

MINUTES

August 23, 2022

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, August 23, 2022, at 1:15 p.m. in the Maroon and Orange Room at the Virginia Tech Newport News Center, 700 Tech Center Parkway, Suite 305, Newport News, VA, 23606.

Present

Edward H. Baine (Vice Rector)
Shelley Butler Barlow
David Calhoun
Carrie H. Chenery (via Zoom)*
Sandy C. Davis
Greta J. Harris
C. T. Hill
Brad Hobbs
Anna L. James
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen
Jeff Veatch

Absent

Constituent Representatives:

Anna Buhle, Graduate/Professional Student Representative
Holli Drewry, Administrative and Professional Faculty Representative
Jamal Ross, Undergraduate Student Representative
Robert Weiss, Faculty Representative
Serena Young, Staff Representative

* One Board member participated remotely for personal reasons in accordance with Code of Virginia §2.2-3708.2(A)(1)(a). Ms. Chenery participated remotely from 1434 Dogwood Road in Staunton, Virginia, due to a medical condition.

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Callan Bartel, Lynsay Belshe, Eric Brooks, Brock Burroughs, Cyril Clarke, Jean Clarke, Al Cooper, Jack Davis, Corey Earles, Kari Evans, Frank Feagan, Ron Fricker, Bryan Garey, Suzanne Griffin, Kay Heidbreder, Matt Holt, Elizabeth Hooper, Chris Kiwus, Sharon Kurek, Nancy Meacham, Scott Midkiff, Ken Miller, April Myers, Justin Noble, Mark Owczarski, Charlie Phlegar, Ellen Plummer, Paul Richter, Dan Sui, John Tarter, Don Taylor, Jon Clark Teglas, Rob Viers, Tracy Vosburgh, and Chris Yianilos.

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There was no public comment period.

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Rector Long convened the meeting and welcomed everyone. She summarized the board's three days of activities that began with a retreat on Sunday, August 21, at Virginia Tech's Hampton Roads Agricultural Research and Extension Center in Virginia Beach; continued on Monday, August 22, with a tour of Virginia Tech's Seafood Agricultural Research and Extension Center in Hampton, followed by a tour of the Virginia Tech Newport News Center and Tech Center Research Park in Newport News, where committee meetings were held; and are culminating on Tuesday, August 23, with the board's information session at the Virginia Tech Newport News Center, and now the full board meeting. She expressed the board's appreciation for the tour they were provided at the Thomas Jefferson National Accelerator Facility in Newport News on Monday, August 22.

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

[*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 for a motion to approve/accept the consent agenda open session items as listed. The motion was made by Ms. Barlow, seconded by Mr. Baine, and approved unanimously.

- **Minutes from June 7, 2022, BOV Meeting**
- **Minutes from June 14, 2022, Executive Committee Meeting**
- **Minutes from August 22, 2022, Executive Committee Meeting - Attachment A**
- **Minutes from August 23, 2022, Committee Chairs Meeting - Attachment B**
- **Minutes of Retreat – Sunday, August 21, 2022 - Attachment C**
- **Minutes of Information Session – Tuesday, August 23, 2022 - Attachment D**
- **Resolution on Appointment to the New River Valley Emergency Communications Regional Authority - Attachment E**
- **Resolution to Amend Policy 1026 and Student Code of Conduct to Align with Reauthorized Violence Against Women Act - Attachment F**

- **Academic, Research, and Student Affairs Committee General Report – Monday, August 22, 2022, Meeting** - Attachment G
- **Buildings and Grounds Committee General Report – Monday, August 22, 2022, Meeting** - Attachment H
- **Compliance, Audit, and Risk Committee General Report – Tuesday, August 23, 2022, Meeting** - Attachment I
- **Finance and Resource Management Committee General Report – Monday, August 22, 2022, Meeting** - Attachment J

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

- **Resolution to Approve Appointment of Interim Executive Director of the Virginia Center for Coal and Energy Research** - Attachment K

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

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

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.

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Long called on Ms. Barlow for the report of the Buildings and Grounds Committee.

Note: The board did not take up the resolution to adopt the 2022 Student Life Village Master Plan that appeared on the agenda.

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 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.

**Resolution to Approve a Capital Project for
Building Envelope Improvements**

That the resolution authorizing Virginia Tech to proceed with the Building Envelope Improvements project be approved. (Copy filed with the permanent minutes and marked Attachment M.)

As part of the Finance and Resource Management Committee report, approval of the following resolution was moved by Mr. Baine, seconded by Ms. Barlow, and passed unanimously.

Approval of 9(c) and 9(d) Financing Resolutions

- (1) That the resolutions authorizing the issuance of 9(c) bonds totaling \$101.877 million for the Hitt Hall (dining facility), Innovation Campus Academic Building (parking facility), and Upper Quad Residence Hall capital outlay projects be approved; and**
- (2) That the resolutions authorizing the issuance of 9(d) bonds through the VCBA totaling \$207.304 million for the Corps Leadership and Military Science Building, Data and Decision Science Building, Hitt Hall, Innovation Campus Academic Building, and Student Wellness Services projects be approved.** (Copies filed with the permanent minutes and marked Attachment N.)

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 Year-to-Date Financial Performance Report
(July 1, 2021 – June 30, 2022))**

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 June 30, 2022, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment O.)

PRESIDENT'S REPORT

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

RESOLUTIONS OF APPRECIATION

President Sands presented the following resolutions for consideration. Approval of the following resolution was moved by Mr. Petersen, seconded by Dr. Nelson, and approved unanimously.

Resolution of Appreciation Honoring Mehul Sanghani

That the resolution recognizing Mehul P. Sanghani for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

Approval of the following resolution was moved by Mr. Baine, seconded by Ms. Barlow, and approved unanimously.

Resolution of Appreciation Honoring Horacio Valeiras

That the resolution recognizing Horacio A. Valeiras for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment R.)

Approval of the following resolution was moved by Mr. Calhoun seconded by Ms. Martin, and approved unanimously.

Resolution of Appreciation Honoring Preston White

That the resolution recognizing Preston M. White for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment S.)

CONSTITUENT REPORTS (no action required)

Constituent reports were delivered verbally at the board's Information Session earlier in the day on August 23, 2023.

- Undergraduate Student Representative - Jamal Ross
- Graduate and Professional Student Representative - Anna Buhle
- Staff Representative - Serena Young
- Administrative and Professional Faculty Representative - Holli Drewry
- Faculty Representative - Robert Weiss

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

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. The status of current litigation and briefing on actual or probable litigation.
3. Fundraising activities.

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

The motion was seconded by Mr. Petersen and passed unanimously.

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**CLOSED SESSION REPORTS
(No Board action required)**

1. Litigation report – Ms. Kay Heidbreder
2. Fundraising report – Mr. Charlie Phlegar

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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 Dr. Nelson and passed unanimously.

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Upon motion by Mr. Baine and second by Mr. Calhoun, 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 (9) - Attachment U**

- **Resolution to Approve Appointments Endowed Chairs, Professorships, or Fellowships (4)** - Attachment V
- **Resolution to Approve Appointments with Tenure (3)** - Attachment W
- **Resolution to Approve Faculty Research Leave (1)** - Attachment X
- **Resolution to Approve Exceptions to the Virginia Conflict of Interests Act (4)** - Attachment Y
- ***Resolution to Ratify Personnel Changes Report, as amended** - Attachment Z

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

The meeting was adjourned at 3:34 p.m.

The dates of the next regular meeting are November 13-14, 2022, in Blacksburg, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary