

Minutes

GOVERNANCE AND ADMINISTRATION COMMITTEE

7:30 am – 8:30 am

August 26, 2019

Committee Members: Mehul Sanghani (Chair), Dennis Treacy, Jeff Veatch

Other Board Members: Horacio Valeiras (Rector), Shelley Barlow, C.T. Hill, Preston White

Representatives to the Board: Tamarah Smith, Madelynn Todd

VPI&SU Faculty and Staff: Jeri Baker, Lori Buchanan, Cyril Clarke, Al Cooper, Karen Depauw, Bryan Garey, Dee Harris, Chris Kiwus, Sharon Kurek, Steve McKnight, April Myers, Kim O'Rourke, Patty Perillo, Dwayne Pinkney, Tim Sands, Kayla Smith, Ken Smith, Don Taylor, Tracy Vosburgh, Lisa Wilkes

OPEN SESSION

1. **Welcome and Opening Remarks.** Mr. Mehul Sanghani, Chair of the Governance and Administration Committee, welcomed committee members, guests, and invited participants.
2. **Approval of Minutes of the June 2, 2019, Meeting.** The committee approved the Minutes of the June 2, 2019, Meeting.
3. **Administration and Operations Transformation Initiative.** Dr. Dwayne Pinkney, Senior Vice President for Operations and Administration, provided an update on the ongoing Administration and Operations Transformation Initiative.

Deloitte consultants have met with the areas of Human Resources, Finance, Business Services, and Facilities, as well as worked closely with IT, which supports the administrative processes those areas employ. A draft report has been received from the consulting team and the next steps are to take a deeper dive into the findings, making sure that proposed solutions benefit the broader campus. Currently, we have had a head start with the HR transformation well underway, and the finance department beginning to incorporate robotic processes to increase efficiency, but there is more to be done. At the November meeting, Dr. Pinkney will provide another update on the initiative, having identified projects and timelines by that time.

Dr. Pinkney also discussed the search for the new Vice President for Finance. The consulting firm Korn Ferry was selected and the search launched in late July utilizing an "inverted process." Dr. Pinkney has engaged with several candidates

already in order to determine their alignment with the university's needs and goals before making his recommendations to the search committee as to who they might interview. The timeline for the search includes a first round of interviews in September and on-campus interviews in October, with the ultimate goal of having the individual in place by the first of the year.

4. **Resolution on Contract and Governance Authority.** Ms. Kay Heidbreder, University Legal Counsel, presented the Resolution on Contract and Governance Authority to the committee for consideration and approval.

The resolution was necessitated by the upcoming retirement of Vice President for Finance and Chief Financial Officer, Dwight Shelton. Many of the authorities formerly delegated to him and others are being brought back to the President, who then can re-delegate authorities as necessary. As the resolution addresses more than the finance areas, it was brought to the Governance and Administration Committee.

5. **Resolution to Revise the By-Laws of the Virginia Tech Board of Visitors.** Mr. Sanghani and Secretary to the Board of Visitors, Ms. Kim O'Rourke, introduced a resolution proposing changes to the BOV by-laws in order to comply with legislation passed by the 2019 General Assembly requiring a public comment period whenever an increase in undergraduate tuition and mandatory fees is being proposed.

The Virginia Tech Board of Visitors will address the public comment period requirement in two ways: 1) Revise the board by-laws to state that a public comment period will be held when increases are being considered, and 2) Develop guidelines for the public comment period that are not included in the by-laws, which allows more flexibility to change the guidelines as the board learns what works best. The Governance and Administration Committee is responsible for developing the guidelines.

Mr. Sanghani made a motion to revise the by-laws, and after the vote, shared the guidelines that the committee will employ if the administration proposes in the spring to increase undergraduate tuition and fees for 2020-21. The guidelines, as proposed by the President's Leadership Team, are as follows:

- During the 30-day window between the date that the public notice is given of the range of the tuition/fee increase and the Board's vote on tuition and fees, hold a budget workshop with a public comment period.
- At least three BOV members would be present for the public comment period, including at a minimum the Rector or Vice Rector and members of the Finance and Resource Management Committee.
- Begin the workshop with a PowerPoint presentation (similar to the annual presentation provided to the BOV) that gives the background and history of the university's tuition and fees and factors considered in developing the proposed percentage change.

- Following the PowerPoint presentation, the public comment period would be held for 30 minutes. [Note: This was subsequently increased to 60 minutes.]
- Speakers must pre-register with the Board Secretary at least seven days in advance on a first-come, first-served basis. Speakers will be asked to specify their affiliation with the university, e.g, current student, parent, alum, faculty/staff, member of the public; this disclosure would be optional.
- Each speaker is limited to three minutes and must restrict their comments to tuition and fees only. Speakers wishing to have their comments entered in the public record must bring a typed copy.
- In lieu of oral comments, written comments will be accepted from the date that the public notice is issued until seven days prior to the meeting at which the BOV considers tuition and fee increases and may be submitted in hard copy, via email, or online.
- The BOV will not respond to oral or written comments.

The board expanded on these recommendations by deciding to exceed the legal requirements and hold a public comment period whenever any tuition increase is contemplated—in-state, out-of-state, graduate, undergraduate, differential tuition rates, etc. Also, the board specified that dedicated time slots should be provided for a representative from the Student Government Association and Graduate Student Assembly, but this would not preclude individual students from signing up to speak. Once all the pre-registered speakers make their comments, those who did not pre-register may be given the opportunity to speak if time remains in the 60-minute public comment period.

A copy of the guidelines can be found at <https://bov.vt.edu>.

6. **Recommendations for Student Selection Process.** Ms. Kim O'Rourke, briefed the committee on recommendations regarding the Student Representative Selection Process.

In Fall 2018, a new webpage was created for the student representatives on the BOV website, and a video featuring the 2018-19 undergraduate and graduate representatives as well as the former Rector was made as an informational and recruitment tool. As a result, graduate applications remained steady, and undergrad applications increased by 25 percent. Plans for this year are to repeat the video, as well as to advertise among more groups, including graduate students in Northern Virginia and Roanoke, as well as medical and veterinary students, among others. In addition, the requirement to be in good standing with the university will remain, but the minimum GPA will be removed from the application. Former student representatives who are now employed at the university will also be asked to participate in mock interviews with both undergraduate and graduate applicants. These efforts are intended to create greater awareness of the student representative positions and increase the number of applicants from all areas of the university.

7. **Announcement from University Relations.** Ms. Tracy Vosburgh, Senior Associate Vice President for University Relations, informed the committee that the university will no longer refer to the Northern Virginia locations as the National Capital Region (NCR). We will be Virginia Tech and will refer to the area as the Greater Washington D.C. Metro Area. There will be no media release of the retirement of the term NCR, but it will no longer be utilized internally.
8. **Future Agenda Items and Closing Remarks.** Mr. Sanghani discussed future committee agenda items.

As the Rector explained at the retreat on Saturday, one of the outcomes of the Board's self-assessment was another look at the Board's meeting practices. One of the changes affects the frequency of some committee meetings. Going forward, the Governance and Administration Committee will meet twice a year, in November and June, but a special meeting could always be held in March or August if there were a pressing agenda item.

There being no further business, the meeting was adjourned at 8:39 a.m.

Minutes

GOVERNANCE AND ADMINISTRATION COMMITTEE

1:15 pm - 2:45 pm

June 2, 2019

OPEN SESSION

Committee Members: Mehul Sanghani (Chair), Mehmood Kazmi, Jeff Veatch

Other Board Members: Dennis Treacy (Rector), Ed Baine, Greta Harris, C.T. Hill, Tish Long, Robert Mills, Chris Petersen, Debbie Petrine, Horacio Valeiras, Preston White

Representatives to the Board: Zo Amani, John Ferris, Rachel Iwicki, Robert Sebek

VPI&SU Faculty and Staff: Kim O'Rourke, Mac Babb, Whit Babcock, Bob Broyden, Lori Buchanan, Allen Campbell, Sandee Cheynet, Al Cooper, Joe Crane, John Dooley, Ron Fricker, Michael Friedlander, Deborah Fulton, Bryan Garey, Luisa Havens-Gerardo, David Guerin, Vicki Hall, Dee Harris, Kay Heidbreder, Tim Hodge, Rachel Holloway, Byron Hughes, Robin Jones, Francis Keene, Chris Kiwus, Sharon Kurek, Theresa Mayer, Erin McCann, Steve McKnight, Nancy Meacham, Scott Midkiff, Sally Morton, April Myers, Heidi Myers, Mark Owczarski, Patty Perillo, Charlie Phlegar, Dwayne Pinkney, Ellen Plummer, Menah Pratt-Clarke, Chris Rahmes, Lisa Royal, Timothy Sands, Brandy Salmon, Dwight Shelton, Ken Smith, Tamarah Smith, Susan Sumner, John Tarter, Jon Clark Teglas, Tracy Vosburgh, Lisa Wilkes, Sherwood Wilson, Chris Wise, Mike Young

Guests: Robbie Korth, Ryan King, Russell Martel, Mike Niziolek, Madelynn Todd, and others.

1. **Welcome and Opening Remarks.** Mr. Mehul Sanghani, Chair of the Governance and Administration Committee, welcomed committee members, guests, and invited participants.
2. **Approval of Minutes of the April 1, 2019, Meeting.** The committee approved the Minutes of the April 1, 2019, Meeting.
3. **ACC Network and Introduction of Head Basketball Coach.** Mr. Whit Babcock, Athletics Director, discussed the ACC Network partnership and introduced the new Head Coach for Men's Basketball, Mr. Mike Young.

As Television coverage is the biggest driver of revenue, Virginia Tech's participation within the NCAA and the ACC accounted for the majority of athletic revenue this fiscal year, along with ticket sales and gifts and endowments. Last year, the department made a record-breaking 98 million and is looking forward to breaking that record in the near future, especially with the ACC Network Partnership launching on August 22, 2019. The network will provide 24/7 game

coverage that will include 40 football games, 150 men's and women's basketball games, and 250 Olympic sporting events, along with original programming, documentaries, and classic games. Fans will also be able to access additional coverage of exclusive events on ACCN extra. The university has been working with the AV and Design Consultant firm, Anthony James Partners, on studio construction. Plans consist of an entry studio and a main studio containing podcasting and interview sets, both of which will be housed in the South End Zone. There is also discussion of a potential window display with touch screen that will be visible from Beamer Way. Overall, the startup cost is estimated at approximately 10 million, none of which is devoted to equipment, and an estimated 1.5 million will be required annually to maintain the partnership. The network will be carried by major cable providers, including DirecTV, Optimum, Fios by Verizon, and others, with potential network contracts expected in the future. The partnership is also expected to benefit the academic community, as it has already allowed for the employment of 100 students on campus who are currently studying marketing and/or communications. With the upcoming capital campaign approaching, the department aims to raise 350-400 million dollars to utilize for scholarships and ACC coverage in Cassel Coliseum and Lane Stadium.

The newly named Head Coach of the Men's Basketball team, Mike Young, was also introduced to the committee. Hailing from Radford, Virginia, he joins Virginia Tech after a 17-year tenure at Wofford College, where he has participated in five NCAA Tournaments since 2010. Young was recently named the 2019 Sporting News Coach of the Year, Southern Conference Coach of the Year, and third in Associated Press voting for Coach of the Year. He is also a member of the NCAA's Men's Basketball Ethics Committee. During his first six weeks on campus, Young has successfully built his coaching staff, having recruited Chester Frazier and Antwon Jackson, as well as having retained Christian Webber. He is currently in the process of building his roster for the upcoming season.

4. **IT Strategic Plan.** Dr. Scott Midkiff, Vice President for Information Technology and Chief Information Officer, discussed the Information Technology Strategic Plan.

In an effort to ensure continued support of Virginia Tech's values, missions, and goals, the Division of Information Technology is working to re-align their strategic plan with the new overarching plan for the university. The division has met with focus groups, as well as hosted its first-ever retreat with all 350-plus employees in attendance, to review and evaluate key themes and goals. While still in the drafting phase, the plan is built on the core values of trust, inclusion, care, service, and striving for excellence, as those values guide how the department interacts internally, as well as with other units across campus. The plan also highlights the five key pillars of innovation in teaching and learning; advancing research and discovery; leveraging technology for outreach; enhancing organizational excellence; and differentiating the Virginia Tech experience. As online courses and programs continue to gain prominence, the department plans to provide support for data-informed teaching and learning methods while increasing its utilization of both mobile and cloud technologies. They also strive to build a cyberinfrastructure

that supports high-performance computing with high-speed networks and large-scale storage to better assist university research projects, while also meeting compliance requirements to protect sensitive data. The division also plans to expand the Virginia Cyber Range, which currently supports over 45 percent of high schools, 70 percent of community colleges, and over 80 percent of universities and colleges throughout the state, in addition to formalizing their K-12 STEM outreach program and extending the University's broadband infrastructure to the Agricultural Research and Extension Centers. In an effort to promote organizational excellence, the department plans to pave the way for more data-informed decision making, while also creating better research administration systems, enterprise applications, moving toward "smart campus" innovations, and providing a better user experience with the systems already in place. Likewise, they intend to improve mobile usage, provide a consistent experience for all university locations, and advance accessibility, all while striving to safeguard privacy and positioning Virginia Tech for the next-generation of communication and collaboration platforms. In order to achieve these goals, the department must build and maintain a solid foundation of people, processes, and technology. This will require building a career framework in which the department defines and develops career paths and ensures proper compensation in order to recruit, retain, develop, and advance their employees. In order to improve their overall effectiveness, efficiency, and service delivery, the division must also work to develop new processes, while improving those already existing and eliminating those that no longer have value. There also must be specific focus placed in the areas of mobility, security, cloud usage, and connectivity in order to effectively create and maintain a capable, resilient, and secure technology infrastructure. The strategic plan will be carried out in five years, but progress will be evaluated annually. Affordability is an issue the department will face, but by making better use of the current resources, changing the shape of job descriptions, and building a more skillful organization in lieu of a larger one, some of the costs can be alleviated.

- 5. Administration and Operations Transformation Project Emerging Issues and Child Care Task Force Update.** Dr. Dwayne Pinkney, Senior Vice President for Operations and Administration, updated the committee on the assessment currently being conducted in the administrative and operational areas he oversees, as well as provided an update on the Child Care Task Force.

Having officially launched on April 23, the consulting firm, Deloitte, has been selected to assist in the assessment phase of the Administration and Operations Transformation Project. Their five-member team has been on campus three days per week, for the past four weeks, conducting interviews with leadership and individual stakeholders in the areas of interest, which include finance, human resources, facilities, and business services. At the time of the committee meeting, interviews had been conducted with Vice Presidents, Deans, and individuals from Facilities and Human Resources, with plans to begin discussions with those from Business Services and Finance within the following week. While it is not an area of focus, the team also plans to meet with individuals from the Division of Information Technology in order to determine the technological implications that

must be considered. As it is still early in the assessment phase, there have been no definitive recommendations or decisions made at this point in time. However some themes are beginning to emerge and will be shared along with any preliminary recommendations at the August meeting, as the assessment is expected to conclude by the end of July 2019 with the final report available by August 5.

In regards to child care, a task force was formed in April to perform a more comprehensive review in order to develop strategies that align with the university's goals and objectives. Existing efforts to address the issue will also continue, as the task force is not meant to serve as a substitute for efforts already in place. At this time, the initiative will be focused solely in Blacksburg and Roanoke, as capacity and affordability are currently major issues in these areas. The final report from the task force is expected in June 2020.

6. **New HR at Virginia Tech: A Progress Report.** Mr. Brian Garey, Vice President for Human Resources, provided an update on the ongoing HR Transformation Project, emphasizing the results of the Campus Climate Survey that was recently conducted, the impact and progress of implemented consultative services, and future process improvements.

Human Resources is currently in the first phase of a three-year approach to implement and strengthen the strategic, consultative, and administrative arms of the department. This year, the division aims to enhance its strategic operations by strengthening recruitment capabilities, rebuilding the development unit, introducing a new onboarding program, and expanding wellness offerings. The division is also working to continue introducing Division Directors within each college and unit, with four directors already on campus and intentions of hiring three to four more by the end of the calendar year. The department is planning to strengthen its service center by streamlining and automating processes, while also focusing on policies and project management. Results from the Campus Climate Survey have been released, and diversity committees are currently being deployed to provide team feedback and assist in action planning. The overall feeling among employees is that the climate is good. However, the student survey received a lower response rate than anticipated, so there is not enough information to draw any solid conclusions from that portion at this time. In response, the survey team will revisit the implementation tool utilized to reach the students, as there is a sense that email may not be the best way to do so with the current generation. The department was successful in its effort to increase compensation for the university's lower pay band employees, with the minimum starting pay increasing to \$12 per hour as of July 1, and a stipend to offset expenses such as child care and parking available as of January 1, 2020. The division is also working to put practices in place to complete an annual compensation review, and is in the process of building a compensation team as well. A succession planning analysis is currently underway. The department has been working with colleges and units to identify the potential for departing talent in order to develop plans to fill the gaps that will be left behind. At this time, succession is happening locally, but the intended goal is to build an

internal pipeline of strong talent through development and advancement opportunities. The initiative is still in the data gathering phase, as 19 focus groups have convened, and eight units have completed critical position analyses with 11 units still currently in the process of doing so. In participating, leaders have been asked to look at retirement eligibility, not just at the top tier of their college or unit, but across the board, while also trying to identify future needs as well. Regarding process improvements, the department is launching the new applicant tracking system, PageUp, on July 22. PageUp will replace the current system, and will allow for a more integrated and automated hiring process. The department is also launching TeamDynamix, a customer service tracking system that provides measurable data and metrics that will be used to assess service inquiries and needs. For example, it was determined that from February to March of this year, the top five topics of interest based on customer inquiries were retirement, recruiting, insurance, general questions, and employee administration. The department itself is also in the process of recruiting, having recently welcomed an Assistant Vice President for Administration, as well as a Compensation Director and a Talent Management Director. Additional recruitment is planned in order to create an outreach model that provides more resources, such as professional and organizational development opportunities, and training based on institutional needs. Looking forward to 2020, the plan will move into the second phase of the approach, in which Human Resources will expand its current services and offerings. The department also plans to move away from a purely Blacksburg-centric model by conducting quarterly visits to the Innovation Campus, as well as by embedding a Divisional Director in Roanoke in the near future.

7. **College of Agricultural and Life Sciences (CALs) Inclusion and Diversity Update.** Dr. Menah Pratt-Clarke, Vice President for Inclusion, Diversity, and Strategic Affairs, introduced Dr. Susan Sumner, Associate Dean of the College of Agriculture and Life Sciences, to present to the committee on the college's diversity and inclusion successes and initiatives.

In the early 1990's, the college formed a local chapter of the National Society for Minorities in Agriculture, Natural Resources, and Related Sciences (MANRRS) and began participating in the university's Multicultural Academic Opportunities Program (MAOP). In 2007, they formed a College Diversity Council in an effort to promote diversity, guide recruitment and retention efforts, and support the inclusion of all people within the programs and services offered. Since its inception in 2010, when five students were sponsored initially, the George Washington Carver Graduate Student Fellowship Program for Master of Science and Ph.D. students has supported 54 graduates; currently, there are 26 participants in the program. The college introduced an Inclusive Pedagogy Faculty Cohort in 2016, a yearlong development program for new faculty that 13 faculty members have completed since its inception. In 2018 CALS named Dr. Chevon Thorpe as its Director of Inclusion, Diversity, and Equity to assist in faculty recruitment. The college is also excited to announce that Madelynn Todd, a CALS student known for campaigning for the inclusion of all people, was select to serve as the 2019-'20 Undergraduate Representative to the Board of Visitors. For the 2018-19 academic

year, the college's number of female and underrepresented faculty members was slightly below the university average. However, they have experienced great success among their graduate students with the Initiative for Maximizing Student Development, a training program designed to increase the number of minorities with a Ph.D. in the biomedical and behavioral sciences, as well as engineering. Currently, 85 percent of CALS graduates plan to become faculty members upon program completion, and 75 percent of their undergraduates are looking into Ph.D. programs. There is a high female-to-male ratio among the students entering the college, which is hypothesized to be related to the fact that 52 percent of students in their programs are interested in the medical and veterinary sciences. There has also been a shift in the number of underserved and underrepresented students between the 2014 and 2018 cohorts. However, students are still graduating at a slightly higher rate from CALS than other colleges across campus. CALS is a recipient of the Howard Hughes Medical Institute Inclusive Excellence Program grant, which they utilize to assist underserved and underrepresented undergraduates within the areas of Human Nutrition, Foods, and Exercise; Biochemistry; and Animal and Poultry Sciences. Students are offered the opportunity to participate in the mentoring program for first-year-experience students, a program which has proven successful in helping freshmen navigate campus and perform at a higher level in the general science courses. Additionally, CALS partners with the Student Opportunities Achievement Resources Program, as well as other university offices, in their efforts to increase student success. Recruitment is a priority for the college, as they work with Historically Black Colleges and Universities, and both the Black College Institute and the Hispanic College Institute to attract potential students. CALS also works with the university's College Access Collaborative, and attends the National Junior MANNRS Leadership Conference for recruiting purposes. The college offers several experiential learning opportunities for their undergraduate students, such as the on-campus MAOP summer research program, summer research opportunities at the Agricultural Research and Extension Centers, study abroad opportunities, and student leadership travel sponsorships, as well as participation in student organizations such as MANNRS and Students Cultivating Change. Diversity and Inclusion Fellows were established for Virginia Cooperative Extension in 2014, and have led state-wide conversations and trainings on generational differences, the LGBTQ+ community, and privilege. An office has been established on the Pamunkey Indian Reservation, and there is an intentional initiative to provide more opportunities for non-English speaking clientele. Moving forward, CALS plans to continue recruiting a diverse set of faculty, staff, and students, as well as to develop a plan to recruit non-traditional students, such as veterans, to enter the Agricultural Technology Program. Along with that, the college plans to develop a year-long diversity and inclusion experience for graduate students, while also working to enhance retention of its underrepresented students and the awareness of acceptance and inclusiveness of all people.

8. **Board Self-Assessment Results.** Mr. Mehul Sanghani shared the results of the Board Self-Assessment Survey.

A survey developed in consultation with AGB was conducted in April to assess the Board's performance, and there was 100 percent response. Fourteen BOV members, four constituent representatives, and eight administrators completed the online survey, and AGB compiled the aggregated results. The outcome was extremely positive, although there are always areas that can be improved.

Among the highest priorities for the board are:

- Focusing more attention on issues of strategic importance
- Assessing whether information the board receives is adequate, timely, comprehensive, representative of all perspectives and aspects, and unfiltered.
- Improving meeting practices.
- And, contributing financially to the institution.

In terms of strategic importance, the most frequently-cited important challenges include:

- Building financial and organizational resilience including diversification of funding sources.
- Affordability—managing rising tuition and student debt load.
- Successful integration of all campuses and establishment of the Innovation Campus.
- Preserving the land-grant mission and support of agricultural and rural constituencies.
- Improving the diversity of the university community.
- Recruiting and retaining high-quality faculty and students.
- Preparing students for real-world jobs now and in the future.

Overall, the board culture was rated extremely high. At the same time, several areas were identified that overall scored well but may benefit from some attention, and the board will address these over the course of the year. The Rector has charged the committee with presenting recommendations at the August Retreat, as well as to look at items in which there were significant gaps between the overall rating and the Board's rating, if any.

9. **Recommendations for Student Selection Process.** In the interest of time, Mr. Mehul Sanghani noted that the recommendations for the BOV student representative selection process will be postponed until the August meeting.
10. **Future Agenda Items and Closing Remarks.** Mr. Mehul Sanghani offered closing remarks and requested a motion for adjournment.

There being no further business, the meeting was adjourned at 3:09 pm.

**Administration and Operations Transformation Initiative
by: Dr. Dwayne Pinkney**

RESOLUTION ON CONTRACT AND GOVERNANCE AUTHORITY

WHEREAS, on March 31, 2008, November 7, 2011, September 9, 2013, and June 3, 2019, the Board of Visitors adopted resolutions granting contract signature authority, authority to administer the University's retirement programs, authority to borrow through the Master Lease Program (MELP), and vendor financed program up to \$5 million, authority to sign bank documents, responsibility for the annual revision of affiliated corporations as outlined in the Board of Visitors By Laws; authority as back-up signatory on multiple real estate and capital outlay resolutions approved by the Board of Visitors, authority to open bank accounts, issue checks drawn against said accounts, and transfer funds against said accounts, and approve budget allocation recommendations and execute the allocation of earnings through the university budget process to insure the decisions are consistent with the goals of the University; and

WHEREAS, on March 31, 2008, the Board of Visitors adopted a resolution delegating oversight for the University Internal Audit Department, and granting authority to hear faculty grievances in accordance with the Step 4 Administrator responsibilities as contained in the Faculty Handbook, approve removals for just cause reporting through a Vice President in accordance with the Faculty Handbook, Section 3.6, and approve all conflict of interests disclosures, hear all conflict of interests appeals and ensure compliance with Conflict of Interests implementation; and

WHEREAS, the Board of Visitors desires to delegate these authorities to the President of the University; and

WHEREAS, the Board of Visitors desires that the President of the University may further delegate these authorities to other university officials or appoint university officials to relevant positions on boards and commissions, as he deems appropriate;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors adopts this resolution to supersede the resolutions adopted March 31, 2008, November 7, 2011, September 9, 2013, and June 3, 2019; and

BE IT FURTHER RESOLVED, that all authorities granted by those resolutions are hereby superseded, including but not limited to resolutions granting contract signature authority, authority to administer the University's retirement programs, authority to borrow through the Master Lease Program (MELP), and vendor financed program up to \$5 million, authority to sign bank documents, responsibility for the annual revision of affiliated corporations as outlined in the Board of Visitors By Laws; authority as back-up signatory on multiple real estate and capital outlay resolutions approved by the Board of Visitors, authority to open bank accounts, issue checks drawn against said accounts, and transfer funds against said accounts, and approve budget allocation recommendations and execute the allocation of earnings through the university budget process to insure the decisions are consistent with the goals of the University and delegating oversight for the University Internal Audit Department, and granting authority to hear faculty grievances in accordance with the Step 4 Administrator responsibilities as contained in the Faculty Handbook, approve removals for just cause reporting through a Vice President in accordance with the Faculty Handbook, Section 3.6, and approve all conflict of interests disclosures, hear all conflict of interests appeals and ensure compliance with Conflict of Interests implementation; and

BE IT FURTHER RESOLVED that the President may further delegate those authorities to other university officials or appoint university officials to relevant positions on boards and commissions as he determines appropriate; and

BE IT FURTHER RESOLVED that in the absence of the President, either the Executive Vice President or the Senior Vice President are authorized to sign all contracts and agreements; and

BE IT FURTHER RESOLVED that the President, the Senior Vice President, or the University Treasurer of Virginia Polytechnic Institute and State University, be, and are hereby, authorized to open in the name of the university checking and investment accounts in banks, brokerage houses, and other financial institutions. Funds deposited in such accounts may be withdrawn upon by a check, draft, note, funds transfer, or other order of the university, or upon verbal authorization pursuant to the financial institution's accepted practices; and

BE IT FURTHER RESOLVED that all checks, drafts, or notes against said accounts be signed or verbally authorized by one of the following officers: President, Senior Vice President, or University Treasurer, whose signatures shall duly be certified to said financial institutions, and that no checks, drafts, or notes against said financial institutions shall be valid unless so signed or verbally authorized; and

BE IT FURTHER RESOLVED that all funds transfers drawn against said accounts be signed or authorized verbally or electronically by one of the following officers, employees, or agents: President, Senior Vice President, University Treasurer, and that no funds transfers drawn against said financial institutions shall be valid unless so authorized; and

BE IT FURTHER RESOLVED that financial institutions holding accounts of the university are hereby authorized and directed to honor and pay any checks, drafts, notes, or orders so written or verbally authorized, whether such checks, drafts, notes, or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes, or other orders or any of such persons in the individual capacities or not, and whether such checks, drafts, notes, or orders are deposited to the individual credit of the person so signing and/or countersigning said checks, drafts, notes, or orders or to the individual credit of any of the other officers or not; and

BE IT FURTHER RESOLVED that financial institutions holding accounts of the university are hereby authorized and directed to honor and pay any checks, drafts, notes, or orders so written or verbally authorized, whether such checks, drafts, notes, or orders be payable to the order of any such person signing and/or countersigning said checks, drafts, notes, or other orders or any of such persons in the individual capacities or not, and whether such checks, drafts, notes, or orders are deposited to the individual credit of the person so signing and/or countersigning said checks, drafts, notes, or orders or to the individual credit of any of the other officers or not; and

BE IT FURTHER RESOLVED that the provisions of this resolution will become effective on September 16, 2019.

RECOMMENDATION:

That the above resolution on signature authority be approved, effective September 16, 2019.

August 26, 2019

For Governance & Administration Committee Discussion: BOV Public Comment Period

Code of Virginia, §23.1-307(D) – No governing board of any public institution of higher education shall approve an increase in undergraduate tuition or mandatory fees without providing students and the public a projected range of the planned increase, an explanation of the need for the increase, and notice of the date and location of any vote on such increase at least 30 days prior to such vote.

NEW – *Code of Virginia, §23.1-307(E)* – Prior to any vote referenced in subsection D, the governing board of each public institution of higher education shall permit public comment on the proposed increase at a meeting, as that term is defined in §2.2-3701, of the governing board. Each such governing board shall establish policies for such public comment, which may include reasonable time limitations.

CONSIDERATIONS:

Full board or a subset of the board?

Timing of public comment – at same BOV meeting when tuition vote occurs, or at a prior time?

Total length of time devoted to public comment period?

Restrictions on length/number of individual comments?

Require that comments be limited only to tuition and mandatory fee increases?

RECOMMENDATIONS FROM THE PRESIDENT’S LEADERSHIP TEAM:

- During the 30-day window between the date that the public notice is given of the range of the tuition/fee increase and the Board’s vote on tuition and fees, hold a budget workshop with a public comment period.
- At least three BOV members would be present for the public comment period, including at a minimum the Rector or Vice Rector and members of the Finance and Resource Management Committee.
- Begin the workshop with a PowerPoint presentation (similar to the annual presentation provided to the BOV) that gives the background and history of the university’s tuition and fees and factors considered in developing the proposed percentage change.
- Following the PowerPoint presentation, the public comment period would be held for 30 minutes.
- Speakers must pre-register with the Board Secretary at least 7 days in advance on a first-come, first-served basis. Speakers will be asked to specify their affiliation with the university, e.g, current student, parent, alum, faculty/staff, member of the public; this disclosure would be optional.
- Each speaker is limited to 3 minutes and must restrict their comments to tuition and fees only. Speakers wishing to have their comments entered in the public record must bring a typed copy. Provide dedicated time to Student Government Association and Graduate Student Assembly.
- In lieu of oral comments, written comments will be accepted from the date that the public notice is issued until 7 days prior to the meeting at which the BOV considers tuition and fee increases and may be submitted in hard copy, via email, or online.
- The BOV will not respond to oral or written comments.

RESOLUTION TO REVISE THE BY-LAWS OF THE VIRGINIA TECH BOARD OF VISITORS

WHEREAS, in compliance with statute (§23.1-307(D) *Code of Virginia, as amended*), the by-laws of the Board of Visitors require that whenever an increase to undergraduate tuition and/or mandatory fees is contemplated, the projected range of the planned increase and an explanation of the need for the increase to be provided to students and the public at least 30 days prior to the Board voting on the resolution; and,

WHEREAS, legislation passed by the 2019 Virginia General Assembly and signed into law by Governor Northam (§23.1-307(E) *Code of Virginia, as amended*) requires the governing board of each public institution of higher education to permit public comment on the proposed increase at a meeting (as defined in (§2.2-3701) of the governing board and to establish policies for such public comment, which may include reasonable time limitations; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors of Virginia Polytechnic Institute and State University hereby approves the proposed revisions to the “By-laws of the Board of Visitors of Virginia Polytechnic Institute and State University, Article I, Section 5b” as follows, effective immediately.

Current:

Section 5b. Resolutions for Tuition and Fees

Notwithstanding the provisions of Section 5a, when an increase to undergraduate tuition and/or mandatory fees is contemplated, the proposal shall be provided to the Board Secretary in sufficient time to enable notice of the projected range of the planned increase and an explanation of the need for the increase to be provided to students and the public at least 30 days prior to voting on the resolution. The proposal will be shared with Board members concurrently with notification to the students and public. The Board Secretary will compile any feedback received and share it with the Board prior to their voting. (§23.1-307(D), *Code of Virginia, as amended*)

Proposed:

Section 5b. Resolutions for Tuition and Fees

Notwithstanding the provisions of Section 5a, when an increase to undergraduate tuition and/or mandatory fees is contemplated, the proposal shall be provided to the Board Secretary in sufficient time to enable notice of the projected range of the planned increase and an explanation of the need for the increase to be provided to students and the public at least 30 days prior to voting on the resolution. The proposal will be shared with Board members concurrently with notification to the students and public. ~~The Board Secretary will compile any feedback received and share it with the Board prior to their voting.~~ (§23.1-307(D), *Code of Virginia, as amended*)

Additionally, the Board will permit public comment on the proposed increase at a meeting (as defined in §2.2-3701, *Code of Virginia*, as amended) of the Board. The Governance and Administration Committee or other appropriate committee of the Board will develop guidelines for such public comment to include reasonable time limitations and the manner in which such comment will be shared with the Board. (§23.1-307(E), *Code of Virginia*, as amended)

RECOMMENDATION:

That the proposed revisions to the By-laws of the Virginia Tech Board of Visitors be approved, effective immediately.

August 26, 2019

**Recommendations for Student Selection Process
by: Ms. Kim O'Rourke**

**Future Agenda Items and Closing Remarks
by: Mr. Mehul Sanghani, Chair**