

MINUTES

August 31, 2021

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, August 31, 2021, at 1:15 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

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

Absent

Edward H. Baine (Vice Rector)
Anna L. James
Mehul Sanghani
Jeff Veatch

Constituent Representatives:

Paolo Fermin, Undergraduate Student Representative
Phil Miskovic, Graduate Student Representative
Robert Weiss, Faculty Representative
Serena Young, Staff Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Mac Babb, Callan Bartel, Lynsay Belshe, Eric Brooks, Lori Buchanan, Charlene Casamento, Cyril Clarke, Al Cooper, Karen DePauw, Jon Deskins, Corey Earles, Kari Evans, Lance Franklin, Ron Fricker, Mike Friedlander, Bryan Garey, Guru Ghosh, Cathy Grimes, Rebekah Gunn, Kay Heidbreder, Chris Kiwus, Sharon Kurek, Elizabeth McClanahan, Nancy Meacham, Ken Miller, Mike Mulhare, April Myers, Mark Owczarski, Charlie Phlegar, Dwayne Pinkney, Ellen Plummer, Menah Pratt-Clarke, Robin Queen, Chris Rahmes, Frank Shushok, Don Taylor, Jon Clark Teglas, Tracy Vosburgh, Chris Yianilos, and a Roanoke Times reporter.

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There was no public comment period.

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Rector Long convened the meeting and welcomed everyone. She and President Sands congratulated Dr. Karen DePauw, Vice President and Dean for Graduate Education, on her retirement from the university and commended her for her transformational work on behalf of graduate and professional students. Rector Long welcomed Lynsay Belshe, the new Vice President for Enterprise Administrative and Business Services, and recognized other leadership changes.

Rector Long commented that it as good to see students back on campus and the resumption of activities. She thanked President Sands, the administration, faculty, staff, and students for their efforts. She acknowledged the courage that it took for President Sands to make the decision to mandate Covid-19 vaccinations for all students and employees and stated that the board stands behind his decision. She announced that 100 percent of the board is vaccinated against Covid-19.

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

[*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. Harris, seconded by Mr. Hill, and approved unanimously.

- **Minutes from June 8, 2021, BOV Meeting**
- **Minutes from August 30, 2021, Executive Committee Meeting** - Attachment A
- **Report of Retreat on August 29, 2021** - Attachment B
- **Report of Information Session on August 30, 2021** - Attachment C
- **Academic, Research, and Student Affairs Committee General Report (8/31/21)** - Attachment D
- **Buildings and Grounds Committee General Report (8/30/21)** - Attachment E
- **Compliance, Audit, and Risk Committee General Report (8/30/21)** - Attachment F
- **Finance and Resource Management Committee General Report (8/31/21)** - Attachment G

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

- **Resolution to Ratify 2021 - 2022 Faculty Handbook** - Attachment H
- **Resolution to Approve New Appointments and Reappointments to The Virginia Coal and Energy Research and Development Advisory Board** - Attachment I

- **Resolution to Amend University Non-Discrimination Statement and University Policy 1025: Policy on Harassment, Discrimination, and Sexual Assault - Attachment J**

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve Appointment to the New River Valley Emergency Communications Regional Authority - Attachment K**

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve Falls Church Property Acquisition 9(d) Debt Financing - Attachment L**

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

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

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.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Long called on Ms. Martin for the report of the Finance and Resource Management Committee.

As part of the Finance and Resource Management Committee report by Ms. Martin and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Ms. Martin, seconded by Ms. Barlow, and approved unanimously.

Resolution to Authorize Completion of a Capital Project for Hitt Hall

That the resolution authorizing Virginia Tech to complete the Hitt Hall project be approved. (Copy filed with the permanent minutes and marked Attachment N.)

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

Resolution to Approve General Banking Authority

That the resolution on general banking authority be approved. (Copy filed with the permanent minutes and marked Attachment O.)

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

Resolution Authorizing a Commercial Paper Program

That the resolution authorizing the university's commercial paper sale; identifying the authorized officers; and authorizing the authorized officers to negotiate, execute, and deliver all necessary documents be approved. (Copy filed with the permanent minutes and marked Attachment P.)

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

**Resolution for Approval of Year-to-Date Financial Performance Report
(July 1, 2020–June 30, 2021)**

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, 2020, through June 30, 2021, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

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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 R.

CONSTITUENT REPORTS (no action required)

Constituent reports were delivered verbally at the board's Information Session on August 30, 2021.

- Undergraduate Student Representative - Paolo Fermin
- Graduate Student Representative - Phil Miskovic
- Staff Representative - Serena Young
- Faculty Representative - Robert Weiss

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

Motion to Begin Closed Session

Ms. Martin 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.
4. Special awards.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .7, .9, and .11.

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

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

1. Fundraising report – Mr. Charlie Phlegar
2. Litigation report – Ms. Kay Heidbreder
3. Compliance, Audit, and Risk Committee closed session report – Ms. Sharon Martin

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

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Upon motion by Mr. White and second by Ms. Harris, 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.

- ***Resolutions to Approve Appointments to Emeritus/a Status (7)** - Attachment T
- ***Resolutions to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (2)** - Attachment U
- ***Resolutions to Approve Appointments with Tenure (6)** - Attachment V
- ***Resolution for Ratification of the Personnel Changes Report, as amended** - Attachment W
- **Resolutions to Approve Building Namings (3)** - Attachment X

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

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The meeting was adjourned at 2:26 p.m.

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The dates of the next regular meeting are November 7-8, 2021, in Blacksburg, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary