Approved

MINUTES

June 3, 2025

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, June 3, 2025, at 1:15 p.m. in the Classroom Building (Room 260), Virginia Tech Campus, 1455 Perry Street, Blacksburg, Virginia 24061.

Present	**Absent**
Edward H. Baine (Rector)	
David Calhoun (Vice Rector)	
Sandy C. Davis	
Nancy Dye	
William Holtzman	
Donald Horsley	
Anna L. James	
Starlette Johnson	
Letitia A. Long	
Ryan D. McCarthy	
Jim Miller	
J. Pearson	
John Rocovich	
Jeanne Stosser	

Constituent Representatives:
Leslie Orellana, Undergraduate Student Representative
William Poland, Graduate/Professional Student Representative
LaTawnya Burleson, Staff Representative
Janice Austin, Administrative and Professional Faculty Representative
Rachel Miles, Faculty Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Simon Allen, Mac Babb, Whit Babcock, David Baker, Brian Britt, Eric Brooks, Brock Burroughs, Kristie Caddick, Ann Cassell, Cyril Clarke, Lance Collins, Al Cooper, Nicholas Copeland, Deborah Day, Katherine Drinkwater, Heather Ducote, Corey Earles, Abbey Erwin, Juan Espinoza, Ron Fricker, Ian Friend, Rachel Gabriele, Guru Ghosh, Nannette Gordon, Chelsea Haines, Dee Harris, Kay Heidbreder, Cyndi Hutchison, Frances Keene, Sharon Kurek, Christine Labuski, Justin Lemkul, Elizabeth McClanahan, Nancy Meacham, Joe Merola, April Myers, Mark Owczarski, Kevin Pitts, Lauren Pollard, Audrey Reeves, Paul Richter, Tanya Rogers, Lori Rose, Lisa Royal, Brandy Salmon, Saonee Sarker, Amy Sebring, Brennan Shepard, Dee Dee Somervell, Michael Staples, Michael Stowe, Dan Sui, Aimée Surprenant, John Tarter, Dwyn Taylor, Mollie Taylor, Jon Clark Teglas, Luke Weir, Andrew Woodall, and Chris Yianilos.

The meeting was livestreamed for the public via YouTube; there were 110 concurrent viewers on YouTube and a total of 283 views.

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There was no public comment period.

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Rector Baine convened the meeting and welcomed everyone.

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

[*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.]

During the open session of the Academic, Research, and Student Affairs Committee meeting on June 2, six items were removed from the consent agenda for individual consideration, and thus those six were removed from the full board's consent agenda and are not included in the list below. One of those six resolutions that were shifted to individual consideration by the ARSA committee failed in committee and thus was not brought forward to the full board.

Rector Baine asked for a motion to approve/accept the 18 consent agenda open session items as listed. The motion was made by Mr. Rocovich, seconded by Ms. Davis, and approved unanimously.

- **Minutes from March 25, 2025, BOV Meeting**
- **Minutes from June 2, 2025, BOV Executive Committee Meeting** - Attachment A
- **Minutes from June 2, 2025, Nominating Committee Meeting** – Attachment B
- **Minutes from June 3, 2025, Committee Chairs Meeting** – Attachment C
- **Academic, Research, and Student Affairs Committee General Report (6/2/25)** - Attachment D
- **Buildings and Grounds Committee General Report (6/3/25)** - Attachment E
- **Compliance, Audit, and Risk Committee General Report (6/2/25)** - Attachment F
- **Finance and Resource Management Committee General Report (6/3/25)** - Attachment G
- **Governance and Administration Committee General Report (6/2/25)** - Attachment H

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

- **Resolution to Rename the Department of Biomedical Engineering and Mechanics** – Attachment I
- **Resolution to Approve 2025-26 Student Code of Conduct** – Attachment J
- **Resolution to Revise Graduate Honor System Constitution** – Attachment K

From the Finance and Resource Management Committee Consent Agenda:

- **Approval of 2025-26 Hotel Roanoke Conference Center Commission Budget** – Attachment L
- **Approval of 9(d) Debt Financing Resolution for the New Business Building** – Attachment M

From the Governance and Administration Committee Consent Agenda:

- **Resolution to Affirm Board Policies on Electronic Meetings** – Attachment N

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

- **Notification of Provisions of the Appropriation Act Relating to Indebtedness of State Agencies** - Attachment O

- **Atlantic Coast Conference Governing Board Certification** - Attachment P

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

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REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Baine 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 by Ms. Davis, and passed unanimously.

Resolution to Clarify Eligibility for Postdoctoral Associate Status

That the resolution to clarify eligibility for postdoctoral status be approved and included in the 2025-26 Faculty Handbook. (Copy filed with the permanent minutes and marked Attachment R.)

*****

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

Resolution to Amend the Faculty Handbook to Codify Interest- or Discipline-Based Faculty Organizations

That the resolution to codify interest-based or discipline-based faculty organizations as amended in committee be approved and included in the 2025-26 Faculty Handbook. (Copy filed with the permanent minutes and marked Attachment S.)

*****

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

Resolution to Integrate Chapter 12 into Chapters 2 and 5 of the Faculty Handbook

That the resolution to integrate chapter 12 of the Faculty Handbook into chapters 2 and 5 be approved and included in the 2025-26 Faculty Handbook. (Copy filed with the permanent minutes and marked Attachment T.)

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

Resolution to Codify the Faculty Reconciliation Process Within the Office of Faculty Affairs

That the resolution to codify the faculty reconciliation process within the Office of Faculty Affairs be approved and included in the 2025-26 Faculty Handbook. (Copy filed with the permanent minutes and marked Attachment U.)

*****

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

Ratification of 2025-26 Faculty Handbook, as amended

That the resolution to ratify the 2025-26 Faculty Handbook as amended in committee be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Baine called on Ms. Long for the report of the Buildings and Grounds Committee.

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REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Baine called on Ms. James for the report of the Compliance, Audit, and Risk Committee.

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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, 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, 2024 – March 31, 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 March 31, 2025, and the Capital Outlay Report be approved. (Copy filed with the permanent minutes and marked Attachment W.)

*****

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 2025-26 University Operating and Capital Budgets

That the proposed fiscal year 2025-26 operating and capital budgets, as displayed on Schedules 1, 2, and 3, 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 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 2025-26 Faculty Compensation Plan

That the proposed 2025-26 Faculty Compensation Plan be approved. (Copy filed with the permanent minutes and marked Attachment Y.)

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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 2025-26 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2025-26 be approved. (Copy filed with the permanent minutes and marked Attachment Z.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Baine called on Ms. Davis for the report of the Governance and Administration Committee.

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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 AA.

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CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative to the Board – Leslie Orellana
- Graduate and Professional Student Representative to the Board – William Poland
- Staff Representative to the Board – LaTawnya Burleson
- Administrative and Professional Faculty Representative to the Board – Janice Austin
- Faculty Representative to the Board – Rachel Miles

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

Rector Baine and President Sands presented certificates of appreciation to the five constituent representatives whose terms are ending: Janice Austin, LaTawnya Burleson, Rachel Miles, Leslie Orellana, and William Poland.

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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 information contained in student academic records.

3. The status of current litigation and briefing on actual or probable litigation.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .2, and .7.

The motion was seconded by Mr. Rocovich and passed unanimously. The livestream was suspended.

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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 Ms. James and passed unanimously.

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Upon motion by Ms. Long and seconded by Ms. James, approval was given to the following resolution considered in closed session.

- **Resolution to Ratify Personnel Changes Report, as amended** – Attachment CC

Upon motion by Mr. Pearson and seconded by Mr. Rocovich, approval was given to the following group of resolutions considered in closed session.

- **Resolution to Approve Appointments to Emeritus/a Status (8)** – Attachment DD
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (4)** - Attachment EE
- **Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (11)** - Attachment FF
- **Resolution to Approve Appointments with Tenure (3)** – Attachment GG
- **Resolution to Approve Faculty Research Leaves, as amended in committee (6)** – Attachment HH
- **Resolution to Approve 2024-25 Promotion, Tenure, and Continued Appointments, as amended in committee** – Attachment II

- **Resolution to Approve Facility Namings (5)** – Attachment JJ

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Election of Rector and Vice Rector for 2025-2026

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

Rector: No nominee
Vice Rector: Sandy Davis

With regard to the Rector position, Ms. Long stated that Mr. Rocovich had expressed interest in the position, but the Nominating Committee was not putting his name forward because, per the board's bylaws, he is not eligible for consideration.

Rector Baine stated that the board would proceed with one position at a time beginning with the position of Rector. He stated that there is no nominee from the Nominating Committee and in accordance with the board's bylaws asked for a nomination for Rector from the floor.

Mr. Miller nominated Mr. Rocovich for Rector, notwithstanding the board's bylaws provision that is at issue.

Rector Baine stated that Mr. Rocovich has been nominated for Rector. He explained that according to the board's bylaws, Article I, Section 4, the Rector and Vice Rector may serve a maximum of two one-year terms. Mr. Rocovich has already served as Rector for two one-year terms from 2002 to 2004; therefore, according to the board's bylaws, he is ineligible to serve another term as Rector. He explained that a vote for Mr. Rocovich for Rector would also be a vote for an exception to the board's bylaws, in other words to set aside the term limit in the bylaws in this particular instance for the one-year term beginning July 1, 2025; the board's bylaws would not be changed.

Rector Baine asked if there were any other nominations from the floor for the position of Rector. There being none, he stated that nominations for the position of Rector were closed and called for the vote by a show of hands. He noted that it requires a majority affirmative vote of those board members who are voting to elect the Rector.

Mr. Rocovich was elected the next Rector by a vote of 11 to 2, with Ms. James and Ms. Long opposing and Rector Baine abstaining. After the vote count was announced, Ms. Long clarified her negative vote, explaining that it sets a bad precedent to make an exception to the board's bylaws, and that her vote was not against Mr. Rocovich.

[Note: To enable more board members to have leadership opportunities, the board instituted the term limits for Rector and Vice Rector in 2004 by adding the following

language to their bylaws: “The Rector and Vice Rector may serve a maximum of two one-year terms.” This provision has withstood numerous revisions to the board’s bylaws that have been approved by the board in the ensuing decades.]
Rector Baine then proceeded to the position of Vice Rector. He announced that the Nominating Committee nominated Ms. Davis, and in accordance with the board’s bylaws, he asked if there were any other nominations from the floor for the position of Vice Rector. There being no further nominations, the nominations were closed and Rector Baine called for a vote by a show of hands. Ms. Davis was elected unanimously as the next Vice Rector.

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

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Rector Baine, along with President Sands, thanked Ms. James, Ms. Long, and Mr. Horsley for their service on the board as their terms come to an end.

They then thanked Mr. Calhoun for his service as Vice Rector for the past two years.

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President Sands thanked Rector Baine for his service as Rector for the past two years and presented him with his gavel. In his closing remarks, Rector Baine thanked Governor Northam for appointing him and Governor Youngkin for reappointing him to the board. He stated that Virginia Tech is about serving all citizens across the commonwealth. Addressing the faculty, administrative and professional faculty, staff, and students, he told them that they—the people—are what make Virginia Tech special.

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The meeting was adjourned at 3:57 p.m.

The dates of the next regular meeting are August 18-20, 2025, in Blacksburg, VA.

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Edward H. Baine, Rector

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Kim O'Rourke, Secretary

INDEX – Board of Visitors Meeting – June 2-3, 2025

Cover **Cover, Index, Membership Listing, Committee Assignments**

Tab A **Open Session Agenda** – Tuesday, June 3, 2025

Tab B **Approval of Consent Agenda Open Items**

- Minutes from March 25, 2025, BOV Meeting
- Minutes from June 2, 2025, Executive Committee Meeting
- Minutes from June 2, 2025, Nominating Committee Meeting
- Minutes from June 3, 2025, Committee Chairs Meeting
- Academic, Research, and Student Affairs Committee General Report – Monday, June 2, 2025, Meeting
- Buildings and Grounds Committee General Report – Tuesday, June 3, 2025, Meeting
- Compliance, Audit, and Risk Committee General Report – Monday, June 2, 2025, Meeting
- Finance and Resource Management Committee General Report – Tuesday, June 3, 2025, Meeting
- Governance and Administration Committee General Report – Monday, June 2, 2025, Meeting
- ~~Approval of Resolution to Revise Chapter 7 of the Faculty Handbook~~ – Failed in Committee
- Approval of Resolution to Rename the Department of Biomedical Engineering and Mechanics
- Approval of Resolution to Clarify Eligibility for Postdoctoral Associate Status - Pulled from Consent Agenda
- Approval of Resolution to Amend the Faculty Handbook to Codify Interest- or Discipline-Based Faculty Organizations – Pulled from Consent Agenda
- Approval of Resolution to Integrate Chapter 12 into Chapters 2 and 5 of the Faculty Handbook – Pulled from Consent Agenda
- Approval of Resolution to Codify the Faculty Reconciliation Process within the Office of Faculty Affairs – Pulled from Consent Agenda
- Resolution to Approve 2025-26 Student Code of Conduct
- Approval of Resolution to Revise Graduate Honor System Constitution
- Ratification of 2025-26 Faculty Handbook – Pulled from Consent Agenda
- Approval of 2025-26 Hotel Roanoke Conference Center Commission Budget
- Approval of a 9(d) Debt Financing Resolution for the New Business Building
- Approval of Resolution to Affirm Board Policies on Electronic Meetings
- Notification of Provisions of the Appropriation Act Relating to Indebtedness of State Agencies (no action required)
- Atlantic Coast Conference Governing Board Certification (no action required)
- Report of Research and Development Disclosures (no action required)

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

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

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

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

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

- Approval of Year-to-Date Financial Performance Report (July 1, 2024 – March 31, 2025)
- Approval of 2025-26 University Operating and Capital Budgets
- *Approval of 2025-26 Faculty Compensation Plan
- Approval of 2025-26 Compensation for Graduate Assistants

Tab H **Report of the Governance and Administration Committee** – Agenda/Briefing Report

Tab I **Open Session President's Report**

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

- Undergraduate Student Representative to the Board – Leslie Orellana
- Graduate/Professional Student Representative to the Board – William Poland
- Staff Representative to the Board – LaTawnya Burleson
- Administrative and Professional Faculty Representative to the Board – Janice Austin
- Faculty Representative to the Board – Rachel Miles

Tab K **Motion to Begin Closed Session**

Tab L **Closed Session Agenda** – Tuesday, June 3, 2025

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

- Resolution to Approve Appointments to Emeritus/a Status (8)
- Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (4)
- Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (11)
- Resolution to Approve Appointments with Tenure (3)
- Resolution to Approve Faculty Research Leaves (6)
- *Resolution to Ratify Personnel Changes Report
- *Resolution to Approve 2024-25 Promotion, Tenure, and Continued Appointments

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

- Approval of Resolutions for Facility Namings (5)

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

- Litigation Report

Tab P **Motion to Return to Open Session**

Tab Q **Election of Rector and Vice Rector for 2025-26**

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.

There is no public comment period at this meeting.