

MINUTES

June 7, 2022

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, June 7, 2022, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Edward H. Baine (Vice Rector)
Shelley Butler Barlow
Carrie H. Chenery
C. T. Hill
Anna L. James
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen
Mehul Sanghani
Horacio A. Valeiras
Jeff Veatch
Preston M. White

Absent

Greta J. Harris

Constituent Representatives:

Holli Drewry, Administrative and Professional Faculty Representative
Paolo Fermin, Undergraduate Student Representative
Phil Miskovic, Graduate/Professional Student Representative
Robert Weiss, Faculty Representative
Serena Young, Staff Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Janice Austin, Callan Bartel, Lynsay Belshe, Lori Buchanan, Anna Buhle, Al Cooper, Corey Earles, Juan Espinoza, Kari Evans, Ron Fricker, Bryan Garey, Cathy Grimes, Rebekah Gunn, Tony Haga, Ryan Hamilton, Trish Hammer, Kay Heidbreder, Frances Keene, Elizabeth McClanahan, Nancy Meacham, Scott Midkiff, Ken Miller, Bernadette Mondy, Mike Mulhare, April Myers, Mark Owczarski, James Perkins, Charlie Phlegar, Ellen Plummer, Robin Queen, Jamal Ross, Julia Ross, Rick Sparks, Aimee Surprenant, Jon Clark Teglas, Rob Viers, Tracy Vosburgh, and Lisa Wilkes.

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There was no public comment period.

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Rector Long convened the meeting and welcomed everyone. She introduced Al Cooper, Executive Director of Business and Management Systems, and Rob Viers, Classroom Building AV Manager, to review the technical upgrades that have been done in the Torgersen Boardroom to meet new legislative requirements to livestream board meetings beginning July 1, 2022.

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

[*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 Long asked for a motion to approve/accept the consent agenda open session items as listed. The motion was made by Dr. Nelson, seconded by Ms. Martin, and approved unanimously.

- **Minutes from April 4, 2022, BOV Meeting**
- **Minutes from June 6, 2022, Executive Committee Meeting** - Attachment A
- **Report of May 4, 2022, Ad Hoc Committee Meeting** - Attachment B
- **Report of Information Session on June 6, 2022** - Attachment C
- **Academic, Research, and Student Affairs Committee General Report (6/7/22)** - Attachment D
- **Buildings and Grounds Committee General Report (6/7/22)** - Attachment E
- **Compliance, Audit, and Risk Committee General Report (6/6/22)** - Attachment F
- **Finance and Resource Management Committee General Report (6/7/22)** - Attachment G
- **Governance and Administration Committee General Report (6/6/22)** - Attachment H

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

- ***Resolution to Approve 2022-23 Pratt Fund Budgets** - Attachment I
- **Resolution to Approve 2022-2023 Student Code of Conduct** - Attachment J

- **Resolution to Approve Department of Real Estate in the Pamplin College of Business** - Attachment K
- **Resolution to Approve Revisions to Policy 13010: Individual Conflicts of Interest and Commitment** - Attachment L
- **Resolution to Approve a Policy for the Award of Posthumous Degrees** - Attachment M
- **Resolution to Revise Faculty Handbook Section 2.17.12 Related to Change of Duty Station and Special Leave** - Attachment N
- **Resolution to Clarify Language in the Faculty Handbook Regarding Extending the Tenure and Continued Appointment Clock** - Attachment O
- **Resolution to Revise Faculty Handbook Language Regarding Appeal of Probationary Non-Reappointment** - Attachment P

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve a Public Utility Easement to the Town of Blacksburg – Fiber at the Virginia Tech Corporate Research Center** - Attachment Q
- **Resolution to Approve a Public Utility Easement to the Town of Blacksburg – Squires Parking Lot** - Attachment R
- **Resolution to Approve a Joint Appointment to the New River Valley Regional Water Authority** - Attachment S

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve 2022-23 Hotel Roanoke Conference Center Commission Budget** - Attachment T
- **Resolution to Appoint University Commissioner to the Hotel Roanoke Conference Center Commission** - Attachment U

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

- **Notification of Provisions of the Appropriation Act Relating to Indebtedness of State Agencies** - Attachment V
- **Atlantic Coast Conference Governing Board Certification** - Attachment W
- **Report of Research and Development Disclosures** - Attachment X

Rector Long announced that the Board of Visitors had received a resolution from the Hotel Roanoke Conference Center Commission commending Dr. Guru Ghosh for his service on the commission upon the conclusion of his service.

RESOLUTION TO DELEGATE AUTHORITY TO THE EXECUTIVE COMMITTEE

Rector Long noted that at the board's information session on June 6, presentations on the proposed 2022-23 tuition and fees and the proposed 2022-23 operating and capital budgets were given to the board in preparation for the board's Executive Committee meeting on June 14. Approval of the following resolution was moved by Mr. White, seconded by Ms. James, and passed unanimously.

Resolution to Delegate Authority to the Executive Committee

That the resolution delegating authority to establish tuition and fee rates for the 2022-23 academic year and to approve the university's FY 2022-23 operating and capital budgets to the Executive Committee of the Board of Visitors without the need for subsequent ratification by the full Board of Visitors be approved.
(Copy filed with the permanent minutes and marked Attachment Y.)

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Long called on Dr. Nelson for the report of the Academic, Research, and Student Affairs Committee.

At the conclusion of her report, on behalf of the board, Dr. Nelson thanked Dr. Frank Shushok, Vice President for Student Affairs, and Dr. Byron Hughes, Dean of Students, for their exemplary service to Virginia Tech as they prepare to depart from the university.

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Long called on Ms. Barlow for the report of the Buildings and Grounds Committee.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Long called on Ms. Martin for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Long called on Mr. Baine for the report of the Finance and Resource Management Committee.

As part of the Finance and Resource Management Committee report by Mr. Baine and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Baine, seconded by Ms. Barlow, and passed unanimously.

**Resolution to Supplement the
Student Wellness Improvements Authorization**

That the resolution authorizing Virginia Tech to complete the Student Wellness Improvements project be approved. (Copy filed with the permanent minutes and marked Attachment Z.)

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

Approval of 2022-23 Faculty Compensation Plan

That the proposed 2022-23 Faculty Compensation Plan be approved. (Copy filed with the permanent minutes and marked Attachment AA.)

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

**Approval of Year-to-Date Financial Performance Report
(July 1, 2021 – March 31, 2022)**

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, 2021, through March 31, 2022, and the Capital Outlay Report be approved. (Copy filed with the permanent minutes and marked Attachment BB.)

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Long called on Mr. Petersen for the report of the Governance and Administration Committee.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. James, and passed unanimously.

Resolution to Approve the Revised System of Shared Governance at Virginia Tech and the New University Council Constitution and Bylaws

That the Resolution to Revise the System of Shared Governance at Virginia Tech and Approve the New University Council Constitution and Bylaws be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

A request was made that the Commission on Equal Opportunity and Diversity (CEOD) adopt a practice to designate one of its four positions on University Council to be held by the Black Caucus representative on CEOD.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Martin, and passed unanimously.

Resolution to Revise the Faculty Senate Constitution and Bylaws

That the Resolution to Revise the Faculty Senate Constitution and Bylaws be approved. (Copy filed with the permanent minutes and marked Attachment DD.)

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Mr. Valeiras, and passed unanimously.

Resolution for Approval of the Undergraduate Student Senate Governing Documents

That the Resolution for Approval of the Undergraduate Student Senate Governing Documents be approved. (Copy filed with the permanent minutes and marked Attachment EE.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Martin, and passed unanimously.

Resolution to Amend the Bylaws of the Virginia Tech Board of Visitors, Effective July 1, 2022

That the Bylaws of the Virginia Tech Board of Visitors be amended as proposed in the attached document, effective July 1, 2022. (Copy filed with the permanent minutes and marked Attachment FF.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Martin, and passed unanimously.

Resolution to Amend the Bylaws of the Virginia Tech Board of Visitors, Effective September 1, 2022

That the Bylaws of the Virginia Tech Board of Visitors be amended as proposed, effective September 1, 2022. (Copy filed with the permanent minutes and marked Attachment GG.)

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REPORT OF THE AD HOC COMMITTEE ON COMMITTEES

Rector Long called on Mr. Petersen for the report of the Ad Hoc Committee, which conducted a review of the current board and committee structure and meeting format. (Refer to Attachment B.)

PRESIDENT'S REPORT

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

CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative - Paolo Fermin
- Graduate and Professional Student Representative - Phil Miskovic
- Staff Representative - Serena Young
- Administrative and Professional Faculty Representative - Holli Drewry
- Faculty Representative - Robert Weiss

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

Following on the staff report, Rector Long requested that a plan be developed to accelerate expansion of the minimum hourly wage rate of \$15 to include all employees. Dr. Kiwus replied that work was already under way and stated that an update would be provided to the board.

Motion to Begin Closed Session

Mr. Baine 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.
4. Special awards.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .7, .9, and .11.

The motion was seconded by Ms. James and passed unanimously.

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

1. Litigation report – Ms. Kay Heidbreder
2. Fundraising report – Mr. Charlie Phlegar

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Motion to Return to Open Session

Following the closed session, members of the public were invited to return to the meeting. Rector Long asked Mr. Baine to make the motion to return to open session. Mr. Baine 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. Valeiras and passed unanimously.

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Upon motion by Dr. Nelson and second by Mr. Valeiras, approval was given to the resolutions for **Facility Namings (6)** as considered in closed session. Mr. Sanghani and Mr. Veatch recused themselves from the discussion and abstained from voting. (Copies filed with the permanent minutes and marked Attachment JJ.)

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Upon motion by Mr. Sanghani and second by Mr. Baine, approval was given to the following group of resolutions as considered in closed session. Items marked with an asterisk were considered by the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee.

- **Resolution to Approve Appointments to Emeritus/a Status (3)** - Attachment KK
- **Resolutions to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (6)** - Attachment LL
- **Resolutions to Approve Reappointments to Alumni Distinguished Professor (2)** - Attachment MM
- **Resolution to Approve Appointments with Tenure (6)** - Attachment NN
- ***Resolution to Approve 2021-22 Promotion, Tenure, and Continued Appointment Program** - Attachment OO
- ***Resolution to Ratify 2022-23 Faculty Salary Program as amended effective July 10, 2022, contingent upon approval of the state budget** - Attachment PP
- ***Resolution to Ratify Personnel Changes Report** - Attachment QQ

(Copies are filed with the permanent minutes and marked as noted above.)

Rector Long, along with President Sands, thanked Mr. Valeiras and Mr. Sanghani for their service on the board as their second terms come to an end. Additionally, she thanked Mr. Baine and Mr. White for their service as their first terms come to an end. She announced that Ms. Barlow was re-elected as President of the Board of the Virginia Department of Agriculture and Consumer Services and thus would serve another year on the Board of Visitors.

Rector Long presented certificates of appreciation to the two constituent representatives whose terms are ending: Paolo Fermin and Phil Miskovic. She then welcomed Jamal Ross and Anna Buhle as the incoming Undergraduate and Graduate/Professional Student Representatives, respectively. Rector Long announced that Serena Young, Holli Drewry, and Robert Weiss would continue in their representative roles for another year.

Election of Officers for 2022-2023

Rector Long called on Mr. Valeiras for a report of the Nominating Committee for officers of the board. On behalf of the Nominating Committee, which Mr. Valeiras chaired, and which included Ms. Harris and Mr. Hill, Mr. Valeiras presented the following nominees:

Rector: Tish Long
Vice Rector: Ed Baine

Rector Long asked if there were any other nominations from the floor. There being no additional nominations, Mr. Valeiras made a motion for approval of the nominees presented, contingent upon Mr. Baine's reappointment to a second term on the board by Governor Youngkin. The motion was seconded by Dr. Nelson and passed. Both Ms. Long and Mr. Baine abstained from voting. Ms. Kim O'Rourke, as Vice President for Policy and Governance, will remain Secretary to the Board, in accordance with the board's bylaws.

Rector Long thanked Ms. Martin and Ms. Chenery for their work planning the board's upcoming retreat, which will be held on August 21.

The meeting was adjourned at 3:59 p.m.

The dates of the next regular meeting are August 22-23, 2022, in Newport News, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary