

MINUTES

August 29, 2023

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, August 29, 2023, at 1:15 p.m. in Room G102 A/B at the Fralin Biomedical Research Institute at VTC, 4 Riverside Circle, Roanoke, VA 24016.

Present

Edward H. Baine (Rector)
Carrie H. Chenery
Sandy C. Davis
Nancy Dye
Brad Hobbs
Donald Horsley
Anna L. James
Letitia A. Long
L. Chris Petersen
John Rocovich
Jeff Veatch

Absent

David Calhoun
Greta Harris
William Holtzman

Constituent Representatives:

William Storey, Undergraduate Student Representative
Emily Tirrell, Graduate/Professional Student Representative
LaTawnya Burleson, Staff Representative
Janice Austin, Administrative and Professional Faculty Representative
Joseph Merola, Faculty Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Mac Babb, Callan Bartel, Lynsay Belshe, Leanna Blevins, Eric Brooks, Bob Broyden, Lori Buchanan, Brock Burroughs, Cyril Clarke, Al Cooper, Corey Earles, Alisha Ebert, Ron Fricker, Mike Friedlander, Cliff Gaines, Bryan Garey, Luisa Havens Gerado, Ellington Graves, Suzanne Griffin, Dee Harris, Kay Heidbreder, Chris Kiwus, Sharon Kurek, Elizabeth McClanahan, Nancy Meacham, Ken Miller, Mike Mulhare, Justin Noble, Mark Owczarski, Charlie Phlegar, Ellen Plummer, John Porter, David Raymond, Paul Richter, Lisa Royal, Amy Sebring, Brennan Shepard, Dee Dee Somervell, Michael Stowe, Dan Sui, John Tarter, Jon Clark Teglas, Rob Viers, Tracy Vosburgh, and Chris Yianilos.

The meeting was livestreamed for the public via YouTube; there were 22 concurrent viewers on YouTube and a total of 43 views.

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There was no public comment period.

Rector Baine convened the meeting and welcomed everyone. He summarized the board's three days of activities that began with a retreat on Sunday, August 27, at the Skelton 4-H Center in Wirtz. The board held an information session the next day and had presentations/discussions on Virginia Tech's Commitment to Health and Biomedical Sciences by Drs. Friedlander and Learman and heard constituent reports from the representatives.

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

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

- **Minutes from June 6, 2023, BOV Meeting**
- **Minutes from August 28, 2023, Nominating Committee Meeting** - Attachment A
- **Minutes from August 28, 2023, Executive Committee Meeting** - Attachment B
- **Minutes from August 29, 2023, Committee Chairs Meeting** – Attachment C
- **Minutes of Retreat on August 27, 2023** – Attachment D
- **Minutes of Information Session on August 28, 2023** - Attachment E
- **Academic, Research, and Student Affairs Committee General Report (8/28/23)** - Attachment F
- **Buildings and Grounds Committee General Report (8/29/23)** - Attachment G
- **Compliance, Audit, and Risk Committee General Report (8/28/23)** - Attachment H
- **Finance and Resource Management Committee General Report (8/29/23)** - Attachment I

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

- **Resolution to Ratify 2023-2024 Faculty Handbook** – Attachment J
- **Resolution for Exclusion of Certain Officers/Directors** - Attachment K

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution for Disposition of University Buildings at Southern Piedmont AREC** – Attachment L
- **Resolution on Appointments to the Blacksburg-Virginia Polytechnic Institute Sanitation Authority** - Attachment M

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

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

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

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

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Baine called on Ms. Long, in the absence of committee chair Greta Harris, for the report of the Buildings and Grounds Committee.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Baine called on Mr. Petersen, in the absence of committee chair David Calhoun, for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Baine called on Ms. James 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. James, seconded by Mr. Rocovich, and passed unanimously.

Approval of Year-to-Date Financial Performance Report (July 1, 2022 – June 30, 2023)

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, 2022, through June 30, 2023, be approved. (Copy filed with the permanent minutes and marked Attachment O.)

As part of the Finance and Resource Management Committee report by Ms. James and with the endorsement of the Buildings and Grounds Committee, approval of the following resolutions was moved by Ms. James, seconded by Mr. Rocovich, and passed unanimously. Mr. Petersen recused himself from voting on the Resolution to Amend a Long-term Lease with Children's National Research Center.

Ratification of the Capital Outlay Plan for 2024-2030

That the resolution to ratify the Capital Outlay Plan for 2024-2030 be approved. (Copy filed with the permanent minutes and marked Attachment P.)

Resolution to Amend a Long-term Lease with Children's National Research Center

That the resolution to amend a long-term lease with Children's National Research Center to include additional space up to 12,350 rentable square feet and to upfit the space with incremental leasing costs not to exceed a net present value of \$20 million be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

PRESIDENT'S REPORT

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

RESOLUTIONS OF APPRECIATION

President Sands presented four resolutions for consideration. Approval of the following resolution was moved by Ms. James, seconded by Mr. Rocovich, and approved unanimously.

Resolution of Appreciation Honoring Shelley Butler Barlow

That the resolution recognizing Shelley Butler Barlow for her service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment S.)

Approval of the following resolution was moved by Ms. James, seconded by Mr. Rocovich, and approved unanimously.

Resolution of Appreciation Honoring C. T. Hill

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

Approval of the following resolution was moved by Mr. Petersen, seconded by Mr. Rocovich, and approved unanimously.

Resolution of Appreciation Honoring Sharon Brickhouse Martin

That the resolution recognizing Sharon Brickhouse Martin for her service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment U.)

Approval of the following resolution was moved by Ms. Long, seconded by Mr. Rocovich, and approved unanimously.

Resolution of Appreciation Honoring Melissa Nelson

That the resolution recognizing Melissa Nelson for her service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment V.)

CONSTITUENT REPORTS (no action required)

Constituent reports were delivered verbally at the board's Information Session on August 28, 2023.

- Undergraduate Student Representative – William Storey
- Graduate and Professional Student Representative – Emily Tirrell
- Staff Representative – LaTawnya Burleson
- Administrative and Professional Faculty Representative – Janice Austin
- Faculty Representative – Joseph Merola

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

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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.
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. Rocovich and passed unanimously.

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

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

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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. Rector Baine 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 Ms. Davis and passed unanimously.

Upon motion by Mr. Rocovich and second by Ms. James, 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.

- **Resolution to Approve Appointments to Emeritus/a Status (2)** – Attachment X
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (24)** - Attachment Y
- **Resolution to Approve Appointments with Tenure (18)** – Attachment Z
- **Resolution to Approve Faculty Research Leave (3)** – Attachment AA
- ***Resolution to Ratify Personnel Changes Report** - Attachment BB
- **Resolutions to Approve Facility Namings (45)** – Attachment CC

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

Election of Vice Rector for 2023-2024

Rector Baine called on Ms. Long, for a report of the Nominating Committee for an officer of the board. [Note: Although a Vice Rector for 2023-24 was elected at the board meeting on June 6, 2023, that board member’s term expired on June 30 and the board member was not reappointed by the Governor to serve a second term, necessitating another vote for Vice Rector.] On behalf of the Nominating Committee, which Ms. Harris chaired and included Ms. Long and Mr. Hobbs, Ms. Long presented the following nominee:

Vice Rector: David Calhoun

In accordance with the board’s bylaws, Rector Baine asked if there were any other nominations from the floor for the position of Vice Rector. There being no additional nominations, Ms. Long made a motion for approval of Mr. Calhoun as Vice Rector. The motion was seconded by Mr. Rocovich and passed unanimously.

The meeting was adjourned at 3:19 p.m.

The dates of the next regular meeting are November 5-6, 2023, in Blacksburg, VA.

Edward H. Baine, Rector

Kim O'Rourke, Secretary

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Tab D	Full Board Meeting – Announcements <ul style="list-style-type: none">• Introduction of New Board Members and Student Representatives
Tab E	Approval of Consent Agenda Open Items <ul style="list-style-type: none">• Minutes from June 6, 2023 BOV Meeting• Minutes from August 28, 2023 Nominating Committee Meeting• Minutes from August 28, 2023 Executive Committee Meeting• Minutes from August 29, 2023 Committee Chairs Meeting• Minutes of Retreat – Sunday, August 27, 2023• Minutes of Information Session – Monday, August 28, 2023• Academic, Research, and Student Affairs Committee General Report – Monday, August 28, 2023 Meeting• Buildings and Grounds Committee General Report – Tuesday, August 29, 2023 Meeting• Compliance, Audit, and Risk Committee General Report – Monday, August 28, 2023 Meeting• Finance and Resource Management Committee General Report – Tuesday, August 29, 2023 Meeting• Resolution to Ratify 2023-2024 Faculty Handbook• Resolution for Exclusion of Certain Officers/Directors• Resolution for Disposition of University Buildings at Southern Piedmont AREC• Resolution on Appointments to the Blacksburg-Virginia Polytechnic Institute Sanitation Authority• Report of Research and Development Disclosures (no action required)
Tab F	Report of the Academic, Research, and Student Affairs Committee - Agenda/Briefing Report
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Tab I	Report of the Compliance, Audit, and Risk Committee – Agenda/Briefing Report
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Tab L	<u>Open Session President's Report</u> <ul style="list-style-type: none">• Resolutions of Appreciation (4)
Tab M	<u>Constituent Reports – (No action required)</u> Time permitting, Constituent Reports will be delivered at the Board's Information Session Monday, August 28, 2023 <ul style="list-style-type: none">• Undergraduate Student Representative to the Board – William Storey• Graduate/Professional Student Representative to the Board – Emily Tirrell• Staff Representative to the Board – LaTawnya Burlison

- Administrative and Professional Faculty Representative to the Board – Janice Austin
- Faculty Representative to the Board – Joseph Merola

Tab N Motion to Begin Closed Session

Tab O Closed Session Agenda – Tuesday, August 29, 2023

Tab P Closed Session Salary and Personnel Actions for Board Approval

- Resolution to Approve Appointments to Emeritus/a Status (2)
- Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (24)
- Resolution to Approve Appointments with Tenure (18)
- Resolution to Approve Faculty Research Leave (3)
- *Resolution to Ratify Personnel Changes Report

Tab Q Closed Session President's Report and Items for Board Approval

- Approval of Resolutions for Facility Namings (45)

Tab R Closed Session Reports – (No action required)

- Litigation Report
- Fundraising Report

Tab S Motion to Return to Open Session

Tab T Election of Vice Rector for 2023-24

****These items have been reviewed by the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee of the Board of Visitors.***

*****These items have been reviewed by the Buildings and Grounds Committee and the Finance and Resource Management Committee of the Board of Visitors.***

There is no public comment period at this meeting.