

## Open Session Report

### GOVERNANCE AND ADMINISTRATION COMMITTEE

June 11, 2024

**Committee Members Present:** Chris Petersen (Chair), Ed Baine (Rector), Nancy Dye,

**Committee Members Absent:** Jeff Veatch

**Other Board Members Present:** Dave Calhoun, Carrie Chenery, Don Horsley

**Board Representatives Present:** Janice Austin, Joe Merola, Will Storey, Emily Tirrell

**VPI&SU Faculty and Staff Present:** Lauren Augustine, Mac Babb, Al Cooper, Mike Friedlander, Bryan Garey, Martha Glass, Suzanne Griffin, Dee Harris, Kay Heidbreder, Frances Keene, Sharon Kurek, Mike Mulhare, Justin Noble, Kelly Oaks, Kim O'Rourke, Sharon Pitt, Katie Polidoro, Lori Rose, Tim Sands, Amy Sebring, Dan Sui, Lisa Wilkes

**Other Guests:** Leslie Orellana, William Poland

The meeting was called to order at 11:33 am. A quorum was present.

1. **Welcome and Opening Remarks.** Chris Petersen, Chair of the Governance and Administration Committee, welcomed committee members, guests, and invited participants.
2. **Consent Agenda.** The committee approved the items listed on the consent agenda.
  - a. **Minutes of the November 5, 2024, Meeting.** The committee approved the minutes from its November 2024 meeting.
  - b. **Resolution to Amend the University Council Constitution.** The committee approved amendments made to the University Council Constitution in accordance with the first-year review of the new governance structure implemented in 2022.
  - c. **Resolution to Approve an Appointment to the New River Valley Passenger Rail Station Authority.** The Committee approved the appointment of G. E. "Dwyn" Taylor II, Vice President for Campus Planning, Infrastructure, and Facilities, as a Virginia Tech representative and member on the New River Valley Passenger Rail Station Authority Board of Directors to fill the role vacated by Robert R. Broyden, Interim Vice President for

Campus Planning, Infrastructure, and Facilities, upon his retirement from the university.

- d. Resolution for Approval of Appointment to the Roanoke Valley Broadband Authority Board.** The Committee approved the appointment of Jason Krisch, Director of Information Technology for the Fralin Biomedical Research Institute at VTC, as a Virginia Tech representative and member on the Roanoke Valley Broadband Authority Board to fill the role vacated by previous Vice President and Chief Information Office, Scott Midkiff.
- 3. Resolution to Ratify the Updated Safety and Security Committee Structure.** Assistant Vice President for Emergency Management Mike Mulhare provided an overview of the updated Safety and Security Committee Structure for the committee to consider for approval.

A resolution to ratify the updated university Safety and Security Committee Structure was brought before the committee. The previous structure was ratified in November 2009; the updated organizational structure incorporates lessons learned during the COVID-19 pandemic. The Safety and Security Policy Committee (SSPC) transitioned into the Incident Leadership Team (ILT), which provided the necessary decision-making capability to manage the rapidly expanding challenges of the pandemic. The ILT retains many of the same responsibilities of the SSPC and is chaired by the President. Additionally, a new University Safety and Security Committee reporting through the Executive Vice President and Chief Operating Officer (EVPCOO) was established. This new committee will be responsible for providing an avenue of engagement with the university community on safety and security related issues and concerns. Members of the committee will be appointed by the EVPCOO, and membership will include representatives from across the campus community. No changes were made to the Threat Assessment Team structure.

The committee approved the Resolution to Ratify the Updated Safety and Security Committee.

- 4. 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.** Title IX Coordinator Katie Polidoro briefed the committee on new federal regulations related to Title IX that go into effect on August 1, 2024, and introduced the 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 for the committee to consider for approval.

In April, new federal Title IX regulations were released that include an expanded definition of sex discrimination, new definitions of sex-based harassment and

retaliation, changes to the grievance procedures, and requirements that reasonable modifications be offered to students balancing pregnancy with academics. Accordingly, it is recommended that Policy 1026 on Title IX Sexual Harassment and Responsible Employee Reporting be rescinded because a stand-alone policy related to Title IX sexual harassment and violence is no longer necessary, and that Policy 1025 on Harassment, Discrimination and Sexual Assault become the comprehensive discrimination policy for the university. The policy changes would go in effect August 1, when the regulations go into effect.

The Committee approved the Resolution to Revise Policy 1025 on Harassment, Discrimination, and Sexual Assault and to Discontinue Policy 1026 on Title IX Sexual Harassment and Responsible Employee Reporting, effective August 1, 2024. However, there is pending litigation in five jurisdictions requesting that the Final Rule of Title IX be vacated and seeking a nationwide preliminary injunction to bar the regulations from going into effect pending the outcome of the cases. If any of these cases is successful or the injunction is granted, then this resolution will not go into effect. On the other hand, if the litigation is unsuccessful and there is no injunction by August 1, 2024, then changes to the Faculty Handbook and Student Code of Conduct that correspond with the policy changes in this resolution will be brought forward to the board for approval.

**(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)

5. **Resolution to Revise the Board of Visitors Bylaws.** Vice President and Secretary to the Board Kim O'Rourke reviewed revisions of the Board of Visitors Bylaws for the committee to consider for approval.

Proposed revisions to the Bylaws delegate authority to the President to implement annual compensation plans authorized by the General Assembly or the Board of Visitors. This includes merit-based programs. In a related action, the Finance and Resource Management Committee is bringing forward a corresponding recommendation to the board to revise accordingly the delegation of authority resolution for certain faculty appointments and compensation.

The committee approved the Resolution to Revise the Board of Visitors Bylaws, effective immediately.

6. **Board Self-Assessment.** Vice President and Secretary to the Board, Kim O'Rourke, provided an overview of the results from the 2024 annual board self-assessment survey.

The assessment was completed by 13 of 14 board members, the five constituent representatives, and seven administrators who work most closely with the board.

Items were scored on a scale of 1-5, with 5 being the most favorable, and consisted of the six categories of strategic planning, shared governance, finance and risk, student experience, meeting dynamics, and board culture. As in the past, the category rated most highly was board culture. Overall, results were most favorable, with no responses averaging below a 3.0. Areas needing attention include making sure that diverse viewpoints are sought out during discussion; succession planning; reviews of educational quality based on multiple factors; recruitment of high-quality faculty and staff; monitoring of non-college based and co-curricular activities; the use of relevant data to monitor strategic initiatives; and reviews of accreditation and responses to identified concerns or deficiencies. Suggestions to help improve board performance include shorter presentations in favor of more board engagement, as the board wishes to share input and expertise, not just act as a rubber stamp. They would also like the opportunity to learn more about what is discussed at other committees. Top challenges facing the university include: accurately forecasting the future of the higher education landscape and achieving goals related to the VT Advantage, VT Global distinction, and the innovation campus; finances and a sustainable business model; attracting and retaining top talent; remaining apolitical and fostering an environment of free speech while maintaining campus safety and strengthening student-administrator communications; and the new era of intercollegiate sports. Areas in which the board requires more information include: operating and business models and strategies to assist in the alleviation of dependence on tuition increases; metrics and milestones for the VT Advantage and VT Global Distinction; the impacts of AI and cybersecurity on operation and safety effectiveness; staying abreast on issues peer institutions are facing and their responses; alignment with national and global environmental standards; and space utilization and repurposing existing space as an alternative to new construction.

**7. Future Agenda Items and Closing Remarks.** Chris Petersen, Chair of the Governance and Administration Committee, offered closing remarks.

There being no more business, the meeting was adjourned at 11:11 am.

## Open Session Agenda

### GOVERNANCE AND ADMINISTRATION COMMITTEE

10:30am, NCB 210

June 11, 2024

#### OPEN SESSION

<u>Agenda Item</u>	<u>Reporting Responsibility</u>
1. Welcome and Opening Remarks	Chris Petersen
2. Consent Agenda	Chris Petersen
a. Approval of November 5, 2024, Meeting Minutes	
* b. Resolution to Amend the University Council Constitution	
* c. Resolution to Approve an Appointment to the New River Valley Passenger Rail Station Authority	
* d. Resolution for Approval of Appointment to the Roanoke Valley Broadband Authority Board	
*# 3. Resolution to Ratify the Updated Safety and Security Committee Structure	Mike Mulhare
* 4. 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	Kelly Oaks Katie Polidoro
* 5. Resolution to Revise the Board of Visitors Bylaws	Kim O'Rourke
# 6. Board Self-Assessment	Kim O'Rourke
7. Future Agenda Items and Closing Remarks	Chris Petersen

**GOVERNANCE AND ADMINISTRATION COMMITTEE**

**Consent Agenda**


- a) **Minutes of the November 5, 2023, Meeting**
- b) **Resolution to Revise the University Council Constitution**
- c) **Resolution to Approve Appointment to Highspeed Rail Authority**
- d) **Resolution for Approval of Appointment to the Roanoke Valley Broadband Authority Board.**

## Board of Visitors Self-Assessment Summary

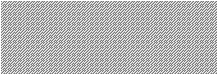
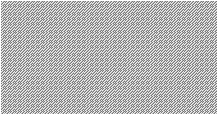
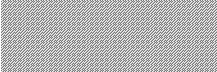
May 2024

**Respondents:** 13 BOV Members, 5 Constituent Representatives; 7 Administrators

**Note:** *Italics indicate > 0.2 gap between 2024 overall and BOV scores.*

 Indicates that the question did not fall in the respective category in 2023.

Average Scores Per Category (descending order) (poor=1; excellent=5) Category No.		2024		2023	
		BOV Score	Overall Score	BOV Score	Overall Score
6.	Board Culture	4.80	4.83	4.68	4.70
5	<i>Meeting Dynamics</i>	4.23	4.44	4.35	4.44
3.	Finance and Risk	4.12	4.23	4.11	4.23
1.	Strategic Planning	4.08	4.07	4.02	4.09
4.	Student Experience	3.95	3.94	3.95	3.92
2.	Shared Governance	3.88	4.01	4.00	4.03

Areas Possibly Needing Attention: (poor/disagree=1; excellent/agree=5) (worst to better) Item No.		2024		2023	
		BOV Score	Overall Score	BOV Score	Overall Score
2.6	The board seeks out and considers diverse and competing points of view when discussing critical issues.	3.33	3.52	3.92	3.84
2.4	<i>The board has a succession plan in place to address the departure or absence of the president, whether planned or unplanned.</i>	3.42	3.67	3.00	3.26
2.7	<i>The board demonstrates a commitment to freedom of expression and practices civil discourse, serving as a role model for the university community</i>	3.83	4.04		
1.1	The board is actively involved in shaping and supporting the institution's mission, strategy, and direction.	3.85	4.00	4.23	4.32
3.3	<i>The board holds the administration accountable for the safeguarding of university assets and implementing robust controls, ensuring that resources are utilized effectively and efficiently.</i>	3.85	4.16		
4.3	The board reviews educational quality based on current information regarding student learning outcomes, retention and graduation rates, experiential learning opportunities, first destination after graduation, etc.	3.85	3.76	3.92	3.88
4.5	The board ensures policies and practices are in place to protect freedom of expression and inquiry and institutional autonomy.	3.85	4.04		

## Board of Visitors Self-Assessment Summary May 2024

Areas Possibly Needing Attention: (poor/disagree=1; excellent/agree=5) (worst to better)		2024		2023	
Item No.		BOV Score	Overall Score	BOV Score	Overall Score
2.5	The board remains informed of the ideas and perspectives of the faculty and staff (and students when appropriate) on major institutional issues, valuing their contributions to institutional governance.	3.92	4.08	4.00	4.00
2.8	The board ensures both the development and implementation of strategies that foster a campus-wide culture of inclusion.	3.92	4.00		
3.6	The board encourages an appropriate level of risk-taking to foster innovation and growth while maintaining a vigilant approach to managing associated risks.	3.92	4.00		
4.4	The board ensures the recruitment and retention of high-quality faculty and staff.	3.92	3.92	3.85	3.72
4.7	The board monitors non-college-based or co-curricular activities, such as the Corps of Cadets, athletics, living/learning communities, fraternity and sorority life, etc.	3.92	3.92	3.85	3.80
5.1	<i>Board meetings encourage constructive, high-quality, respectful exchanges and active engagement with robust and probing discussions.</i>	3.92	4.28		
1.6	The board uses relevant data to monitor progress on strategic initiatives.	4.00	3.92	3.77	3.88
4.6	The board reviews university and college/department accreditation reports and administration's response to identified concerns or deficiencies.	4.08	3.88	3.77	3.75
<b>Items receiving a score of 1 or 2 by at least two respondents (and not listed above):</b>					
2.3	The board mutually agrees upon and approves annual performance goals for the president.	4.08	4.17		
5.6	<i>The board members participate in the coordination of board work and shaping meeting agendas.</i>	4.08	4.44		
3.4	The board holds the administration accountable for identifying, monitoring, and informing the board of enterprise risks and developing plans for mitigating risks as appropriate.	4.15	4.32		
5.5	<i>The board holds the administration accountable for providing balanced and complete information with meaningful data and metrics that is inclusive of all relevant perspectives to inform the board's decisions and for following through on action items arising from board meetings.</i>	4.15	4.36	4.31	4.16



## Board of Visitors Self-Assessment Summary May 2024

Areas Possibly Needing Attention: (poor/disagree=1; excellent/agree=5) (worst to better) Item No.		2024		2023	
		BOV Score	Overall Score	BOV Score	Overall Score
<b>Items from 2023 <u>not</u> continued forward as needing attention:</b>					
1.3	The board ensures that the institution has a multi-year financial plan that is aligned with its strategic priorities.	4.23	4.08	3.85	4.00
1.4	The board is well informed of current issues and risks facing higher education and the associated institutional impacts, e.g., debt, value of college degree, enrollment cliff, mental health, technology, tension between free speech and harassment, etc.	4.15	4.24	3.85	3.84
4.2	The board remains well informed of signature programs and the breadth of offerings available.	4.00	4.00	3.85	3.84
2.2	The board collaborates with the president and appropriate constituent groups to gain support for established institutional goals.	4.31	4.28	3.92	4.04

Highest-rated Items: (descending order) (poor/disagree=1; excellent/agree=5) Item No.		2024		2023	
		BOV Score	Overall Score	BOV Score	Overall Score
6.6	The board adheres to and appropriately addresses violations of the board's Code of Ethics.	5.00	4.87	4.77	4.54
6.2	The board respects the confidentiality of board and committee materials and discussions.	4.92	4.96	4.69	4.84
6.4	The board understands and respects who may speak on behalf of the board or the institution.	4.92	4.96	4.77	4.76
6.7	The board avoids micro-management by focusing on board-level work in lieu of daily operations within the responsibility of the administration of the institution.	4.92	4.80	4.69	4.56
6.8	The board acts in good faith with appropriate diligence, care, and skill.	4.92	4.96	4.92	4.96
6.9	The board takes reasonable care to ensure the institution is legally and ethically compliant with its mission, the law, and all institutional policies.	4.92	4.96	4.92	4.96
6.10	The board retains its independence from external and internal stakeholders and acts in the best interests of the institution.	4.85	4.68	4.69	4.64
6.12	My time, energy, and expertise are put to good use.	4.77	4.80	4.54	4.56
6.1	The board conducts itself in ways that inspire the confidence and trust of its constituents, serving as a role model for integrity and ethical leadership.	4.62	4.80	4.62	4.72

## Board of Visitors Self-Assessment Summary

May 2024

6.3 The board promotes trust among board members through a culture based on openness and respect.	4.62	4.76	4.62	4.79
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Highest-rated Items: (descending order) (poor/disagree=1; excellent/agree=5) Item No.	2024		2023	
	BOV Score	Overall Score	BOV Score	Overall Score
6.5 The board members speak openly during board meetings but after a vote is taken, support the decision of the board.	4.62	4.76	4.46	4.54
6.11 The board focuses its time on issues of greatest consequence to the institution.	4.54	4.68	4.46	4.52
3.5 The board stays abreast of legal and other issues affecting the national landscape for intercollegiate athletics and exercises appropriate oversight of VT's intercollegiate athletics program.	4.46	4.46		
5.4 The board receives succinct reports/presentations from committees that frame productive discussion and facilitate decision-making.	4.46	4.52		
5.2 The committees are properly structured and perform their delegated roles, reporting back clearly and fully to the board.	4.38	4.56	4.38	4.64
5.7 Meeting agendas allocate the majority of time to the university's strategic priorities and most critical issues facing the university.	4.38	4.56		
1.3 The board ensures that the institution has a multi-year financial plan that is aligned with its strategic priorities.	4.23	4.08		
1.5 The board refers to the institutional mission, its strategic priorities, and risks to inform effective decision-making.	4.23	4.20		
3.1 The board reviews budget and periodic financial reports to ensure financial management supports the university mission and reflects institutional priorities, balancing short-term needs with long-term goals.	4.23	4.32		
5.3 The board's time is allocated appropriately between the university's three missions of instruction, research, and outreach/engagement.	4.23	4.36		

**Board of Visitors Self-Assessment Summary**

May 2024

**To improve board's performance:**

- \* Shorter presentations and more time for board engagement. The board wants the opportunity to share their input and expertise and have their questions answered. They do not want to be a rubber stamp.
- \* Opportunities to learn more about what is happening at other committees.

**Top challenges facing the university:**

- \* Accurately forecasting the higher ed environment for the next 10 years: enrollment, programmatic growth and decline, impact of AI and other technologies.
- \* Establishing plans to achieve goals for the VT Advantage, VT Global Distinction, and Innovation Campus.
- \* Aligning university priorities to realistic budget revenues; constrained resources. Programmatic growth and decline. Eliminate extraneous activities. Find the right balance of resources to finance major initiatives while supporting basic programs and critical enabling infrastructure.
- \* Develop a sustainable business model not so heavily dependent on tuition increases. Develop multi-year plan for tuition. Diversify funding resources; increase endowment; build financial and organizational resilience. Implement a centralized model for SELECTIVE functions.
- \* Attract and retain top, forward-thinking talent. Address competitive salaries/benefits, housing cost, and challenges of rural area.
- \* Career-connected relevance - demonstrating the value proposition for a four-year or advanced degree. Also ensuring that faculty play the pre-eminent role in determining programs and not outside influences.
- \* The new era for intercollegiate sports
- \* Political polarization. Remain apolitical in VT's commitment to being a welcoming and inclusive institution.
- \* Creating a culture in which the exchange of ideas and free speech are encouraged, with a focus on respectful interactions and constructive dialog. Balancing free speech with the need to ensure public safety.
- \* Student-administrator communications.

**Areas about which the board needs more information:**

- \* Underlying operating and business models that drive instruction and research. Expenditures not related to teaching, research, and extension. Strategies to achieve long-term financial stability to alleviate dependence on tuition increases.
- \* Development of metrics and milestones for the two primary initiatives: VT Advantage and VT Global Distinction.
- \* Impact of AI, generative AI, and cybersecurity on the effectiveness of operations and safety of the institution.

## **Board of Visitors Self-Assessment Summary**

**May 2024**

- \* Benchmarking on current issues in common with other universities and how those universities are addressing them.
- \* VT's alignment with national and global environmental standards.
- \* From 2023 - Space utilization and options for repurposing existing space as an alternative to new construction.