

MINUTES

June 2, 2020

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, June 2, 2020, at 1:15 p.m. On this date, the Commonwealth of Virginia was operating under a state of emergency as declared by Governor Northam due to the COVID-19 pandemic. This was an entirely electronic meeting held via Zoom videoconference to conduct regular business as permitted by legislation passed by the General Assembly on April 22, 2020, and signed into law by Governor Northam.* A quorum was present on the videoconference.

Present

Mr. Edward H. Baine (joined at 2:27 p.m.)
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 on the Zoom videoconference were the following: President Timothy Sands, Ms. Kim O'Rourke (Secretary to the BOV), Dr. Cyril Clarke, Mr. Al Cooper, Dr. Karen DePauw, Dr. John Dooley, Mr. Corey Earles, Ms. Kari Evans, Dr. Michael Friedlander, Mr. Bryan Garey, Ms. Kay Heidbreder, Dr. Eric Kaufman, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Scott Midkiff, Mr. Ken Miller, Mr. Mike Mulhare, Ms. Camellia Pastore, Mr. Charles Phlegar, Dr. Dwayne Pinkney, Dr. Frank Shushok, Ms. Sabrina Sturgeon, Dr. G. Don Taylor, Ms. Tracy Vosburgh, and Mr. Chris Yianilos.

In addition, 209 members of the university community and public viewed a live stream of the videoconference on YouTube Live.

There was no public comment period.

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Rector Valeiras convened the meeting and welcomed everyone to the Board meeting. He expressed appreciation to the General Assembly and Governor Northam for passing legislation to enable the Board of Visitors to hold electronic meetings to conduct business during the state of emergency caused by the COVID-19 pandemic. He commended the faculty and staff for their commitment and flexibility and congratulated the Class of 2020, which had a virtual commencement ceremony on May 15.

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

[*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 Mr. White, seconded by Mr. Treacy, and approved unanimously.

- **Ratify minutes from the State Council of Higher Education for Virginia (SCHEV) Board of Visitors Orientation Meeting held October 22-23, 2019 - Attachment A**
- **Approval of Minutes from November 18, 2019, BOV Meeting**
- **Approval of Minutes from March 26, 2020, Special BOV Meeting Regarding COVID-19 - Attachment B**
- **Approval of Minutes from May 6, 2020, Executive Committee Meeting- Attachment C**
- **Approval of Minutes from May 13, 2020, Selection Committee Meeting- Attachment D**
- **Approval of Minutes from June 2, 2020, Executive Committee Meeting- Attachment E**
- **Academic, Research, and Student Affairs Committee Report (6/1/20) - Attachment F**
- **Buildings and Grounds Committee Reports (5/14/20 and 5/27/20) - Attachment G**

- **Compliance, Audit, and Risk Committee Reports (3/19/20 and 5/21/20) - Attachment H**
- **Finance and Resource Management Committee Reports (5/7/20 and 5/29/20) - Attachment I**
- **Governance and Administration Committee Report (5/27/20) - Attachment J**

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

- **Report of Completion of Guidelines for Open Educational Resources and Open Textbooks - Attachment K**

That the Board of Visitors accept the attached Guidelines for Open Educational Resources (OER) and Open Textbooks.

- **Resolution to Change the Terms of Service for Faculty, Students and Staff on University Council and Commissions - Attachment L**

That the resolution changing the terms of service for faculty, students, and staff on University Council and commissions be approved.

- **Resolution to Approve New Degree Bachelor of Science in Behavioral Decision Science - Attachment M**

That the resolution recommending the establishment of the Bachelor of Science degree in Behavioral Decision Science be approved.

- **Resolution to Approve the 2020-2021 Student Code of Conduct and to Retire the Hokie Handbook - Attachment N**

That the 2020-2021 Student Code of Conduct be approved and the “Hokie Handbook” be retired.

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution on Appointment to the Montgomery Regional Solid Waste Authority - Attachment O**

That the resolution recommending that Sharon G. Scott be appointed as joint representative to the Montgomery Regional Solid Waste Authority Board of Directors be approved.

- **Resolution on Affirming Appointment to the New River Resource Authority - Attachment P**

That the resolution affirming the appointment to the New River Resource Authority Board of Directors of Christopher H. Kiwus, Associate Vice President and Chief Facilities Officer, in his role as the university's representative to the Montgomery Regional Solid Waste Authority be approved.

- **Resolution on Appointment to the New River Valley Regional Water Authority - Attachment Q**

That the resolution reappointing Christopher H. Kiwus, Associate Vice President and Chief Facilities Officer, as the university's representative to the New River Valley Regional Water Authority through June 30, 2024, be approved.

- **Resolution of Support for Projects and Use of Bond Financing by the New River Valley Regional Water Authority - Attachment R**

That the resolution supporting New River Valley Regional Water Authority projects and use of bond financing be approved.

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve 2020-21 Pratt Fund Budget - Attachment S**

That the proposed 2020-2021 allocation and use of Pratt Funds be approved.

- **Resolution to Approve 2020-21 Hotel Roanoke Conference Center Budget - Attachment T**

That the budget for The Hotel Roanoke Conference Center for 2020-2021 be approved.

- **Resolution to Approve 2020-21 Virginia Tech-Wake Forest University School of Biomedical Engineering and Science Budget - Attachment U**

That the 2020-21 budget for the Virginia Tech - Wake Forest School of Biomedical Engineering and Science be approved.

- **Resolution to Rescind the August 31, 2015, Distribution of Nike Contract Revenue Resolution - Attachment V**

That the 2015 NIKE Contract Revenue Resolution be rescinded.

- **Resolution for Approval of Appointment to the Roanoke Valley Broadband Authority Board - Attachment W**

That the resolution appointing Dr. Scott Midkiff, Vice President for Information Technology and Chief Information Officer, to the Roanoke Valley Broadband Authority Board to serve through December 12, 2022, be approved.

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

- **Reports of Research and Development Disclosures from 11/1/2019 through 5/19/2020 - Attachment X**
- **Notification of Provisions of the Appropriation Act Related to Indebtedness of State Agencies (Unauthorized Deficits) - Attachment Y**

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

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.

As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Hill, seconded by Mr. White, and approved unanimously.

Resolution to Clarify a Previous Board Action Regarding the Virginia Tech/Montgomery Regional Airport Authority

That the resolution affirming that the grant assurance documents will supersede the language in the Agreement for Purchase and Sale of Real Estate be approved. The new terms and conditions are repeated here:

For land purchased under a grant for airport development purpose (other than noise compatibility), the Airport Authority will, when the land is no longer needed for airport purposes, dispose of such land at fair market value or make available to the Secretary an amount equal to the United States' proportionate share of the fair market value of the land. (Copy filed with the permanent minutes and marked Attachment Z.)

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Valeiras called on Ms. James for the report of the Compliance, Audit, and Risk Committee. After delivering her report, Ms. James thanked the Audit, Risk, and Compliance team for beginning the work on enterprise risk management several years ago, which has helped in guiding the university through the COVID-19 pandemic.

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 two resolutions was moved by Ms. Long, seconded by Mr. Sanghani, and approved unanimously.

Resolution Delegating Authority to the President

That the resolution delegating special time-limited authority to the president of the university to address the fiscal impacts of the COVID-19 pandemic be approved, to become effective at the time specified within the resolution. (Copy filed with the permanent minutes and marked Attachment AA.)

Resolution Reaffirming Human Resources Policy for Classified and University Staff

That the resolution reaffirming University Policy 4240: Layoff Policy for Staff be approved. (Copy filed with the permanent minutes and marked Attachment BB.)

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

Resolution for Approval of Tuition and Fee Rates for 2020-21

That the proposed tuition and fee rates be approved, effective Fall Semester 2020. (Copy filed with the permanent minutes and marked Attachment CC.)

Rector Valeiras thanked the Board members who attended the March 19 public comment session on campus, although he was unable to make the trip himself due to travel restrictions imposed as a result of COVID-19. He also thanked those responsible for developing the budget for making adjustments to avoid increasing tuition for undergraduate Virginia students for the second consecutive year.

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

Resolution for Approval of 2020-21 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2020-21 be approved. (Copy filed with the permanent minutes and marked Attachment DD.)

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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. Mr. White abstained.

Resolution for Approval of 2020-21 Faculty Compensation Plan

That the proposed 2020-21 Faculty Compensation Plan be approved.
(Copy filed with the permanent minutes and marked Attachment EE.)

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

Resolution to Approve the 2020-21 University Auxiliary Systems Budgets

- a. **Dormitory and Dining Hall System Budget**
- b. **Electric Service Utility System Budget**
- c. **University Services System Budget**
- d. **Athletic Facilities System Budget**

That the recommended budget for fiscal year July 1, 2020, to June 30, 2021, for the operation of the Dormitory and Dining System, Electric Service Utility System, University Services System, and the Athletic Facilities System be approved. (Copies filed with the permanent minutes and marked Attachment FF.)

Rector Valeiras commented that these budgets may be revised as the impacts of the pandemic unfold.

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

Resolution to Approve the 2020-21 University Operating and Capital Budgets

That the proposed fiscal year 2020-21 operating and capital budgets, as displayed on Schedules 1, 2, and 3, be approved. (Copies filed with the permanent minutes and marked Attachment GG.)

Rector Valeiras noted that over the coming year, revenue figures will be adjusted and the budget will be revised as necessary.

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

Resolution to Approve Revisions to and Renewal of Related Corporations Affiliation Agreements

That the affiliation agreements listed below be approved as revised for a four-year period, expiring on June 30, 2024.

- **Virginia Tech Alumni Association, Inc.**
- **Virginia Tech Athletic Fund, Inc.**
- **Virginia Tech Corps of Cadets Alumni, Inc.**
- **Virginia Tech Foundation, Inc.**
- **Virginia Tech Intellectual Properties, Inc.**
- **Virginia Tech Services, Inc.**
- **Virginia Tech Applied Research Corporation, Inc.**
- **Virginia Tech Innovations Corporation, Inc.**
- **Virginia Tech India Research & Education Forum**

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

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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 for Approval of Year-to-Date Financial Performance Report (July 1, 2019 – March 31, 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 March 31, 2020, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment II.)

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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.

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EXECUTIVE COMMITTEE AGENDA ITEMS FOR BOARD APPROVAL

The Executive Committee met electronically on May 6, 2020, to address some time-sensitive items of business that were pending because the March 29-30, 2020, Board

meeting had been cancelled due to the pandemic and prohibitions on gatherings.. The Executive Committee's electronic meeting was enabled by legislation passed by the General Assembly on April 22. Approval of the following resolution was moved by Mr. Treacy, seconded by Ms. Long, and approved unanimously.

Ratification of Executive Committee Actions of May 6, 2020

That the resolution ratifying the actions taken by the Executive Committee of the Board of Visitors at a special meeting convened on May 6, 2020, be approved.

The actions taken on May 6, 2020, include:

- **Ratification of the Personnel Changes Report**
- **Approval of Faculty Research Leaves (95)**
- **Approval of Emeritus/a Status (10)**
- **Approval of Endowed Chairs, Professorships, Fellowships (6)**
- **Approval of Commemorative Namings (2)**
- **Approval of External Award**
- **Approval of New School of Communication and Digital Media**
- **Approval of Appointments to Virginia Coal and Energy Research and Development Advisory Committee**
- **Resolution to Affirm Transfer and Receipt of Real Property in Support of Airport Expansion**
- **Resolution for Approval of Public Utility Easement in Support of the VT Foundation, Inc. Gilbert Street Project**

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

(Note: Mr. Baine joined the meeting at this point.)

PRESIDENT'S REPORT

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

Constituent Reports (no action required)

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

Faculty Representative to the Board - Dr. John Ferris

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

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 involving matters brought by current and former employees and students and personal injury litigation involving actions taken by University employees.
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. The live stream for the public was then suspended.

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

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

Motion to Return to Open Session

Following the Closed Session, the live stream for the public resumed and Rector Valeiras called on 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. Sanghani and passed unanimously.

Rector Valeiras asked for a motion to approve the agenda items that were considered in closed session, as listed. The motion to approve the following resolutions as a group was made by Ms. Long, seconded by Mr. White, and approved unanimously.

- **Resolution for Approval of Emeritus Status (1)** - Attachment MM
- **Resolutions for Approval of Endowed Chairs, Professorships, or Fellowships (4)** - Attachment NN
- **Resolutions for Approval of Research Leaves (2)** - Attachment OO
- **Approval of 2019-20 Promotion, Tenure, and Continued Appointments.** 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 PP.)
- **Resolution for Ratification of the Personnel Changes Report** - 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 QQ.)
- **Resolutions on Naming University Facilities (3)** - Attachment RR
- **Ratification of the 2020-21 Student Representatives to the Board of Visitors:**
 - **Camellia Pastore, undergraduate student representative**
 - **Sabrina Sturgeon, graduate student representative**

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

Rector Valeiras noted that the Student Representative Selection Committee consisting of the members of the Executive Committee and the Academic, Research, and Student Affairs Committee met on May 13 and interviewed three undergraduate students and three graduate students for the 2020-21 representatives. He introduced those selected. Camellia Pastore is a rising senior from Charlottesville, majoring in computer science, with minors in math and philosophy, politics and economics (PP&E). Sabrina Sturgeon is a graduate student pursuing a Master of Arts degree in higher education and student affairs.

Rector Valeiras, along with President Sands, thanked Mr. Treacy for his lengthy and notable service on the Board as his second term comes to an end. Rector Valeiras thanked Ms. Harris, Mr. Petersen, and Mr. Veatch as their first terms conclude.

Rector Valeiras, along with President Sands, expressed appreciation to three constituent representatives whose terms are ending: Ms. Todd, Mr. King, and Dr. Ferris. Since the meeting was conducted electronically preventing an in-person presentation, certificates were mailed to the three. Ms. Smith will continue next year as staff representative to the Board.

Election of Officers for 2020-21

Rector Valeiras asked Mr. Sanghani to preside over the Board meeting temporarily for the election of 2020-21 officers. On behalf of the Nominating Committee, which Mr. Sanghani chaired and which also included Dr. Nelson and Mr. Treacy, Mr. Sanghani presented the following nominees:

Rector:	Horacio Valeiras
Vice Rector:	Tish Long

Mr. Sanghani asked if there were any other nominations from the floor. There being no additional nominations, a motion for approval of the nominees presented was made by Mr. Hill. The motion was seconded by Ms. Butler Barlow and passed. Mr. Valeiras and Ms. Long abstained from voting. **Ms. Kim O'Rourke, as Vice President for Policy and Governance, will remain Secretary to the Board, in accordance with the Board's by-laws.** Mr. Sanghani transferred the chairmanship of the meeting back to Rector Valeiras.

Rector Valeiras appointed Ms. Long and Mr. Veatch to serve on a **planning committee for the Board retreat** along with Kim O'Rourke. The retreat will be held on Sunday, August 23, 2020, preceding the quarterly Board meeting.

In closing, Rector Valeiras expressed appreciation for everyone's flexibility through the pandemic crisis and commended all for their focus on the university's Principles of Community through the events of the past week as protests erupted nationwide in response to several racial incidents. President Sands added that this will be an important year for listening and engaging.

Upon a motion by Mr. Hill and second by Mr. Treacy, the meeting was adjourned at 4:27 p.m.

The dates of the next regular meeting are August 23-25, 2020, in Blacksburg, Virginia.

Horacio A. Valeiras, Rector

Kim O'Rourke, Secretary

***Amendment 28: Allow policy-making boards to meet virtually during emergency declarations**

Item 4-0.01 Operating Policies

Page 280, after line 26, insert:

"g. Notwithstanding any other provision of law, any public body, including any state, local, regional, or regulatory body, or a governing board as defined in § 54.1-2345 of the Code of Virginia may meet by electronic communication means without a quorum of the public body or any member of the governing board physically assembled at one location when the Governor has declared a state of emergency in accordance with § 44-146.17, provided that (i) the nature of the declared emergency makes it impracticable or unsafe for the public body or governing board to assemble in a single location; (ii) the purpose of meeting is to discuss or transact the business statutorily required or necessary to continue operations of the public body or common interest community association as defined in § 54.1-2345 of the Code of Virginia and the discharge of its lawful purposes, duties, and responsibilities; (iii) a public body shall make available a recording or transcript of the meeting on its website in accordance with the timeframes established in §§ 2.2-3707 and 2.2-3707.1 of the Code of Virginia; and (iv) the governing board shall distribute minutes of a meeting held pursuant to this subdivision to common interest community association members by the same method used to provide notice of the meeting.

A public body or governing board convening a meeting in accordance with this subdivision shall:

1. Give notice to the public or common interest community association members using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the public body or governing board conducting the meeting;
2. Make arrangements for public access or common interest community association members access to such meeting through electronic means including, to the extent practicable, videoconferencing technology. If the means of communication allows, provide the public or common interest community association members with an opportunity to comment; and
3. Public bodies must otherwise comply with the provisions of § **2.2-3708.2** of the Code of Virginia.

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes of the public body or governing board.”