

MINUTES

June 11, 2024

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, June 11, 2024, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, 620 Drillfield Drive, Blacksburg, Virginia 24061.

Present

Edward H. Baine (Rector)
David Calhoun (Vice Rector)
Carrie H. Chenery
Sandy C. Davis
Nancy Dye
Greta J. Harris
Brad Hobbs
William Holtzman
Donald Horsley
L. Chris Petersen
John Rocovich
Jeff Veatch

Absent

Anna L. James
Letitia A. Long

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), Simon Allen, Mac Babb, Lynsay Belshe, Bob Broyden, Brock Burroughs, Cyril Clarke, Al Cooper, Debbie Day, Riley DeHORITY, Corey Earles, Alisha Ebert, Juan Espinoza, Ron Fricker, Rachel Gabriele, Ellington Graves, Rebekah Gunn, Dee Harris, Kay Heidbreder, Tim Hodge, Elizabeth Hooper, Frances Keene, Sharon Kurek, Christophe Larroque, Evan Lavender-Smith, Justin Lemkul, Lu Liu, Elizabeth McClanahan, Nancy Meacham, Bryanna Meredith, Rachel Miles, Mike Mulhare, April Myers, Leslie Orellana, Mark Owczarski, Charlie Phlegar, Sharon Pitt, Ellen Plummer, William Poland, Jon Porter, Paul Richter, Lori Rose, Lisa Royal, Saonee Sarker, Kiera Schneiderman, Amy Sebring, Brennan Shepard, Dee Dee Somervell, Dan Sui, Aimee Surprenant, John Tarter, Don Taylor, Dwyn Taylor, Jon Clark Teglas, Tracy Vosburgh.

The meeting was livestreamed for the public via YouTube; there were 56 concurrent viewers on YouTube and a total of 53 views.

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There was no public comment period.

Rector Baine convened the meeting and welcomed everyone. He welcomed Simon Allen, the new Vice President for Finance. He noted that the board held an information session the previous day and had presentations/discussions on litigation, the Northern Virginia plan, the Innovation Campus, and research. Rector Baine also commented that the board members enjoyed touring Hitt Hall and various other construction sites in the north academic district. He also conveyed the board's appreciation to Alan Grant, Dean of the College of Agriculture and Life Sciences; Bob Broyden, Interim Vice President for Capital Planning, Infrastructure, and Facilities; and Tracy Vosburgh, Vice President for Communications and Marketing, upon their retirement.

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

[*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 Mr. Calhoun, and approved unanimously.

- **Minutes from April 9, 2024, BOV Meeting**
- **Minutes from May 8, 2024, Special BOV Meeting**
- **Minutes from June 10, 2024, BOV Executive Committee Meeting** - Attachment A
- **Minutes of Information Session on June 10, 2024** - Attachment B
- **Minutes from June 11, 2024, Nominating Committee Meeting** – Attachment C
- **Minutes from June 11, 2024, Committee Chairs Meeting** – Attachment D
- **Academic, Research, and Student Affairs Committee General Report (6/11/24)** - Attachment E
- **Buildings and Grounds Committee General Report (6/11/24)** - Attachment F
- **Compliance, Audit, and Risk Committee General Report (6/10/24)** - Attachment G
- **Finance and Resource Management Committee General Report (6/11/24)** - Attachment H

- **Governance and Administration Committee General Report (6/11/24) - Attachment I**

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

- **Resolution to Approve Revised Extension Faculty Tracks – Attachment J**
- **Resolution to Revise Faculty Handbook Language on Nominations to University Distinguished Professor and Alumni Distinguished Professor – Attachment K**
- **Resolution to Update the Faculty Handbook Description of Expectations for Promotion and Tenure – Attachment L**
- **Resolution to Approve 2024-2025 Student Code of Conduct – Attachment M**
- **Resolution to Approve Organizational Change at the Northern Virginia Center Located in Falls Church, Virginia – Attachment N**
- **Ratification of 2024-25 Faculty Handbook – Attachment O**

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve an Appointment to the Blacksburg-Virginia Polytechnic Institute Sanitation Authority – Attachment P**
- **Resolution to Approve an Appointment to the Montgomery Regional Solid Waste Authority – Attachment Q**
- **Resolution to Approve an Appointment to the New River Valley Regional Water Authority – Attachment R**
- **Resolution to Approve the Demolition of University Buildings No. 0438 and No. 0440A – Attachment S**

From the Finance and Resource Management Committee Consent Agenda:

- **Approval of 2024-25 Hotel Roanoke Conference Center Commission Budget – Attachment T**
- **Approval of Revisions to Policy 12005, Policy on Commemorative Tributes – Attachment U**
- **Approval of Resolution for Authority to Increase Loan to University-Related Corporation – Attachment V**

From the Governance and Administration Committee Consent Agenda:

- **Resolution to Revise the University Council Constitution** – Attachment W
- **Resolution to Approve an Appointment to the New River Valley Passenger Rail Station Authority** – Attachment X
- **Resolution to Approve an Appointment to the Roanoke Valley Broadband Authority Board** – Attachment Y

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

- **Notification of Provisions of the Appropriation Act Relating to Indebtedness of State Agencies** - Attachment Z
- **Atlantic Coast Conference Governing Board Certification** - Attachment AA
- **Report of Research and Development Disclosures** - Attachment BB

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. Harris for the report of the Buildings and Grounds Committee.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Baine called on Mr. Calhoun for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Baine called on Mr. Calhoun for the report of the Finance and Resource Management Committee.

As part of the Finance and Resource Management Committee report by Mr. Calhoun and with the endorsement of the Academic, Research, and Student Affairs Committee, approval of the following resolution was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed unanimously.

Approval of 2023-24 Promotion, Tenure, and Continued Appointments

That the recommendations for promotion and/or tenure or continued appointment for specific faculty be approved in accordance with the faculty compensation plan. (Copy filed with the permanent minutes and marked Attachment TT.)

As part of the Finance and Resource Management Committee report by Mr. Calhoun and with the endorsement of the Academic, Research, and Student Affairs Committee, approval of the following resolution was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed unanimously.

Ratification of Personnel Changes Report

That the board ratify the Faculty Personnel Changes Report, as amended. (Copy filed with the permanent minutes and marked Attachment UU.)

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

Approval of 2024-25 University Operating and Capital Budgets

That the proposed fiscal year 2024-25 operating and capital budgets, as displayed on Schedules 1, 2, and 3, be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

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

Approval of Resolution to Amend Delegation of Authority for Selected Personnel Actions

That the resolution to amend the delegation of authority for selected personnel actions be approved. (Copy filed with the permanent minutes and marked Attachment DD.)

As part of the Finance and Resource Management Committee report by Mr. Calhoun and with the endorsement of the Academic, Research, and Student Affairs Committee, approval of the following resolution was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed unanimously.

Approval of 2024-25 Faculty Compensation Plan

That the proposed 2024-25 Faculty Compensation Plan be approved. (Copy filed with the permanent minutes and marked Attachment EE.)

Note: The 2024-25 Faculty Compensation Plan contained an update on the 2023-24 Faculty Compensation Plan. Consistent with the biennial budget approved by the Governor and General Assembly, the Board of Visitors approved an average three-percent faculty merit increase for teaching, research, administrative and professional faculty, effective June 10, 2024, to be reflected in the July 1, 2024, paycheck, with salary increases being implemented differentially based on individual performance. The President, or designee, shall implement the results of the merit program within the parameters specified in the final state Appropriation Act and the university's Faculty Compensation Plan. A summary of the results of this process will be shared with the board at its next regularly scheduled meeting following full implementation of the plan.

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

Approval of 2024-25 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2024-25 be approved. (Copy filed with the permanent minutes and marked Attachment FF.)

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

Approval of Graduate Candidacy Status Tuition Rate

That the Graduate Candidacy Status Tuition Rate be approved. (Copy filed with the permanent minutes and marked Attachment GG.)

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

**Approval of Year-to-Date Financial Performance Report
(July 1, 2023 – March 31, 2024)**

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, 2023, through March 31, 2024, and the Capital Outlay Report be approved. (Copy filed with the permanent minutes and marked Attachment HH.)

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Baine called on Mr. Petersen for the report of the Governance and Administration Committee.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Harris, and passed unanimously.

Approval of Resolution Ratifying Updates to the Virginia Tech Safety and Security Committee Structure

That updates to the Virginia Tech Safety and Security Committee Structure be approved. (Copy filed with the permanent minutes and marked Attachment II.)

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Harris, and passed unanimously.

Resolution to Approve Revisions to Policy 1025 on Harassment, Discrimination and Sexual Assault and to Discontinue Policy 1026 on Title IX Sexual Harassment and Responsible Employee Reporting

That the resolution to revise Policy 1025 as proposed and to discontinue policy 1026 be approved effective August 1, 2024, with the provision that this resolution will be null and void if any of the lawsuits that have been filed requesting that the Final Rule of Title IX be vacated in whole or in part is successful or a preliminary injunction is granted prior to August 1, 2024. (Copy filed with the permanent minutes and marked Attachment JJ.)

Note: On June 17, 2024, the United States District Court, Eastern District of Kentucky, Northern Division (at Covington) granted the motions for a preliminary injunction/stay filed by Virginia and five other states. Civil Action No. 2: 24-072-DCR

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Petersen, seconded by Ms. Harris, and passed unanimously.

Resolution to Amend the Board of Visitors Bylaws

That the Resolution to Amend the Board of Visitors Bylaws be approved. (Copy filed with the permanent minutes and marked Attachment KK.)

Mr. Petersen also reported on the board's annual self-assessment, which was very favorable. Rector Baine reminded the board that it is good to be proud, but never satisfied.

PRESIDENT'S REPORT

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

CONSTITUENT REPORTS (no action required)

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

The students' reports were delivered at the board's information session on June 10, and the reports of the staff, administrative and professional faculty, and faculty representatives were delivered at the full board meeting. (Copies filed with the permanent minutes and marked Attachment MM.)

Rector Baine presented certificates of appreciation to the three constituent representatives whose terms are ending: William Storey, Emily Tirrell, and Joseph Merola. He then welcomed Leslie Orellana as the incoming Undergraduate Student Representative, William Poland as the incoming Graduate/Professional Student Representative, Janice Austin as the continuing Administrative and Professional Faculty Representative, LaTawnya Burleson as the continuing Staff Representative, and Rachel Miles as the incoming Faculty Representative.

Motion to Begin Closed Session

Mr. Calhoun 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. Discussion of contract for work to be performed.
3. Fundraising.

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

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

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

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Motion to Return to Open Session

Following the closed session, the doors were opened, members of the public were invited to return to the meeting, and the livestream resumed. Rector Baine asked Mr. Calhoun to make the motion to return to open session. Mr. Calhoun 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. Petersen and passed unanimously.

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Upon motion by Mr. Rocovich and second by Dr. Dye, approval was given to the following group of resolutions considered in closed session. Items marked with an asterisk were considered by the Academic, Research, and Student Affairs Committee.

- ***Resolution to Approve Appointments to Emeritus/a Status (4)** – Attachment NN
- ***Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (14)** - Attachment OO
- ***Resolution to Approve Appointments with Tenure (2)** – Attachment PP
- ***Resolution to Approve Appointment with Tenure-to-Title (1)** – Attachment QQ
- ***Resolution to Approve Faculty Research Leave (1)** – Attachment RR
- **Resolution to Approve Facility Naming (1)** – Attachment SS

Election of Rector and Vice Rector for 2024-2025

Rector Baine called on Ms. Harris, for a report of the Nominating Committee for officers of the board. On behalf of the Nominating Committee, which Ms. Harris chaired, and which also included Mr. Hobbs and Mr. Petersen, Ms. Harris presented the following nominees:

Rector: Ed Baine
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 Rector. Rector Baine then asked if there were any other nominations from the floor for the position of Vice Rector. There being no additional nominations, Ms. Harris made a motion for approval of the nominees presented. The motion was seconded by Mr. Rocovich and passed unanimously.

In accordance with the board’s bylaws, Kim O’Rourke, Vice President for Policy and Governance, serves as Secretary to the board.

Rector Baine, along with President Sands, thanked Ms. Chenery, Ms. Harris, Mr. Petersen, and Mr. Veatch for their service on the board as their terms come to an end.

Rector Baine announced that the Executive Committee would review the committee and meeting structure and bring any recommendations forward to the board.

The meeting was adjourned at 2:58 p.m.

The dates of the next regular meeting are August 27-28, 2024, in Blacksburg, VA.

Edward H. Baine, Rector

Kim O'Rourke, Secretary