Approved

MINUTES

August 20, 2025

The Board of Visitors of Virginia Polytechnic Institute and State University met on Wednesday, August 20, 2025, at 9:15 a.m. in Latham Ballroom AB at The Inn at Virginia Tech, 901 Price's Fork Road, Blacksburg, Virginia 24061.

Present	**Absent**
John Rocovich (Rector)	Rosa Atkins
Sandy Davis (Vice Rector)	Edward Baine
Nancy Dye	
Ted Hanson	
William Holtzman	
Starlette Johnson	
Ryan D. McCarthy	
Jim Miller	
Robert Moser	
J. Pearson	
Margaret Ann Smith	
Jeanne Stosser	

Constituent Representatives:
Thomas Feely, Undergraduate Student Representative
Katie Drinkwater Gregg, Graduate/Professional Student Representative
Amber Hagan, Staff Representative
Marlena Lester, Administrative and Professional Faculty Representative
Justin Lemkul, Faculty Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Sally Allain, Simon Allen, Janice Austin, Mac Babb, Laura Belmonte, Eric Brooks, Brock Burroughs, Patty Cardenas, Cyril Clarke, Al Cooper, Meaghan Davidson, Deborah Day, Heather Ducote, Corey Earles, Abbey Erwin, Juan Espinoza, Ron Fricker, Ian Friend, Rachel Gabriele, Jennifer Gallagher, Emily Gibson, Nannette Gordon, Dee Harris, Kay Heidbreder, Elizabeth Hooper, Frances Keene, Andrew Marinik, Elizabeth McClanahan, Nancy Meacham, Rachel Miles, Kristin Morrill, Justin Noble, Charlie Phlegar, Lauren Pollard, Jon Porter, Paul Richter, Lori Rose, Lisa Royal, Brandy Salmon, Saonee Sarker, Amy Sebring, Brennan Shepard, Jaida Smith, Dee Dee Somervell, Michael Staples, Michael Stowe, Dan Sui, John Tarter, Don Taylor, Dwyn Taylor, Jon Clark Teglas, Rob Viers, Tom Wamsley, Lisa Wilkes, Chris Wise, and Andrew Woodall.

The meeting was livestreamed for the public via YouTube; there were 86 concurrent viewers on YouTube and a total of 207 views.

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There was no public comment period.

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Rector Rocovich convened the meeting and welcomed everyone, including the four new board members and five constituent representatives. He summarized the board's three days of activities that began with a retreat on Monday, August 18, at the Pete Dye River Course in Radford, Virginia.

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

[*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 Rocovich asked for a motion to approve/accept the 19 consent agenda open session items as listed. The motion was made by Mr. McCarthy, seconded, and approved unanimously.

- **Minutes of June 3, 2025, BOV Meeting**
- **Minutes of August 18, 2025, Retreat** - Attachment A
- **Minutes of August 19, 2025, Executive Committee Meeting** - Attachment B
- **Minutes of August 20, 2025, Committee Chairs Meeting** - Attachment C
- **Academic, Research, and Student Affairs Committee General Report (8/19/25)** - Attachment D
- **Buildings and Grounds Committee General Report (8/19/25)** - Attachment E
- **Compliance, Audit, and Risk Committee General Report (8/19/25)** -Attachment F
- **Finance and Resource Management Committee General Report (8/19/25)** - Attachment G

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

- **Resolution to Approve Exclusion of Certain Officers/Directors** - Attachment H
- **Resolution to Approve Bachelor of Arts (B.A.) / Bachelor of Science (B.S.) degree designation in Geography** - Attachment I

From the Buildings and Grounds Committee Consent Agenda:

- **Approval of Resolution to Demolish University Bldg. No. 0124A**-Attachment J
- **Approval of Resolution to Demolish University Building No. 0578** -Attachment K
- **Approval of Resolution to Demolish University Building No. 0583** -Attachment L
- **Approval of Resolution to Demolish University Building No. 0584**-Attachment M
- **Approval of Resolution to Demolish University Building No. 0589**- Attachment N
- **Approval of the Joint Appointment to the Virginia Tech/Montgomery Regional Airport Authority** - Attachment O
- **Approval of the Appointment to the New River Valley Emergency Communications Regional Authority** - Attachment P

From the Finance and Resource Management Committee Consent Agenda:

- **Approval of Subscription-Based IT Arrangement (SBITA) with Microsoft** - Attachment Q

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

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

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REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Rocovich called on Dr. Dye for the report of the Academic, Research, and Student Affairs Committee.

As part of the Academic, Research, and Student Affairs Committee report, approval of the following resolution was moved by Dr. Dye, seconded, and passed unanimously.

Resolution to Revise Chapter 7 of the Faculty Handbook Regarding the A/P Faculty Grievance Process

That the resolution to revise chapter 7 of the Faculty Handbook regarding the A/P faculty grievance process be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Rocovich called on Ms. Stosser for the report of the Buildings and Grounds Committee.

On-Campus Housing Update

Ms. Stosser relayed that as part of the Executive Vice President and Chief Operating Officer's quarterly report (which at this meeting was presented to the Buildings and Grounds Committee), Ms. Sebring provided an **Update on the University's Response to Prior Board Action Regarding On-Campus Housing.**

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

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REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Rocovich called on Mr. McCarthy for the report of the Compliance, Audit, and Risk Committee.

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REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Rocovich called on Mr. Miller for the report of the Finance and Resource Management Committee.

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As part of the Finance and Resource Management Committee report by Mr. Miller and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Miller, seconded, and passed unanimously.

Resolution on the Nongeneral Fund Capital Outlay Plan for 2026-2032

That the Nongeneral Fund portion of the capital outlay plan for 2026-2032 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 Mr. Miller and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Miller, seconded, and passed unanimously.

Approval of Resolution for Planning the Academic Building One – Sixth Floor Upfit

That the resolution authorizing the university to move forward with a $1.5 million planning authorization to complete working drawings for the Academic Building One Sixth Floor Upfit Project be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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As part of the Finance and Resource Management Committee report by Mr. Miller and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Miller, seconded, and passed unanimously.

Approval of Resolution for Planning the Campbell Hall Renovation

That the resolution authorizing the university to move forward with a $4 million planning authorization to complete designs through working drawings for the Campbell Hall renovation project be approved. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Finance and Resource Management Committee report by Mr. Miller and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Miller, seconded, and passed unanimously.

Approval of Resolution for Planning a New Residence Hall

That the resolution authorizing the university to move forward with a $10 million planning authorization to complete designs through working drawings for the New Residence Hall project be approved. (Copy filed with the permanent minutes and marked Attachment X.)

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As part of the Finance and Resource Management Committee report, approval of the following resolution was moved by Mr. Miller, seconded, and passed unanimously.

Approval of Year-to-Date Financial Performance Report
(July 1, 2024 – June 30, 2025)

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, 2024, through June 30, 2025, be approved. (Copy filed with the permanent minutes and marked Attachment Y.)

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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 Z.

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RESOLUTIONS OF APPRECIATION

President Sands presented for consideration four resolutions recognizing former members of the Board of Visitors. Approval of the following group of four resolutions was moved by Mr. Pearson, seconded by Ms. Davis, and approved unanimously.

Resolution of Appreciation Honoring Dave Calhoun

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

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Resolution of Appreciation Honoring Donald Horsley

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

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Resolution of Appreciation Honoring Anna Healy James

That the resolution recognizing Anna Healy James for her service as a member of the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

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Resolution of Appreciation Honoring Letitia "Tish" Long

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

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CONSTITUENT REPORTS (no action required)

Rector Rocovich called on each of the five constituent representatives to give their report to the board.

- Undergraduate Student Representative – Thomas Feely
- Graduate and Professional Student Representative – Katie Drinkwater Gregg
- Staff Representative – Amber Hagan
- Administrative and Professional Faculty Representative – Marlena Lester
- Faculty Representative – Justin Lemkul

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

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Motion to Begin Closed Session

Ms. Davis moved that the Board of Visitors 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 matter.

4. Special award.

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 and passed unanimously. The livestream was suspended.

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CLOSED SESSION REPORTS
(No board action required)

Litigation report – Ms. Kay Heidbreder
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 room, and the livestream was resumed. Rector Rocovich asked Ms. Davis to make the motion to return to open session. Ms. Davis 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. Pearson and passed unanimously.

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Upon motion by Mr. McCarthy and second by Mr. Miller, unanimous approval was given to the following group of resolutions as considered in closed session.

- **Resolution to Approve Appointments to Emeritus/a Status (4)** - Attachment FF
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (21)** - Attachment GG

- **Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (3)** - Attachment HH
- **Resolution to Approve Appointments with Tenure (5)** - Attachment II
- **Resolution to Ratify Personnel Changes Report** - Attachment JJ
- **Resolution to Approve Facility Naming (1)** - Attachment KK

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

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Rector Rocovich remarked that this is an exceptionally hard-working board that is committed to fulfilling its fiduciary responsibilities. He noted the following assignments that board members had accepted in addition to their committee work:

- **Diversity, Equity, and Inclusion (DEI) -** Dr. Dye and Mr. Miller will be the liaisons to work with the administration to ensure compliance with new DEI regulations and to exercise due diligence in assuring that the university remains in compliance as regulations and guidelines evolve. They will provide a report to the board at the November meeting.

- **Real Estate/On-Campus Residential Housing** - Ms. Stosser and Dr. Dye will work with Amy Sebring, Dwyn Taylor, and other administrators.

- **Provost Search Committee** – Ms. Johnson will serve as a member of the Provost search committee.

- **Academic Program Review** – Mr. Moser and Ms. Smith will be the liaisons to work with the team led by Provost Clark to evaluate academic programs.

- **Athletics** – Mr. McCarthy and Mr. Pearson will work with the finance team to come back to the board with a firm set of recommendations by the end of September so that the board can give direction to the administration for funding athletics.

Phased Enrollment Growth - Additionally, the Rector charged Executive Vice President and COO Amy Sebring and Executive Vice President and Provost Cyril Clarke by the November board meeting to develop a phased approach to increase undergraduate enrollment beginning at 1 percent growth and increasing in half-percent increments up to 40,000 students. Additionally, the plan should reduce the ratio of graduate to undergraduate students from 5:1 to 4:1 (thus increasing the number of graduate students). The plan should address corresponding impacts on instruction, housing, dining, and other services

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The meeting was adjourned at 11:32 a.m.

The dates of the next regular meeting are November 17-18, 2025, in Alexandria, VA.

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John G. Rocovich, Jr., Rector

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Kim O'Rourke, Secretary

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Tab B **Open Session Agenda** – Wednesday, August 20, 2025

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Tab D **Approval of Consent Agenda Open Items**
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- Minutes of Retreat – Monday, August 18, 2025
- Minutes from August 19, 2025, Executive Committee Meeting
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- Academic, Research, and Student Affairs Committee General Report – Tuesday, August 19, 2025, Meeting
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- Compliance, Audit, and Risk Committee General Report – Tuesday, August 19, 2025, Meeting
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- Resolution for Exclusion of Certain Officers/Directors
- Resolution to Approve Bachelor of Arts (B.A.)/Bachelor of Science (B.S.) degree designation in Geography
- Resolution on the Demolition of University Building No. 0124A
- Resolution on the Demolition of University Building No. 0578
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- Resolution on the Joint Appointment to the Virginia Tech/Montgomery Regional Airport Authority
- Resolution on the Appointment to the New River Valley Emergency Communications Regional Authority
- Approval of Subscription-Based IT Arrangement (SBITA) with Microsoft
- Report of Research and Development Disclosures (no action required)

Tab E **Report of the Academic, Research, and Student Affairs Committee** - Agenda/Briefing Report

Tab F **<u>Academic, Research, and Student Affairs Committee Agenda Items for Board Approval</u>**
- Resolution to Revise Chapter 7 of the Faculty Handbook Regarding the A/P Faculty Grievance Process

Tab G **Report of the Buildings and Grounds Committee** - Agenda/Briefing Report

Tab H **<u>Buildings and Grounds Committee Agenda Items for Board Approval</u>**
- **Approval of the Nongeneral Fund Capital Outlay Plan for 2026-2032
- **Approval of Resolution for Planning the Academic Building One – Sixth Floor Upfit
- **Approval of Resolution for Planning the Campbell Hall Renovation
- **Approval of Resolution for Planning a New Residence Hall

Tab I **Report of the Compliance, Audit, and Risk Committee** – Agenda/Briefing Report

Tab J **Report of the Finance and Resource Management Committee** – Agenda/Briefing Report

Tab K **Finance and Resource Management Committee Agenda Items for Board Approval**

- **Approval of the Nongeneral Fund Capital Outlay Plan for 2026-2032
- **Approval of Resolution for Planning the Academic Building One – Sixth Floor Upfit
- **Approval of Resolution for Planning the Campbell Hall Renovation
- **Approval of Resolution for Planning a New Residence Hall
- Approval of Year-to-Date Financial Performance Report (July 1, 2024 – June 30, 2025)

Tab L **Open Session President's Report and Items for Board Approval**

- Resolutions of Appreciation (4)

Tab M **Constituent Reports – (No action required)**

- Undergraduate Student Representative to the Board – Thomas Feely
- Graduate/Professional Student Representative to the Board – Katherine Drinkwater Gregg
- Staff Representative to the Board – Amber Hagan
- Administrative and Professional Faculty Representative to the Board – Marlena Lester
- Faculty Representative to the Board – Justin Lemkul

Tab N **Motion to Begin Closed Session**

Tab O **Closed Session Agenda** – Wednesday, August 20, 2025

Tab P **Closed Session Salary and Personnel Actions for Board Approval**

- Resolution to Approve Appointments to Emeritus/a Status (4)
- Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (21)
- Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (3)
- Resolution to Approve Appointments with Tenure (5)
- *Resolution to Ratify Personnel Changes Report

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

- Approval of Resolution for Facility Naming (1)

Tab R **Closed Session Reports** – (No action required)

- Litigation Report

Tab S **Motion to Return to Open Session**

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.