

## MINUTES

August 25, 2020

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, August 25, 2020, at 1:15 p.m. in the Moss Arts Center at Virginia Tech, Blacksburg, Virginia.

### **Present**

Edward H. Baine  
Shelley Butler Barlow  
Carrie H. Chenery  
Greta J. Harris  
C. T. Hill  
Anna L. James  
Letitia A. Long (Vice Rector)  
Sharon Brickhouse Martin  
Melissa Byrne Nelson  
L. Chris Petersen  
Mehul P. Sanghani  
Horacio A. Valeiras (Rector)  
Preston M. White

### **Absent**

Jeff Veatch

### **Constituent Representatives:**

Eric Kaufman, Faculty Representative  
Tamarah Smith, Staff Representative  
Sabrina Sturgeon, Graduate Student Representative  
Camellia Pastore, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Mac Babb, Lori Buchanan, Cyril Clarke, Al Cooper, John Cusimano, Karen DePauw, Corey Earles, Kari Evans, Kevin Foust, Bryan Garey, Tony Haga, Dee Harris, Kay Heidbreder, Chris Kiwus, Nancy Meacham, Scott Midkiff, Ken Miller, Mike Mulhare, April Myers, Justin Noble, Mark Owczarski, Charles Phlegar, Dwayne Pinkney, Ellen Plummer, Menah Pratt-Clarke, Jon Clark Teglas, Tracy Vosburgh, Ruth Waalkes, and a member of the media.

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There was no public comment period.

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Rector Valeiras convened the meeting and welcomed everyone. He introduced new Board member Carrie Chenery, and the new representatives, Sabrina Sturgeon, Camellia Pastore, and Eric Kaufman. He welcomed Tamarah Smith back for another year as the staff representative.

He noted that this is the first in-person meeting of the full Board since November 2019. Amid the COVID-19 pandemic, the fall semester started on time yesterday (August 24) with important safety protocols in place. He noted that the Board held a retreat (on August 23) preceding the Board meeting, which gave the Board the opportunity to think about the trends that are being accelerated by the pandemic, and the Board also had tours of the Fralin Biomedical Research Institute at VTC, the Virginia Tech Carilion School of Medicine, and Kentland Farm. The Board looks forward to a productive, healthy, and safe semester.

He thanked everyone for the work that has been done. In particular, he thanked the Moss Arts Center for enabling the Board to meet in the theatre and acknowledged the extensive work of Business and Management Systems, Classroom Audiovisual Services, and the Moss Arts Center staff to put in place the technology required and configure the space to enable the Board to meet safely in person in compliance with all of the special safety requirements necessitated by the pandemic.

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

[\*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 Valeiras asked for a motion to approve/accept the consent agenda open session items as listed. The motion was made by Ms. Harris, seconded by Ms. Long, and approved unanimously.

- **Minutes of the Public Comment Period held March 19, 2020**
- **Minutes of the Board of Visitors Meeting held June 2, 2020**
- **Minutes of the Executive Committee Meeting of August 13, 2020**
- **Minutes of the Executive Committee Meeting of August 23, 2020 - Attachment A**
- **Report of the Academic, Research, and Student Affairs Committee (8/24/20) - Attachment B**

- **Report of the Buildings and Grounds Committee (8/25/20)** - Attachment C
- **Report of the Compliance, Audit, and Risk Committee (8/24/20)** - Attachment D
- **Report of the Finance and Resource Management Committee (8/25/20)** - Attachment E
- **Report of Board of Visitors Retreat (8/23/20)** - Attachment F
- **Report of Board of Visitors Information Session (8/24/20)** - Attachment G

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

- **Resolution to Ratify 2020-2021 Faculty Handbook** - Attachment H
- **Resolution to Approve Exclusion of Certain Officers/Directors** - Attachment I

*From the Buildings and Grounds Committee Consent Agenda:*

- **Resolution to Approve Demolition of a University Greenhouse (Building No. 0433C)** - Attachment J
- **Resolution to Amend the Guidelines for Projects under the Public-Private Education Facilities and Infrastructure Act of 2002** - Attachment K
- **Resolution to Approve an Update to the Capital Construction Delivery Method Approval Process** - Attachment L
- **Resolution to Approve Appointment to the Virginia Tech Montgomery Regional Airport Authority** - Attachment M

*From the Finance and Resource Management Committee Consent Agenda:*

- **Resolution to Approve Creativity and Innovation District Living Learning Community 9(c) Debt Financing** - Attachment N
- **Resolution to Adjust VT-ARC Affiliation Agreement** - Attachment O

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

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

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## **REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE**

Rector Valeiras called on Ms. Harris for the report of the Academic, Research, and Student Affairs Committee.

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## **REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE**

Rector Valeiras 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 Ms. Long, and approved unanimously.

### **Resolution to Approve the Partial Demolition of the Art and Design Learning Center (Building No. 0196)**

**That the resolution authorizing the demolition of Building No. 0196 be approved.** (Copy filed with the permanent minutes and marked Attachment R.)

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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 Ms. Long, and approved unanimously.

### **Resolution to Approve the Demolition of Femoyer Hall (Building No. 0013)**

**That the resolution authorizing the demolition of Femoyer Hall (Building No. 0013) be approved.** (Copy filed with the permanent minutes and marked Attachment S.)

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## **REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE**

Rector Valeiras called on Ms. Long for the report of the Compliance, Audit, and Risk Committee.

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## **REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE**

Rector Valeiras 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 Mr. Sanghani, and approved unanimously.

### **Resolution to Approve Additional Lines of Credit**

**That the resolution identifying the authorized officers; approving the terms of the proposals and the form of the credit agreement and note; and authorizing the authorized officers to negotiate, execute and deliver all necessary documents to obtain up to \$210 million of additional lines of credit be approved.** (Copy filed with the permanent minutes and marked Attachment T.)

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

### **Resolution to Approve Year-to-Date Financial Performance Report (July 1, 2019 – June 30, 2020)**

**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, 2019, through June 30, 2020, 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, approval of the following resolution was moved by Mr. Baine, seconded by Ms. James, and approved unanimously.

### **Resolution Establishing University Policy 12111: Acceptance of Terms and Conditions Associated with Donations, Gifts, and Other Private Philanthropic Support**

**That the resolution establishing University Policy 12111 on the acceptance of terms and conditions associated with donations, gifts, and other private philanthropic support be approved.** (Copy filed with the permanent minutes and marked Attachment V.)

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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 Mr. Hill, and approved unanimously.

**Resolution to Authorize a Temporary Supplement for Planning the Undergraduate Science Laboratory Building Capital Project**

**That the resolution authorizing Virginia Tech to supplement the initial planning budget for the Undergraduate Science Laboratory project and to fund the budget with temporary nongeneral fund resources be approved.** (Copy filed with the permanent minutes and marked Attachment W.)

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**EXECUTIVE COMMITTEE**

The Executive Committee is empowered to act on behalf of the Board between regular Board meetings. Rector Valeiras announced that the Executive Committee met on August 13, 2020, and considered and approved six resolutions.

Rector Valeiras asked for a motion by a member of the Executive Committee to ratify the action from the August 13, 2020, meeting. Approval of the following resolution was moved by Mr. Hill, seconded by Ms. Harris, and approved unanimously.

**Resolution to Ratify Actions of the Executive Committee  
on August 13, 2020**

**That the resolution ratifying the actions taken by the Executive Committee of the Board of Visitors at a special meeting convened on August 13, 2020, be approved.** (Copy filed with the permanent minutes and marked Attachment X.)

Rector Valeiras noted that the Executive Committee minutes were posted on the Board's website. The recommendations for the building namings were brought forward to the President by the Council on Virginia Tech History and the Commemorative

Tributes Committee. Plaques will be placed to explain historical context and provide information about those for whom the buildings were named, past and present.

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## **PRESIDENT'S REPORT**

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

As part of the report by President Sands, approval of the following resolution was moved by Ms. Long, seconded by Dr. Nelson, and approved unanimously.

### **Resolution of Appreciation Honoring Dennis Treacy**

**That the resolution recognizing Dennis H. Treacy 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.)

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### **Constituent Reports (no action required)**

- Undergraduate Student Representative to the Board - Camellia Pastore
- Graduate Student Representative to the Board - Sabrina Sturgeon
- Staff Representative to the Board - Tamarah Smith
- Faculty Representative to the Board - Eric Kaufman

The reports by the student representatives were delivered orally at the Information Session on August 24, and the reports by the faculty and staff representatives were delivered orally at the full Board meeting on August 25, 2020. (Copies filed with the permanent minutes and marked Attachment AA.)

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### **Motion to Begin Closed Session**

Ms. Long 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. White and passed unanimously.

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

1. Litigation report – Ms. Heidbreder
2. Fundraising report (no report)

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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 Valeiras asked Ms. Long to make the motion to return to open session. Ms. Long 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 Mr. Petersen and passed unanimously.



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Upon motion by Ms. Long and second by Mr. Baine, approval was given to the following group of three resolutions as considered in closed session.

- **Resolutions to Approve Emeritus/a Status (9)** - Attachment BB
- **Resolutions to Approve New Appointments of Endowed Chairs, Professorships, or Fellowships (5)** - Attachment CC
- **Resolutions to Approve Reappointments to Alumni Distinguished Professor (2)** - Attachment DD

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

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Upon motion by Mr. Baine and second by Ms. Harris, 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 EE.)

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On behalf of the Board, Rector Valeiras expressed excitement about being back on campus and the initiatives under way. Several Board members joined him in thanking the students, faculty, and staff for all of their efforts.

Dr. Nelson asked how the Board would receive communication should further actions be necessary in the event that the COVID-19 situation worsens significantly. President Sands responded that the university leadership is monitoring the situation continually and will keep the Board informed of the status; an emergency meeting of the Board could be convened if necessary. Rector Valeiras adjourned the meeting at 2:48 p.m.

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The date of the next regular meeting is November 15-16, 2020, in Blacksburg, Virginia.

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Horacio A. Valeiras, Rector

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Kim O'Rourke, Secretary