

MINUTES

August 26, 2019

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, August 26, 2019, at 10:15 a.m. in the Falls Church East/West Room, Virginia Tech Research Center-Arlington, Arlington, Virginia.

Present

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

Absent

Constituent Representatives:

Dr. John Ferris, Faculty Representative
Ms. Tamarah Smith, Staff Representative
Mr. Ryan King, Graduate Student Representative
Ms. Madelynn Todd, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Ms. Kim O'Rourke (Secretary to the Board), Mr. Mac Babb, Ms. Callan Bartel, Mr. Robert Broyden, Ms. Lori Buchanan, Dr. Cyril Clarke, Mr. Al Cooper, Mr. John Cusimano, Dr. Karen DePauw, Dr. John Dooley, Mr. Corey Earles, Ms. Kari Evans, Dr. Jack Finney, Dr. Ron Fricker, Mr. Bryan Garey, Dr. Guru Ghosh, Dr. David Guerin, Ms. Dee Harris, Dr. Luisa Havens Gerardo, Ms. Kay Heidebreder, Mr. Tim Hodge, Dr. Rachel Holloway, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Steve McKnight, Ms. Nancy Meacham, Ms. April Myers, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Dwayne Pinkney, Dr. Ellen Plummer, Dr. Menah Pratt-Clarke, Mr. Dwight Shelton, Ms. Kayla Smith, Dr. Ken Smith, Dr. Robert Sumichrast, Dr. Don Taylor, Mr. Jon Clark Teglas, Ms. Tracy Vosburgh, Dr. Lisa Wilkes, and Dr. Sherwood Wilson.

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There was no public comment period.

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Rector Valeiras convened the meeting and welcomed everyone.

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

[*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 Board of Visitors Meeting held June 3, 2019**
- **Minutes of the Executive Committee Meeting held June 3, 2019** - Attachment A
- **Minutes of the Executive Committee Meeting held July 18, 2019** - Attachment B
- **Atlantic Coast Conference (ACC) Governing Board Annual Certification** - Attachment C
- **Report of Board of Visitors Orientation/Retreat (8/24/19)** - Attachment D
- **Report of the Academic, Research, and Student Affairs Committee (8/25/19)** - Attachment E
- **Report of the Buildings and Grounds Committee (8/26/19)** - Attachment F
- **Report of the Compliance, Audit, and Risk Committee (8/25/19)** - Attachment G
- **Report of the Finance and Resource Management Committee (8/26/19)** - Attachment H
- **Report of the Governance and Administration Committee (8/26/19)** - Attachment I

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

- **Resolution to Ratify 2019-20 Faculty Handbook** - Attachment J

- **Resolution to Amend the Faculty Senate Constitution to Adopt the Parliamentary Rules Used by the University Council - Attachment K**
- **Resolution to Amend the Faculty Senate Constitution Regarding Term Limits - Attachment L**
- **Resolution to Amend the Faculty Senate Constitution Regarding Amendments to the Faculty Senate Constitution - Attachment M**
- **Resolution to Amend the Faculty Senate Constitution Regarding the Function of Faculty Senate as Faculty Voice - Attachment N**

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Amend the Virginia Tech Guidelines for Projects under the Public-Private Education Facilities & Infrastructure Act (PPEA) of 2002 - Attachment O**
- **Resolution for Town of Blacksburg Water Line Easement - Attachment P**

That the resolution authorizing the Vice President for Operations, his successors and/or assigns, to execute an underground water line easement to the Town of Blacksburg to accommodate and facilitate the efficient distribution and reinforcement of a public water system to be installed on adjoining property in support of the Virginia Tech Corporate Research Center be approved.

- **Resolution to Amend the NRV Regional Water Authority Water Agreement and Support Bond Financing by the Authority - Attachment Q**

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution for Approval of Holden Hall 9(d) Debt Financing - Attachment R**

That the resolution authorizing the issuance of 9(d) bonds through the Virginia College Building Authority on behalf of the university for the Holden Hall Renovation Capital Outlay Project Number P18267 be approved.

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

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

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.

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Valeiras called on Mr. Hill for the report of the Buildings and Grounds Committee.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

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

Ms. James noted that the committee requested updates to the enterprise risk management (ERM) heat map at each meeting and that future discussion of specific ERM topics occur at corresponding board committee meetings.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Valeiras called on Ms. Long 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 Ms. Long, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve Management of Graduate Assistantships and Tuition Remission

That the Board of Visitors approve policy No. 6210: Management of Graduate Assistantships and Tuition Remission. (Copy filed with the permanent minutes and marked Attachment T.)

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

**Resolution to Approve the Year-to-Date Financial Performance Report
(July 1, 2018 – June 30, 2019)**

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, 2018, through June 30, 2019, 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 by Ms. Long and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Ms. Long, seconded by Mr. Sanghani, and approved unanimously.

**Resolution to Approve a Capital Lease for
the K-Mart and Ardmore Properties**

That the resolution authorizing Virginia Tech to enter into a capital lease for the K-Mart and Ardmore properties be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Valeiras called on Mr. Sanghani for the report of the Governance and Administration Committee.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Baine, and approved unanimously. The resolution was precipitated by the impending retirement of Vice President for Finance and Chief Financial Officer M. Dwight Shelton.

Resolution on Contract and Governance Authority

That the resolution on signature authority be approved, effective September 16, 2019. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Ms. Harris, and approved unanimously. The resolution was precipitated by new legislation requiring boards of visitors to hold a public comment period prior to voting on any increase in undergraduate in-state tuition and mandatory fees.

Resolution to Revise the By-Laws of the Virginia Tech Board of Visitors

That the proposed revisions to the By-laws of the Virginia Tech Board of Visitors be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment X.)

Mr. Sanghani shared with the Board the guidelines that Virginia Tech will follow in implementing the new requirement for a public comment period. A subset of the Board will have a meeting to hear public comment in the weeks prior to voting on any increase in tuition and fees, not solely for increases in undergraduate in-state tuition and fees.

Mr. Sanghani also reminded the Board that going forward, the Governance and Administration Committee will meet twice a year—during the November and June Board meetings.

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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 July 18, 2019, and considered and approved one resolution.

Rector Valeiras asked for a motion by a member of the Executive Committee to ratify the action from the July 18, 2019, meeting. Approval of the following resolution was moved by Ms. Long, seconded by Ms. Harris, and approved unanimously.

Resolution to Ratify Action Taken at the July 18, 2019, Executive Committee Meeting to Authorize the Funding Supplement for the Student-Athlete Performance Center Capital Project

That the resolution ratifying the action taken by the Executive Committee of the Board of Visitors at a special meeting convened on July 18, 2019, to authorize the funding supplement for the Student-athlete Performance Center capital project be approved.

(Copy filed with the permanent minutes and marked Attachment Y.)

PRESIDENT'S REPORT

As part of the report by President Sands, approval of the following three resolutions as a group was moved by Ms. Harris, seconded by Ms. Long, and approved unanimously.

Resolution of Appreciation Honoring Mehmood Kazmi

That the resolution recognizing Mehmood Kazmi for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment Z.)

Resolution of Appreciation Honoring Robert J. Mills, Jr.

That the resolution recognizing Robert J. Mills, Jr. for his service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment AA.)

Resolution of Appreciation Honoring Deborah Martin Petrine

That the resolution recognizing Deborah Martin Petrine for her service as a member and Rector of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment BB.)

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

Constituent Reports (no action required)

Undergraduate Student Representative to the Board - Ms. Madelynn Todd
Graduate Student Representative to the Board - Mr. Ryan King
Faculty Representative to the Board - Dr. John Ferris
Staff Representative to the Board - Ms. Tamarah Smith

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

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Motion to Begin Closed Session

Mr. Valeiras 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. The 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 siting of a research center;
3. The status of current litigation and briefing on actual or probable litigation;
4. Fundraising activities,

all pursuant to the following subparts of §2.2-3711 (A), Code of Virginia, as amended, .1, 3, .7, and .9. The motion was seconded by Mr. Treacy 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. Treacy and passed unanimously.

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

- **Resolutions to Approve Emeritus/a Status (11)** - Attachment EE
- **Resolutions to Approve New Appointments of Endowed Chairs, Professorships, or Fellowships (15)** - Attachment FF
- **Resolution for Exclusion of Certain Officers/Directors** - Attachment GG

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

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Upon motion by Ms. Long and second by Ms. Harris, unanimous approval was given to the resolution for ratification of the **Personnel Changes Report**, as amended and 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 HH.)

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Upon motion by Mr. White and second by Ms. Long, unanimous approval was given to the resolutions to **Name University Facilities (3)** as considered in closed session. (Copies filed with the permanent minutes and marked Attachment II.)

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Upon a motion by Ms. Long and second by Mr. Veatch, the meeting was adjourned at 12:55 p.m.

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The date of the next regular meeting is November 17-18, 2019, in Blacksburg, Virginia.

Horacio A. Valeiras, Rector

Kim O'Rourke, Secretary