

MINUTES

March 26, 2018

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, March 26, 2018, at 1:17 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Ms. Greta J. Harris
Mr. C. T. Hill
Ms. Anna L. James
Mr. Mehmood S. Kazmi
Ms. Letitia A. Long
Mr. Robert J. Mills
Ms. Deborah Leigh Martin Petrine (Vice Rector)
Mr. Michael J. Quillen
Mr. Wayne H. Robinson
Mr. Dennis H. Treacy (Rector)
Mr. Horacio A. Valeiras

Absent

Mr. L. Chris Petersen
Mr. Mehul P. Sanghani
Mr. Jeff Veatch

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, Ms. Batul Al-Saigh, Mr. Zo Amani, Deputy Chief William Babb, Dr. Tom Brown, 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, Dr. Michael Friedlander, Ms. Rachel Gabriele, Mr. David Guerin, Ms. Dee Harris, Dr. Lee Hawthorne, Ms. Kay Heidbreder, Mr. Tim Hodge, Ms. Amy Hogan, Dr. Rachel Holloway, Ms. Rachel Iwicki, Ms. Sabria Grace Kazmi, Dr. Chris Kiwus, Ms. Sharon Kurek, 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. Ellen Plummer, 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.

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There was no public comment period.

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Rector Treacy welcomed everyone to the Board meeting. He also wished President Sands and Ms. Long a very Happy Birthday.

Rector Treacy announced that the agenda would be re-ordered slightly. The Finance and Resource Management Committee report and action items will be moved up to follow the Consent Agenda Open Items to enable a Board member who has to leave early to vote on the important matter of tuition and fees.

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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 Ms. Petrine, 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 25, 2017 – Attachment A**
- **Approve minutes of the Board of Visitors Meeting held November 6, 2017**
- **Approve minutes of the Board of Visitors Task Force on Board Structure and Governance Meeting held January 25, 2018 – Attachment B**
- **Approve minutes of the Board of Visitors Executive Committee Meeting held March 13, 2018 – Attachment C**
- **Report of the Academic, Research, and Student Affairs Committee (3/26/18) – Attachment D**
- **Report of the Buildings and Grounds Committee (3/26/18) – Attachment E**
- **Report of the Compliance, Audit, and Risk Committee (3/25/18) – Attachment F**
- **Report of the Finance and Resource Management Committee (3/25/18) – Attachment G**

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

- **Resolution to Approve Appointments to the Virginia Coal and Energy Research and Development Advisory Board – Attachment H**

This resolution appoints Victoria Sue Ratliff, Ed.D., to the Advisory Board for two years beginning March 26, 2018, and ending March 26, 2020.

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution for Approval for Appalachian Power Company Easement – Attachment I**

This resolution authorizes the Vice President for Operations to execute the easement to Appalachian Power Company.

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution for Approval to Change Authority to Manage the Staff Career Achievement Award – Attachment J**

This resolution delegates to the Vice President for Human Resources the authority to manage the Staff Career Achievement Award nomination and selection process. Any future changes to the selection criteria will continue to require approval of the Board of Visitors.

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

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

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

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 Proposed Tuition and Fee Rates for 2018-19

That the proposed tuition and fee rates be approved, effective Fall Semester 2018, including ratification of the 2018-19 Tuition and Fee rates for the Virginia Tech Carilion School of Medicine. This approval is based on the assumption that the final outcome of the General Assembly will materially align with the University's planning assumptions for revenues and expenses; therefore, the Board reserves the right to reconsider the 2018-19 tuition and fee rates based on the budget decisions of the Special Session of the General Assembly, which will be convened in April. (Copy filed with the permanent minutes and marked Attachment O.)

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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. Petrine, and approved unanimously.

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2017 – December 31, 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 December 31, 2017, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment P.)

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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 2018-19 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2018-19 be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

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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. Quillen, and approved unanimously.

Resolution to Approve the Capital Project for the Student-Athlete Performance Center

That the resolution authorizing Virginia Tech to complete the Student-Athlete Performance Center be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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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. Quillen, and approved unanimously.

Resolution to Approve the Capital Project for the ACC Network Studio

That the resolution authorizing Virginia Tech to complete the ACC Network Studio be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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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. Quillen, and approved unanimously.

Resolution to Approve the Capital Project for the Squires Commonwealth Ballroom Improvements

That the resolution authorizing Virginia Tech to complete the Squires Commonwealth Ballroom Improvements be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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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.

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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 Mr. Hill, and approved unanimously.

**Resolution to Approve Issuance of a Quitclaim Deed
on Property Located in Northampton County, Virginia**

That this resolution authorizing the Vice President for Operations, his successors and/or assigns, to execute a Quitclaim Deed and any and all documents that may be necessary to accommodate the Virginia Department of General Services and release and convey any and all interest Virginia Tech may have in the approximately one (1) acre of land adjoining U. S. Highway 13 near Fairview in Northampton County, Virginia, to Northampton County be approved. (Copy filed with the permanent minutes and marked Attachment L.)

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Note: Ms. Long departed from the meeting at this point (1:45 p.m.) and was not present for subsequent votes. Her departure did not affect the quorum.

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

**Resolution to Approve Appointment to the
Blacksburg-Virginia Polytechnic Institute Sanitation Authority**

That this resolution recommending that Lucius Merritt be reappointed as a Town of Blacksburg-Virginia Tech joint representative to the Blacksburg-Virginia Polytechnic Institute Sanitation Authority Board of Directors for a term expiring January 1, 2022, be approved. (Copy filed with the permanent minutes and marked Attachment M.)

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

**Resolution Appointing Representative of the Board
at Public Hearings for Authorities**

That this resolution recommending the Vice President for Operations be named as the university's representative to any public hearings required for changes to the governing documents of the Blacksburg-Virginia Polytechnic Institute Sanitation Authority, the Montgomery Regional Solid Waste Authority, the New River Valley Emergency Communications Regional Authority, the New River Valley Regional Water Authority, and the Virginia Tech Montgomery Regional Airport Authority be approved. (Copy filed with the permanent minutes and marked Attachment N.)

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REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

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

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

The Governance and Administration Committee did not meet.

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REPORT OF THE TASK FORCE ON BOARD STRUCTURE AND GOVERNANCE

The Rector called on Ms. Petrine for a report on the Task Force meeting that was held on January 25, 2018, at the Hotel Roanoke. Minutes of that meeting were approved as part of the open session consent agenda (see Attachment B).

At the November 2017 Board meeting, 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.

Ms. Petrine summarized the key points. Feedback indicates that the new committee structure is working well generally. When topics overlap committees, meeting jointly for a portion of the meeting time may be appropriate. Use of consent agendas has allowed more time for discussion. At least through June, reporting on Beyond Boundaries and InclusiveVT at every meeting should be continued. Regular updates on the strategic/continuous planning process are requested at either the Sunday information session or to the Governance and Administration Committee; a focus on achieving efficiencies should be incorporated into planning. The Board orientation/retreat held last year was very successful, and it is recommended to be scheduled annually on the Saturday preceding the August/September Board meeting. Board self-assessment is a new accreditation requirement; the Governance and Administration Committee will plan for this in the fall and conduct an assessment in spring 2019. Ms. Petrine concluded that the Task Force will meet again sometime this summer between the June and August meetings to conduct another assessment of the new committee structure.

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Rector Treacy announced that he had asked the Governance and Administration Committee to consider undergraduate and graduate student representation, including the selection process, how they are governed, how committee assignments are made, etc. The Governance and Administration Committee will make recommendations to the Task Force this summer regarding adjustments that need to be made, if any.

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REPORT ON THE MEDICAL SCHOOL INTEGRATION

The Rector called on Ms. Petrine for a **report on the Medical School Integration**. Ms. Petrine serves as the BOV liaison to the Medical School Integration Steering Committee, and she provided the following updates:

- The various workgroups continue to work on integration, especially the IT group and the Personnel group which are on target to meet an early April deadline for transferring employees from Carilion to the university.
- Agreements between Carilion and the university are close to completion, thanks to Kay Heidbreder and a workgroup dedicated to negotiating language acceptable to all parties.
- The application and accompanying materials required to request approval to integrate the school of medicine were submitted, in person, to the university's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), which is located in Atlanta, Georgia. SACSCOC will be voting in June on the university's request.
- For the fifth straight year, the medical school had a 100 percent match rate for its graduating class.

EXECUTIVE COMMITTEE

The Executive Committee is empowered to act on behalf of the Board between regular Board meetings. Rector Treacy announced that the Executive Committee met on March 13, 2018. At that meeting, the Executive Committee considered and approved three resolutions related to the integration of the Virginia Tech Carilion School of Medicine (VTCSOM).

In order for the integration to occur on July 1, 2018, Virginia Tech was required to submit an application to the university's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) by March 15, 2018.

Rector Treacy asked for a motion by a member of the Executive Committee to ratify these actions from the March 13, 2018 meeting. Approval of the following resolution was moved by Mr. Kazmi, seconded Mr. Quillen, and approved unanimously.

Resolution to Ratify Actions Taken by the Executive Committee at the Meeting Held on March 13, 2018

- **That the resolution ratifying the actions taken by the Executive Committee of the Board of Visitors at a special meeting convened on March 13, 2018, as follows, be approved.**
- **Resolution to Approve the Virginia Tech Carilion School of Medicine Doctor of Medicine (MD) Degree Program**
- **Resolution to Incorporate into the Virginia Tech Faculty Handbook the Types of Faculty Appointments and Related Policies for Faculty of the Virginia Tech Carilion School of Medicine**
- **Resolution to Reaffirm the Virginia Tech Mission for the Southern Association of Colleges and Schools Commission on Colleges**

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

PRESIDENT'S REPORT

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

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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 W.)

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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. Wayne Robinson and passed unanimously.

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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 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 Ms. Harris and passed unanimously.

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APPROVAL/ACCEPTANCE OF CONSENT AGENDA CLOSED SESSION ITEMS*
(Refer to Attachments X through Z)

[*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 items that were considered in closed session, as listed. The motion was made by Mr. Valeiras, seconded by Ms. Petrine, and approved unanimously.

- **Resolutions for Approval of Emeritus Status (15)** – Attachment X
- **Resolutions for Approval of Endowed Chairs, Professorships, and Fellowships (14)** – Attachment Y
- **Resolutions for Approval of Faculty Leave Requests (75)** – Attachment Z

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

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Upon motion by Ms. Petrine and second by Mr. Mills, unanimous approval was given to the **Resolution Conferring Upon Minnis E. Ridenour an Honorary Doctor of Letters Degree** as considered in Closed Session. This will be only the tenth honorary degree conferred in the history of the university. 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 AA.)

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Upon motion by Ms. Petrine and second by Ms. Harris, 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 BB.)

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Upon motion by Mr. Quillen and second by Mr. Wayne Robinson, unanimous approval was given to the **Ratification of the Selection of the 2018-19 Student Representatives** to the Board as considered in Closed Session.

Rachel Iwicki of Springfield, Virginia, a junior majoring in both mechanical engineering in the College of Engineering, and Russian in the College of Liberal Arts and Human Sciences, was named the undergraduate student representative.

Lorenzo (Zo) Amani of Fayetteville, North Carolina, a doctoral student in public administration and public affairs in the College of Architecture and Urban Studies, was named the graduate student representative.

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Upon motion by Mr. Robinson and second by Ms. Harris, unanimous approval was given to the resolutions to **Name University Facilities (4)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment CC.)

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**Litigation Report
No Action Required**

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Appointment of Nominating Committee for Officers of the Board for 2018-19

Rector Treacy appointed the **Nominating Committee** for Officers of the Board.
Chair: Ms. Petrine
Member: Ms. James
Member: Mr. Kazmi

The committee will bring nominations for Rector, Vice Rector, and Secretary to the June Board meeting.

REPORT OF THE MARCH 25, 2018, INFORMATION SESSION

An information session (open session) for the Board of Visitors was held on Sunday, March 25, 2018, from 1:30 to 3:00 p.m. in the Solitude Room at The Inn at Virginia Tech. There were no action items, and there was no public comment period. The agenda included:

- Presentation on Sexual Assault by Dr. Kelly Oaks, Assistant Vice President for Equity and Accessibility.
- Presentation on InclusiveVT by Dr. Menah Pratt-Clarke, Vice President of Strategic Affairs and Vice Provost for Inclusion and Diversity.
- Briefing on the Strategic Plan by Dr. Menah Pratt-Clarke, Vice President of Strategic Affairs and Vice Provost for Inclusion and Diversity.
- Legislative Update by Mr. M. Dwight Shelton, Interim Senior Vice President for Operations and Administration; Mr. Chris Yianilos, Executive Director of Government Relations; and Ms. Elizabeth Hooper, Director of State Government Relations.

(Copies of the presentations are filed with the permanent minutes and marked Attachment DD.)

Following a motion by Mr. Mills and second by Mr. Hill, the meeting was adjourned at 3:30 p.m.

The date of the next regular meeting is June 3-4, 2018, in Blacksburg, Virginia.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary