

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.