

MINUTES

August 27, 2018

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, August 27, 2018, at 1:17 p.m. at The Hotel Roanoke and Conference Center, 110 Shenandoah Avenue, Roanoke, 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, Ms. Kim O'Rourke, Deputy Chief William Babb, Ms. Ellen Banks, Ms. Callan Bartel, Dr. Richard Blythe, Ms. Lori Buchanan, 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, Mr. David Guerin, Ms. Dee Harris, Dr. Luisa Havens Gerardo, Ms. Kay Heidbreder, Mr. Tim Hodge, Dr. Cynda Johnson, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Theresa Mayer, Dr. Steve McKnight, Ms. Nancy Meacham, Dr. Scott Midkiff, Dr. Sally Morton, Mr. Mike Mulhare, Ms. April Myers, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Dwayne Pinkney, Dr. Ellen Plummer, Mr. Chris Rahmes, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Kayla Smith, Dr. Robert Sumichrast, Mr. Jon Clark Teglas, Ms. Tracy Vosburgh, Dr. Sherwood Wilson, faculty, staff, students, guests, and reporters.

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There was no public comment period.

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Rector Treacy welcomed the new Board members and new representatives: Mr. Baine, Mr. White, Dr. Ferris, Mr. Amani, and Ms. Iwicki. He also welcomed Dr. Dwayne Pinkney, Senior Vice President for Operations and Administration. Dr. Pinkney started his new position on August 1.

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

[*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. Mills, seconded by Ms. Harris, and approved unanimously.

- **Minutes of the Board of Visitors Meeting held June 4, 2018**
- **Minutes of the Board of Visitors Task Force Meeting held July 23, 2018—**
Attachment A
- **Report of Board of Visitors Retreat held August 25, 2018—**Attachment B
- **Report of Board of Visitors Information Session held August 26, 2018—**
Attachment C
- **Report of the Academic, Research, and Student Affairs Committee (8/26/18) –**
Attachment D
- **Report of the Buildings and Grounds Committee (8/27/18) –** Attachment E
- **Report of the Compliance, Audit, and Risk Committee (8/26/18) –** Attachment F
- **Report of the Finance and Resource Management Committee (8/27/18) –**
Attachment G
- **Report of the Governance and Administration Committee (7/19/18) –**
Attachment H
- **Report of the Governance and Administration Committee (8/27/18) –**
Attachment I

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

- **Resolution for Ratification of Changes to the 2018-19 Faculty Handbook— Attachment J**

That changes to the 2018-10 Faculty Handbook be ratified.

- **Resolution for Ratification of the Student Code of Conduct—Attachment K**

That the Board of Visitors approve the resolution to ratify the Virginia Tech Student Code of Conduct.

- **Resolution to Approve the Virginia Tech Extended Campus Site in Arlington — Attachment L**

That the resolution to establish a Virginia Tech extended campus site in Arlington be approved.

- **Resolution to Update the Policy on the Awarding of Honorary Degrees— Attachment M**

That the resolution describing the criteria and process for the award of honorary degrees be approved and supersede any and all previous policies pertaining to the conferral of honorary degrees.

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

- **Resolution to Amend Policy to Comply with Governor’s Executive Order Regarding Paid Parental Leave for University Employees – Attachment N**

That the Board of Visitors approve the Resolution to Amend Policy to Comply with Governor’s Executive Order Regarding Paid Parental Leave for University Employees.

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve the O’Shaughnessy Hall Renovation 9(d) Debt Financing— Attachment O**

That the resolution authorizing the issuance of 9(d) bonds through the Virginia College Building Authority on behalf of the university for the O’Shaughnessy Hall Renovation—Capital Outlay Project Number 18356 be approved.

- **Resolution to Approve the Virginia Tech Carilion Research Institute Biosciences Addition 9(d) Debt Financing– Attachment P**

That the resolution authorizing the issuance of 9(d) bonds through the Virginia College Building Authority on behalf of the university for the VT Carilion Research Institute Biosciences Addition—Capital Outlay Project Number 18269 be approved.

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

- **Atlantic Coast Conference (ACC) Governing Board Annual Certification – Attachment Q**
- **Report of Research and Development Disclosures – Attachment R**

(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. Petersen and approved unanimously.

Resolution to Increase Width of Virginia Electric and Power Company Easement

That the resolution authorizing the Vice President for Operations to execute the easement, or amendment to deeds of easement, to Virginia Electric and Power Company (VEPCO) be approved. (Copy filed with the permanent minutes and marked Attachment S.)

Note: Mr. Baine recused himself from the vote on this agenda item.

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

**Resolution to Approve the Demolition of University Building—
Tenant House, Obenshain Building No. 0835**

That the resolution authorizing the demolition of building number 0835 be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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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 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. Petrine, and approved unanimously.

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2017 – June 30, 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, 2017 through June 30, 2018, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment U.)

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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 Ms. Harris, and approved unanimously.

**Resolution to Approve the Capital Project
for Planning the Athletics Weight Room Renovation and Expansion**

That the resolution authorizing Virginia Tech to plan the Athletics Weight Room Renovation and Expansion be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Treacy called on Mr. Sanghani for a report on the July 19 and August 27 meetings of the Governance and Administration Committee.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Hill, and approved unanimously.

Resolution to Approve the University Succession Management Program

That the Board of Visitors approve the resolution directing the President of the university, through the Vice President for Human Resources, to implement a university succession management program based upon the framework presented and requesting an annual update on its implementation. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Ms. Petrine, and approved unanimously.

Resolution to Revise the By-Laws of the Virginia Tech Board of Visitors

That the proposed revisions to the By-laws of the Virginia Tech Board of Visitors be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment X.)

REPORT OF THE TASK FORCE ON BOARD STRUCTURE AND GOVERNANCE

The Rector called on Ms. Petrine, chair of the Task Force, for a report on the Task Force meeting that was held on July 23, 2018, at the Hotel Roanoke. Minutes of that meeting were approved as part of the open session consent agenda (Attachment A.)

Resolution to Approve Task Force Recommendations

As part of the Task Force report, approval of the recommendations contained therein was moved by Ms. Petrine, seconded by Ms. Harris and approved unanimously. (Copy of the Task Force Report is filed with the permanent minutes and marked Attachment A.)

Rector Treacy thanked the members of the Task Force, Ms. Petrine, Ms. Harris, Mr. Sanghani, Mr. Valeiras, Ms. Heidbreder, and Ms. O'Rourke, and officially discharged the group.

PRESIDENT'S REPORT

As part of the report by President Sands, the following resolution was moved by Ms. Harris, seconded by Mr. Petersen, and approved unanimously.

Resolution Honoring Ensign Sarah Mitchell

That the resolution honoring Ensign Sarah Mitchell be approved. (Copy filed with the permanent minutes and marked Attachment Y.)

The Board expressed its appreciation for Ensign Mitchell's service and sacrifice and its condolences to Ensign Mitchell's family.

As part of the report by President Sands, the following resolution was moved by Mr. Valeiras, seconded by Ms. Petrine, and approved unanimously.

Resolution of Appreciation Honoring Michael J. Quillen

That the resolution recognizing Michael J. Quillen for his service as a member and Rector of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment Z.)

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

Resolution of Appreciation Honoring Wayne H. Robinson

That the resolution recognizing Wayne H. Robinson for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment AA.)

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

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**Constituent Reports (no action required)
(Presented at BOV Information Session on August 26, 2018)**

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

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

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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. 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. Mills and passed unanimously.

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LITIGATION REPORT

Rector Treacy called on Ms. Heidbreder for the litigation report. No Board action is required.

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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. Long and passed unanimously.

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

[*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 and 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 Ms. Kazmi seconded by Mr. Hill, and approved unanimously.

- **Resolutions for Approval of Emeritus Status (10)** – Attachment DD
- **Resolutions for Approval of the Endowed Chairs, Professorships, or Fellowships (3)**—Attachment EE
- **Resolution for Approval of Exclusion of Certain Officers (1)** – Attachment FF

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

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Upon motion by Mr. Kazmi and second by Mr. Hill, 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 GG.)

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Upon motion by Mr. Kazmi and second by Mr. Hill, unanimous approval was given to the resolution for approval of the **2018-19 Faculty Salary Program** 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 HH.)

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Upon motion by Mr. Kazmi and second by Mr. Hill, unanimous approval was given to the resolutions to **Name University Facilities (8)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment II.)

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Approved

Upon a motion by Mr. Mills and second by Ms. Harris, the meeting was adjourned at 4:00 p.m.

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The date of the next regular meeting is November 4-5, 2018, in Blacksburg, Virginia.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary