

MINUTES

November 6, 2017

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 6, 2017, at 1:20 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Ms. Greta J. Harris
Mr. C. T. Hill
Mr. Mehmood S. Kazmi
Ms. Letitia A. Long
Mr. Robert J. Mills
Mr. L. Chris Petersen
Ms. Deborah Leigh Martin Petrine (Vice Rector)
Mr. Michael J. Quillen
Mr. Wayne H. Robinson
Mr. Mehul P. Sanghani
Mr. Dennis H. Treacy (Rector)
Mr. Horacio A. Valeiras
Mr. Jeff Veatch

Absent

Ms. Anna L. James

Constituent Representatives:

Dr. Hans Robinson, Faculty Representative
Mr. Robert Sebek, Staff Representative
Mr. Brett Netto, Graduate Student Representative
Mr. Seyi Olusina, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Deputy Chief William Babb, Mr. Robert Broyden, Ms. Lori Buchanan, Mr. Brock Burroughs, Mr. Ralph Byers, Ms. D'Elia Chandler, Dr. Cyril Clarke, Ms. Shelia Collins, 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, Ms. Rachel Gabriele, Dr. Guru Ghosh, Mr. David Guerin, Dr. Luisa Havens, Ms. Kay Heidbreder, Mr. Tim Hodge, Ms. Amy Hogan, Dr. Rachel Holloway, Ms. Elizabeth Hooper, Dr. Chris Kiwus, Dr. Paul Knox, Ms. Sharon Kurek, Mr. Mark Lawrence, Dr. Theresa Mayer, Ms. Heidi McCoy, Ms. Nancy Meacham, Dr. Scott Midkiff, Mr. Mike Mulhare, Ms. April Myers, Ms. Kim O'Rourke, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Menah Pratt-Clarke, Mr. Chris Rahmes, Dr. Scot Ransbottom, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Sara Simpkins, Ms. Kayla Smith, Mr. Jon Clark Teglas, Ms. Tracy Vosburgh, Dr. Lisa Wilkes, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

* * * * *

Rector Treacy welcomed everyone to the Board meeting. He introduced Dr. Cyril Clarke as the new Interim Executive Vice President and Provost and expressed his desire to work with Dr. Clarke to implement many new academic initiatives.

The Rector also said that the campus tours for the Board on Saturday as part of the Buildings and Grounds Committee meeting (see Attachment B) were quite instructional. It was very exciting to see a presentation of the Campus Master Plan as well. Rector Treacy expressed appreciation to Mr. Quillen, Chair of the Buildings and Grounds Committee, for arranging the tours.

* * * * *

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

[*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. Hill, seconded by Ms. Petrine, and approved unanimously.

Copies of consent agenda items are filed with the permanent minutes and marked as noted below:

- **Minutes of the Board of Visitors Meeting held September 11, 2017**
- **Report of the Academic, Research, and Student Affairs Committee (11/6/17) – Attachment A**
- **Report of the Buildings and Grounds Committee (11/5/17) – Attachment B**
- **Report of the Compliance, Audit, and Risk Committee (11/5/17) – Attachment C**
- **Report of the Finance and Resource Management Committee (11/6/17) – Attachment D**
- **Report of the Governance and Administration Committee (11/6/17) – Attachment E**

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

- **Resolution to Approve the New Bachelor of Science Degree in Public Health – Attachment F**
- **Resolution to Approve the Exclusion of Certain Officers/Directors – Attachment G**

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

- **Resolution to Approve the Pratt Fund Program and Expenditures Report for 2016-17 – Attachment H**

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution for Approval to Create an Easement and/or Amend the Virginia Tech/Montgomery Regional Airport Authority Stormwater Easement to Acknowledge an Encroachment and Create a Stormwater Channel/Ditch – Attachment I**

This resolution authorizes the Vice President for Operations, his successors and/or assigns, to create an easement or to amend the existing March 6, 2015 Deed of Easement, as appropriate, to acknowledge and agree to the partial encroachment of the Lane Substation expansion into the stormwater easement area, and to allow for the creation and maintenance of a stormwater channel/ditch.

Information item from the Compliance, Audit, and Risk Committee and the Governance and Administration Committee Consent Agenda; no Board of Visitors action required:

- **Review of Charters (2): Charter for the Office of Audit, Risk, and Compliance; and Charter for the Compliance, Audit, and Risk Committee – Attachment J**

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

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

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.

As part of the Academic, Research, and Student Affairs Committee report by Ms. Petrine and with the endorsement of the Finance and Resource Management Committee, approval of the following resolution was moved by Ms. Petrine, seconded by Mr. Valeiras, and approved unanimously.

**Resolution to Approve the Integration of the
Virginia Tech Carilion School of Medicine**

That the resolution approving the implementation of the processes necessary to acquire and integrate the Virginia Tech Carilion School of Medicine as the ninth college at Virginia Tech be approved. (Copy filed with the permanent minutes and marked Attachment L.)

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Treacy called on Mr. Quillen 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. Quillen, seconded by Mr. Mills, and approved unanimously.

Resolution Supporting the Amendment to the September 11, 2017, Resolution Supporting Amendment of Chapter 638 Virginia Acts of Assembly Relating to the New River Valley Emergency Communications Authority

That this amended resolution supporting the amendment of the Act to permit implementation of an Allocation Formula and annual Contributions to the Authority's Annual budget be approved (Copy filed with the permanent minutes and marked Attachment M.)

[Note: Following the Board of Visitors' approval in September, Authority leadership determined that additional clarifications were required in the resolution and proposed legislation amendment. The changes clarify that all participating agencies must approve the funding formula proposed by the Authority's board of directors before such formula is implemented.]

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Treacy called on Mr. Kazmi to highlight matters of particular interest from the Compliance, Audit, and Risk Committee meeting.

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. Harris, and approved unanimously.

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2017 – September 30, 2017)**

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, 2017, through September 30, 2017, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment N.)

* * * * *

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. Quillen, and approved unanimously.

**Resolution to Approve the Capital Project for
Student Wellness Improvements Project**

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

* * * * *

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Treacy called on Mr. Sanghani to highlight matters of particular interest from the Governance and Administration Committee meeting.

* * * * *

PRESIDENT'S REPORT

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

* * * * *

As part of the President's Report, Dr. Menah Pratt-Clarke, Vice President for Strategic Affairs and Vice Provost for Inclusion and Diversity, presented an **Update on Beyond Boundaries** dealing with the strategic planning structure. (Copy filed with the permanent minutes and marked Attachment Q.)

* * * * *

As part of the President's Report, Dr. Luisa Havens, Vice Provost for Enrollment Management, presented an **Update on InclusiveVT**. (Copy filed with the permanent minutes and marked Attachment R)

* * * * *

Constituent Reports (no action required)

Undergraduate Student Representative to the Board – Mr. Seyi Olusina
Graduate Student Representative to the Board – Mr. Brett Netto
Staff Representative to the Board – Mr. Robert Sebek
Faculty Representative to the Board – Dr. Hans Robinson

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

* * * * *

Motion to Begin Closed Session

Ms. Petrine 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. Kazmi 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 Treacy called the meeting to order and asked Ms. Petrine to make the motion to return to open session. Ms. Petrine 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. Mills and passed unanimously.

* * * * *

Upon motion by Ms. Petrine and second by Mr. Valeiras, unanimous approval was given to the resolutions for **Emeritus Requests (6)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment T.)

* * * * *

Upon motion by Ms. Petrine and second by Ms. Long, unanimous approval was given to the resolutions for **Endowed Chairs, Professorships, and Fellowships (4)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment U.)

* * * * *

Upon motion by Ms. Petrine and second by Ms. Harris, unanimous approval was given to the resolution for **Faculty Leave Request (1)** as considered in Closed Session. (Copy filed with the permanent minutes and marked Attachment V.)

* * * * *

Upon motion by Ms. Petrine and second by Mr. Valeiras, unanimous approval was given to the resolution for approval of the **2017-18 National Distinction Salary Adjustments** as considered in Closed Session. 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 W.)

* * * * *

Upon motion by Ms. Petrine and second by Ms. Long, unanimous 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 and Resource Management and the Academic, Research, and Student Affairs Committees. (Copy filed with the permanent minutes and marked Attachment X.)

* * * * *

Upon motion by Ms. Long and second by Mr. Mills, unanimous approval was given to the resolutions for approval of **External Awards (2)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment Y.)

* * * * *

Upon motion by Mr. Mills and second by Ms. Long, unanimous approval was given to the resolutions to **Name University Facilities (3)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment Z.)

Ms. Harris inquired about how the conversion of Cowgill Hall to a student center in the Campus Master Plan would impact the naming of Cowgill Hall Room 102B as the **Lucy and Olivio Ferrari Archive**. She was assured by Dr. Sherwood Wilson that the naming would be preserved.

* * * * *

**Litigation Report
No Action Required**

* * * * *

Rector Treacy asked the Task Force on Board Structure and Governance to reconvene in January to conduct a mid-term assessment of the new board structure and report back to the Governance and Administration Committee at the March 2018 meeting. Members of the Task Force are Ms. Harris, Mr. Sanghani, Mr. Valeiras, Ms. Heidbreder, and Ms. O'Rourke. Rector Treacy appointed Vice Rector Petrine to replace him as chair of the task force.

Following a motion by Mr. Mills and second by Ms. Long, the meeting was adjourned at 4:07 p.m.

The date of the next regular meeting is March 25-26, 2018, in Blacksburg, Virginia.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary