adaptation consistent with a process of continual planning, and that the President or his designee(s) will provide a progress report at least annually to the Board of Visitors beginning in November of 2019. (Copy filed with the permanent minutes and marked Attachment HH.)

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Constituent Reports (no action required)

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 II.)

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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. The status of current litigation and briefing on actual or probable litigation.
3. Fundraising activities.

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

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

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

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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 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 Ms. Harris and passed unanimously.

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

- **Resolutions for Approval of Emeritus Status (3)** – Attachment JJ
- **Resolutions for Approval of Endowed Chairs, Professorships, and Fellowships (5)** – Attachment KK
- **Resolution for Approval of Special Faculty Research Leave (1)** – Attachment LL
- **Resolutions for Approval of an Exception to the Virginia Conflict of Interests Act (2)**—Attachment MM
- **Resolution for Approval of the 2018-19 Promotion, Tenure, and Continued Appointment Program (152)** – 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 NN.)
- **Resolution for Approval of the 2018-19 Faculty Salary Program** - This item was reviewed by the Finance and Resource Management and the Academic, Research, and Student Affairs Committees. **(Note: Salary increases go into effect on June 10, 2019, for calendar-year faculty and on August 10, 2019, for academic-year faculty.** (Copy filed with the permanent minutes and marked Attachment OO.)

- **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 PP.)

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Election of Officers for 2019-2020

Rector called on Ms. Petrine for a report of the Nominating Committee for officers of the Board. On behalf of the Nominating Committee, which Ms. Petrine chaired and which also included Mr. Mills and Mr. White, Ms. Petrine presented the following nominees:

Rector: Horacio Valeiras
Vice Rector: Tish Long

Rector Treacy asked if there were any other nominations from the floor. There being no additional nominations, a motion was made by Mr. Mills to close nominations; the motion was seconded by Mr. White and passed. Mr. Mills made a motion for approval of the nominees presented. The motion was seconded by Ms. Harris and passed. Mr. Valeiras and Ms. Long abstained from voting for their respective positions. **Ms. Kim O'Rourke, as Vice President for Policy and Governance, will remain Secretary to the Board, in accordance with the Board's bylaws.**

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Policy for Public Comment Period

Rector Treacy explained that the 2019 General Assembly passed legislation requiring Boards of Visitors to develop policies to hold a public comment period whenever an increase is being considered in undergraduate tuition and/or mandatory fees. Kim O'Rourke has provided some recommendations from the President's Leadership Team to serve as a starting point for the Board's consideration. Rector Treacy asked the **Governance and Administration Committee** to bring forward a recommendation to the full Board at the August meeting on how to handle the public comment period.

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Rector Treacy appointed Ms. James and Mr. White to serve on a **planning committee for the Board retreat** along with Kim O'Rourke. The retreat will be held on the Saturday preceding the upcoming August Board meeting.

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Rector Treacy, along with President Sands, presented certificates of appreciation to three representatives whose terms are ending: Mr. Sebek, Ms. Iwicki, and Mr. Amani. Dr. Ferris will continue next year as faculty representative to the Board.

Rector Treacy thanked Mr. Hill, Mr. Mills, Mr. Kazmi, and Ms. Petrine for their service on the Board as their terms come to an end.

Rector Treacy expressed his gratitude for the opportunity to serve as Rector of the Board. On behalf of the university, President Sands thanked Rector Treacy for his service and presented the gavel to him.

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The meeting adjourned at 3:23 p.m.

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The date of the next regular meeting is August 25-26, 2019, location to be determined.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary