

**BOARD OF VISITORS EXECUTIVE COMMITTEE
MINUTES**

May 6, 2020

The Executive Committee of the Board of Visitors of Virginia Polytechnic Institute and State University met on Wednesday, May 6, 2020, at 1:00 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 of the Executive Committee was present on the videoconference.

Executive Committee Members Present

Absent

- Mr. Horacio Valeiras (Rector)
- Ms. Greta Harris
- Mr. C. T. Hill
- Ms. Anna James
- Ms. Letitia Long (Vice Rector)
- Mr. Mehul Sanghani
- Mr. Dennis Treacy (advisor to the committee)

Other Board members present:

- Ms. Shelley Butler Barlow
- Mr. L. Chris Petersen
- Mr. Jeff Veatch
- Mr. Preston White

Also present on the Zoom videoconference were the following: President Timothy Sands, Ms. Kim O'Rourke (Secretary to the Board), Ms. Beth Armstrong, Mr. Whit Babcock, Dr. Cyril Clarke, Mr. Al Cooper, Mr. Corey Earles, Ms. Kari Evans, Dr. Jack Finney, Dr. Mike Friedlander, Mr. Bryan Garey, Dr. Guru Ghosh, Ms. Kay Heidbreder, Dr. Rachel Holloway, Ms. Elizabeth Hooper, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Scott Midkiff, Mr. Ken Miller, Mr. Michael Mulhare, Mr. Charlie Phlegar, Dr. Dwayne Pinkney, Dr. Menah Pratt-Clarke, Dr. Frank Shushok, Dr. Ken Smith, Dr. G. Don Taylor, Ms. Tracy Vosburgh, and Mr. Chris Yianilos.

In addition, 79 members of the university community and public viewed a live stream of the videoconference on YouTube Live.

Rector Valeiras convened the meeting and welcomed everyone to the Executive Committee meeting.

Motion to Begin Closed Session

Ms. Long moved that the Executive Committee of 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. Fundraising.
3. Special awards.

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

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

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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. Ms. Long made the following motion to return to open session:

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. Hill and passed unanimously.

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

[*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 items as listed. The motion was made by Mr. Hill, seconded by Ms. Harris, and approved unanimously.

- **Ratification of Items Approved in Closed Session**
 - **Personnel Changes Report** – Attachment A
 - **Faculty Research Leaves (95)** – Attachment B
 - **Emeritus/a Status (10)** – Attachment C
 - **Endowed Chairs, Professorships, Fellowships (6)** – Attachment D
 - **Commemorative Building Namings (2)** – Attachment E
 - **External Award** – Attachment F
- **Approval of New School of Communication and Digital Media** – Attachment G
- **Approval of Appointments to Virginia Coal and Energy Research & Development Advisory Committee** – Attachment H

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Rector Valeiras called on Dr. Chris Kiwus to present the following two items. A motion to approve the following resolution was made by Mr. Hill, seconded by Ms. Long, and approved unanimously.

**Resolution to Affirm Transfer and Receipt of Real Property
in Support of Airport Expansion**

That the resolution affirming the transfer of 7.66 acres, more or less, to the Foundation, and authorizing the Senior Vice President and Chief Business Officer, his successors, and/or assigns to execute the necessary documents to convey and acquire the fee simple title of real property in a land exchange with the Foundation be approved.
(Copy filed with the permanent minutes and marked Attachment I.)

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A motion to approve the following resolution was then made by Mr. Hill, seconded by Ms. Harris, and approved unanimously.

Resolution for Approval of Public Utility Easement in support of the VT Foundation, Inc. Gilbert Street Project

That the above resolution authorizing the Senior Vice President and Chief Business Officer to execute an amendment to the existing easement, or a new easement as may be appropriate, to the Blacksburg – Virginia Polytechnic Institute Sanitation Authority be approved. (Copy filed with the permanent minutes and marked Attachment J.)

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Appointment of Nominating Committee for Officers of the Board for 2020-21

Rector Valeiras appointed the **Nominating Committee** that will bring nominations for Rector and Vice Rector to the June Board meeting.

- Chair: Mr. Sanghani
- Member: Dr. Nelson
- Member: Mr. Treacy

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Update on Actions to Address COVID-19 Pandemic

President Sands opened a discussion on the University’s actions to address the COVID-19 pandemic and gave an update on planning scenarios for the intermediate recovery period. Provost Clarke gave an overview of online instruction, research, and study abroad operations. Senior Vice President Pinkney discussed workforce and financial impacts (including auxiliaries). Ms. Beth Armstrong, Dr. Menah Pratt-Clarke, and Dr. Frank Shushok gave an overview of the financial impact on students. Mr. Chris Yianilos described the university’s engagement with federal and state agencies. Dr. Mike Friedlander gave an update on COVID-19 testing, and Ms. Tracy Vosburgh updated the committee on the University Relations communications strategy during the pandemic.

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Following a motion by Ms. Long, second by Mr. Hill, and unanimous consent, the meeting was adjourned at 2:32 p.m.

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The next regular meeting of the full Board will be held electronically on June 2, 2020.

Horacio 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."