

MINUTES

April 4, 2022

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, April 4, 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*
Greta J. Harris
C. T. Hill
Anna L. James
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen*
Horacio A. Valeiras
Preston M. White

Absent

Mehul Sanghani
Jeff Veatch

*In accordance with the Board of Visitors Bylaws and §2.2-3708.2 (A)(1)(b) of the *Code of Virginia*, as amended, Ms. Chenery and Mr. Petersen participated electronically due to personal matters. Ms. Chenery was on family vacation and participated from 9423 Old Oregon Inlet Road, Nags Head, NC 27959. Mr. Petersen was on business travel and participated from 1515 Wyandotte St, Kansas City, MO

Constituent Representatives Present:

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

Constituent Representatives Absent:

Serena Young, Staff Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Janice Austin, Mac Babb, Callan Bartel, Lynsay Belshe, Rosemary Blieszner, Bob Broyden, Lori Buchanan, Lance Collins, Jon Deskins, Corey Earles, Alexander Ebird, Kari Evans, Ron Fricker, Bryan Garey, Emily Gibson, Cathy Grimes, Rebekah Gunn, Kay Heidbreder, Seungchan Jeong, Sharon Kurek, Caroline Lohr, Randy Marchany, Elizabeth McClanahan, Steven McKnight, Nancy Meacham, Scott Midkiff, Ken Miller, Mike Mulhare, April Myers, Justin Noble, Mark Owczarski, Charlie Phlegar, Ellen Plummer, Jon Porter, Robin Queen, Chris Rahmes, Frank Shushok, Aimee Surprenant, Don Taylor, Jon Clark Teglas, Tracy Vosburgh, Lisa Wilkes, Chris Yianilos, and members of the media.

* * * * *

There was no public comment period.

* * * * *

Rector Long convened the meeting and welcomed everyone.

* * * * *

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

[*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 if there was any objection to the consent agenda. Ms. James made a request to remove the resolution to reorganize the Colleges of Architecture and Urban Studies, Engineering, and Liberal Arts and Human Sciences and to rename the College of Architecture and Urban Studies. Rector Long stated that the resolution cited by Ms. James would be removed from the consent agenda and added to the regular agenda. Rector Long then asked for a motion to approve/accept the revised consent agenda open session items as listed. The motion was made by Mr. Baine, seconded by Ms. Barlow, and passed unanimously.

- **Minutes from November 8, 2021, BOV Meeting**
- **Minutes from March 22, 2022, Public Comment Period**
- **Minutes from April 3, 2022, Selection Committee Meeting - Attachment A**
- **Reports of February 22, 2022, and March 14, 2022, Ad Hoc Committee Meetings - Attachment B**
- **Report of Information Session on April 3, 2022 - Attachment C**
- **Academic, Research, and Student Affairs Committee General Report (4/4/22) - Attachment D**
- **Buildings and Grounds Committee General Report (4/4/22) - Attachment E**
- **Compliance, Audit, and Risk Committee General Report (4/4/22) - Attachment F**
- **Finance and Resource Management Committee General Report (4/3/22) - Attachment G**

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

- **Resolution for Exclusion of Certain Officers/Directors** - Attachment H

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve the New River Valley Passenger Rail Station Authority Agreement** - Attachment I
- **Resolution to Approve Appointments to the New River Valley Passenger Rail Station Authority** - Attachment J
- **Resolution to Approve an Appointment to the Montgomery Regional Solid Waste Authority** - Attachment K
- **Resolution to Approve the Disposition of University Building No. 0350 (Lumenhaus)** - Attachment L
- **Resolution to Approve an Easement to Atmos Energy Corporation in Support of Increased Gas Lines and Gas Line Capacity on Virginia Tech's Main Campus** - Attachment M

From the Finance and Resource Management Committee Consent Agenda:

- **Approval of Revised Resolution for Authority to Loan Funds to Virginia Tech Innovations Corporation and Its Subsidiary(ies)** - Attachment N
- **Approval of Resolution to Appoint University Commissioner to the Hotel Roanoke and Conference Center Commission** - Attachment O

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

- **Report of Research and Development Disclosures** - Attachment P

* * * * *

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. As part of the Academic, Research, and Student Affairs Committee report, approval of the following resolution, as revised by the committee, was moved by Dr. Nelson, seconded by Ms. James, and passed unanimously.

**Resolution to Approve Reorganizing
the Colleges of Architecture and Urban Studies, Engineering, and
Liberal Arts and Human Sciences
and to Approve Renaming the College of Architecture and Urban Studies
as the College of Architecture, Arts, and Design**

That the resolution restructuring the Colleges of Architecture and Urban Studies, Engineering, and Liberal Arts and Human Sciences, and renaming the College of Architecture and Urban Studies as the College of Architecture, Arts, and Design be approved, effective upon approval by the State Council of Higher Education for Virginia.
(Copy filed with the permanent minutes and marked Attachment Q.)

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, approval of the following resolution was moved by Mr. Baine, seconded by Dr. Nelson, and passed unanimously.

Approval of 2022-23 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2022-23 be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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 – December 31, 2021)**

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 December 31, 2021, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment S.)

* * * * *

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.

**Approval of Resolution for a Long-term Lease
for the Research Swing Space**

That the resolution authorizing Virginia Tech to enter into a long-term lease with the Virginia Tech Foundation for the Research Swing Space facility be approved. (Copy filed with the permanent minutes and marked Attachment T.)

* * * * *

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.

**Approval of Resolution for a Long-term Lease
for the Gilbert Street Project**

That the resolution authorizing Virginia Tech to enter into a long-term lease with the Virginia Tech Foundation for the Gilbert Street project be approved. (Copy filed with the permanent minutes and marked Attachment U.)

* * * * *

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 Dr. Nelson, and passed unanimously.

**Approval of Resolution for Planning for the
New Pamplin College of Business Building**

That the resolution authorizing Virginia Tech to plan the new Pamplin College of Business building be approved. (Copy filed with the permanent minutes and marked Attachment V.)

* * * * *

Rector Long requested that the administration report back to the board with a cost comparison between commercial construction and collegiate gothic/Hokie Stone construction.

* * * * *

REPORT OF THE AD HOC COMMITTEE

Rector Long called on Ms. Harris for the report of the Ad Hoc Committee, which is conducting a review of the current board and committee structure and meeting format and providing recommendations. Ms. Harris invited comments and suggestions from the board members. Formal recommendations will be brought to the June meeting.

* * * * *

PRESIDENT'S REPORT

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

* * * * *

CONSTITUENT REPORTS (no action required)

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

All representatives provided written reports. In addition, the report by the faculty representative was delivered orally at the Information Session on April 3, and the reports by the student and A/P faculty representatives were delivered orally at the full board meeting on April 4, 2022. The staff representative was absent. (Copies filed with the permanent minutes and marked Attachment X.)

* * * * *

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. Consideration of the disposition of publicly held real property, where discussion in an open meeting would adversely affect negotiating strategy.
3. The status of current litigation and briefing on actual or probable litigation.
4. Fundraising activities.
5. Special awards.
6. Discussion of plans to protect public safety as it relates to cybersecurity vulnerabilities.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .3, .7, .9, .11, and .19.

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

* * * * *

CLOSED SESSION REPORTS (No Board action required)

1. Fundraising report – Mr. Charlie Phlegar
2. Litigation report – Ms. Kay Heidbreder
3. Cybersecurity discussion – Dr. Scott Midkiff

* * * * *

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 Ms. Barlow and passed unanimously.

* * * * *

Upon motion by Dr. Nelson and second by Mr. Valeiras, 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 (18)** - Attachment Y
- ***Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (5)** - Attachment Z
- ***Resolution to Approve Appointments with Tenure (5)** - Attachment AA
- ***Resolution to Approve Faculty Research Leaves (77)** - Attachment BB
- ***Resolution for Ratification of the Personnel Changes Report** - Attachment CC
- ***Deferred Compensation Strategy for Highly Compensated Faculty and Resolution to Approve Retirement Contribution Corrections** - Attachment DD
- **Resolutions to Approve Facility Namings (4)** - Attachment EE
- **Resolutions to Approve External Awards (3)** - Attachment FF
- **Ratification of selection of 2022-23 student representatives to the board.**

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

* * * * *

The final item was considered jointly by the Buildings and Grounds and Finance and Resource Management Committees. Approval of the following resolution, as considered in closed session, was moved by Mr. Baine, seconded by Ms. Barlow, and passed. Mr. White abstained from voting on the resolution.

Approval of Resolution for the Disposition of Real Estate

That Virginia Tech be authorized to execute any and all documents to effectuate Virginia Tech's conveyance of the 2.19 acre parcel to the City of Falls Church, and to terminate the existing Ground Lease Agreement with the City of Falls Church for the 5.33 acre parcel, thereby transferring ownership of Virginia Tech Building Number 0844 to the City of Falls Church in accordance with applicable state procedures pursuant to the Code of Virginia. (Copy filed with the permanent minutes and marked Attachment GG.)

* * * * *

Announcement of the 2022-2023 Student Representatives to the Board of Visitors

Rector Long announced that the 2022-23 representatives will be: Jamal Ross (undergraduate student representative) and Anna Buhle (graduate/professional student representative).

* * * * *

Appointment of the Nominating Committee for Officers of the Board and the Retreat Planning Committee

Rector Long appointed the **Nominating Committee** that will bring nominations for Rector and Vice Rector for 2022-2023 to the June board meeting.

Chair: Horacio Valeiras
Members: Greta Harris
C.T. Hill

Rector Long appointed the **Retreat Planning Committee** that will work along with President Sands and Ms. O'Rourke to plan the annual board retreat to be held on August 21.

Members: Carrie Chenery
Sharon Martin

* * * * *

Announcement of Annual Board Self-Assessment

Rector Long announced that the annual board self-assessment will be conducted in April, and board members soon will be receiving the survey instrument from the Association of Governing Boards (AGB).

The meeting was adjourned at 3:51 p.m.

* * * * *

The dates of the next regular meeting are June 6-7, 2022, in Blacksburg, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary

INDEX – Board of Visitors Meeting – April 3-4, 2022

Cover	Cover, Index, Membership Listing, Committee Assignments
Tab A	Information Session Agenda – Sunday, April 3, 2022
Tab B	Open Session Agenda – Monday, April 4, 2022
Tab C	Approval of Consent Agenda Open Items <ul style="list-style-type: none">• Minutes from November 8, 2021 BOV Meeting• Minutes from March 22, 2022 Public Comment Period• Minutes from April 3, 2022 Selection Committee Meeting• Report of February 22, 2022 and March 14, 2022 Ad Hoc Committee Meetings• Report of Information Session – Sunday, April 3, 2022• Academic, Research, and Student Affairs Committee General Report – Monday, April 4, 2022 Meeting• Buildings and Grounds Committee General Report – Monday, April 4, 2022 Meeting• Compliance, Audit, and Risk Committee General Report – Monday, April 4, 2022 Meeting• Finance and Resource Management Committee General Report – Sunday, April 3, 2022 Meeting• Resolution for Exclusion of Certain Officers/Directors• Resolution to Approve Reorganizing the Colleges of Architecture and Urban Studies, Engineering, and Liberal Arts and Human Sciences and to Approve Renaming the College of Architecture and Urban Studies as the College of Arts, Design, and Architecture• Resolution to Approve the New River Valley Passenger Rail Station Authority Agreement• Resolution to Approve Appointments to the New River Valley Passenger Rail Station Authority• Resolution to Approve an Appointment to the Montgomery Regional Solid Waste Authority• Resolution to Approve the Disposition of University Building No. 0350 (Lumenhaus)• Resolution to Approve an Easement to Atmos Energy Corporation in Support of Increased Gas Lines and Gas Line Capacity on Virginia Tech's Main Campus• Approval of Revised Resolution for Authority to Loan Funds to Virginia Tech Innovations Corporation and Its Subsidiary(ies)• Approval of Resolution to Appoint University Commissioner to the Hotel Roanoke Conference Center Commission• Report of Research and Development Disclosures (no action required)
Tab D	Report of the Academic, Research, and Student Affairs Committee - Agenda/Briefing Report
Tab E	Report of the Buildings and Grounds Committee - Agenda/Briefing Report
Tab F	<u>Buildings and Grounds Committee Agenda Items for Board Approval</u> <ul style="list-style-type: none">• **Approval of Resolution for the Disposition of Real Estate• **Approval of Resolution for a Long-term Lease for the Research Swing Space• **Approval of Resolution for a Long-term Lease for the Gilbert Street Project• **Approval of Resolution for Planning for the New Pamplin College of Business Building
Tab G	Report of the Compliance, Audit, and Risk Committee – Agenda/Briefing Report
Tab H	Report of the Finance and Resource Management Committee – Agenda/Briefing Report
Tab I	<u>Finance and Resource Management Committee Agenda Items for Board Approval</u> <ul style="list-style-type: none">• **Approval of Resolution for the Disposition of Real Estate• **Approval of Resolution for a Long-term Lease for the Research Swing Space• **Approval of Resolution for a Long-term Lease for the Gilbert Street Project• **Approval of Resolution for Planning for the New Pamplin College of Business Building• Approval of 2022-23 Compensation for Graduate Assistants• Approval of Year-to-Date Financial Performance Report (July 1, 2021 – December 31, 2021)

Tab J	Report of the Ad Hoc Committee
Tab K	Open Session President's Report
Tab L	Constituent Reports – (No action required) – Time permitting, Constituent Reports will be delivered at the Board's Information Session on Sunday, April 3, 2022 <ul style="list-style-type: none"> • Undergraduate Student Representative to the Board - Paolo Fermin • Graduate Student Representative to the Board - Phil Miskovic • Staff Representative to the Board - Serena Young • Administrative and Professional Faculty Representative to the Board - Holli Drewry • Faculty Representative to the Board - Robert Weiss
Tab M	Motion to Begin Closed Session
Tab N	Closed Session Agenda – Monday, April 4, 2022
Tab O	<u>Closed Session Salary and Personnel Actions for Board Approval</u> <ul style="list-style-type: none"> • *Resolution to Approve Appointments to Emeritus/a Status (18) • *Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (5) • *Resolution to Approve Appointments with Tenure (5) • *Resolution to Approve Faculty Research Leaves (77) • *Resolution for Ratification of the Personnel Changes Report • *Deferred Compensation Strategy for Highly Compensated Faculty
Tab P	Ratification of the Selection of the 2022-2023 Student Representatives to the Board
Tab Q	<u>Closed Session President's Report and Items for Board Approval</u> <ul style="list-style-type: none"> • Approval of External Awards • Building Namings
Tab R	Closed Session Reports – (No action required) <ul style="list-style-type: none"> • Litigation Report • Fundraising Report • Cyber Security Discussion
Tab S	<u>Buildings and Grounds/Finance and Resource Management Committee Agenda Item for Board Approval</u> <ul style="list-style-type: none"> • **Approval of Resolution for the Disposition of Real Estate
Tab T	Motion to Return to Open Session
Tab U	Appointment of the Nominating Committee for Officers of the Board and Retreat Planning Committee

****These items have been reviewed by the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee of the Board of Visitors.***

*****These items have been reviewed by the Buildings and Grounds Committee and the Finance and Resource Management Committee of the Board of Visitors.***

There is no public comment period at this meeting.