

MINUTES

June 6, 2023

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, June 6, 2023, at 1:30 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, 620 Drillfield Drive, Blacksburg, Virginia 24061.

Present

Edward H. Baine (Vice Rector)
Shelley Butler Barlow
David Calhoun
Carrie H. Chenery
Sandy C. Davis
Greta J. Harris
C. T. Hill
Anna L. James
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
Jeff Veatch

Absent

Brad Hobbs
L. Chris Petersen

Constituent Representatives:

Anna Buhle, Graduate/Professional Student Representative
Holli Drewry, Administrative and Professional Faculty Representative
Jamal Ross, Undergraduate Student Representative
Robert Weiss, Faculty Representative
Serena Young, Staff Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Janice Austin, Mac Babb, Callan Bartel, Lynsay Belshe, Eric Brooks, Bob Broyden, Lori Buchanan, LaTawnya Burleson, Brock Burroughs, Cyril Clarke, Al Cooper, Corey Earles, Alisha Ebert, Kari Evans, Ron Fricker, Mike Friedlander, Bryan Garey, Guru Ghosh, Ellington Graves, Dee Harris, Kay Heidbreder, Tim Hodge, Elizabeth Hooper, Frances Keene, Chris Kiwus, Sharon Kurek, Elizabeth McClanahan, Nancy Meacham, Joe Merola, Ken Miller, Mike Mulhare, April Myers, Kelly Oakes, Charlie Phlegar, Ellen Plummer, Menah Pratt, Paul Richter, Julia Ross, Lisa Royal, Amy Sebring, Brennan Shepard, Dee Dee Somervell, Will Storey, Michael Stowe, Aimee Surprenant, John Tarter, Don Taylor, Jon Clark Teglas, Emily Tirrell, Rob Viers, Tracy Vosburgh, Lisa Wilkes, Chris Wise, and a number of students.

The meeting was livestreamed for the public via YouTube; there were 56 concurrent viewers on YouTube and a total of 224 views.

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There was no public comment period.

Rector Long convened the meeting and welcomed everyone. She noted that the board held an information session the previous day and had presentations/discussions on transportation and parking, the Innovation Campus, and the Virginia Tech Advantage (addressing access and affordability) and heard constituent reports from the undergraduate and graduate/professional student representatives.

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

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

- **Minutes from March 20, 2023, BOV Meeting**
- **Minutes from April 21, 2023, BOV Special Meeting on Tuition and Fees - Attachment A**
- **Minutes from May 9, 2023, BOV Executive Committee Meeting - Attachment B**
- **Minutes from June 6, 2023, BOV Executive Committee Meeting – Attachment C**
- **Resolution to Ratify Action Taken by the BOV Executive Committee on May 9, 2023 – Attachment D**
- **Minutes of Information Session on June 5, 2023 - Attachment E**
- **Minutes of BOV Committee Chairs Meeting on June 6, 2023 – Attachment F**
- **Minutes of BOV Nominating Committee on June 6, 2023 – Attachment G**
- **Academic, Research, and Student Affairs Committee General Report (6/6/23) - Attachment H**
- **Buildings and Grounds Committee General Report (6/6/23) - Attachment I**
- **Compliance, Audit, and Risk Committee General Report (6/5/23) - Attachment J**

- **Finance and Resource Management Committee General Report (6/6/23) - Attachment K**
- **Governance and Administration Committee General Report (6/6/23) - Attachment L**

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

- **Resolution to Revise Language in Faculty Handbook Regarding Emeritus or Emerita Designation – Attachment M**
- **Resolution to Revise Chapter Seven of Faculty Handbook Regarding A/P Faculty Grievance Processes - Attachment N**
- **Resolution to Create Department of Neurosurgery at VTC School of Medicine - Attachment O**
- **Resolution to Establish a Master of Professional Studies in Climate Leadership in the College of Natural Resources and Environment - Attachment P**
- **Resolution to Approve Revisions and Updates to the 2023-2024 Virginia Tech Student Code of Conduct - Attachment Q**
- **Resolution to Allow Administrative Resolution of First-Time Honor Code Cases - Attachment R**
- **Resolution Mandating that First-Year Students Receive and Complete Human Trafficking Training - Attachment S**

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution to Approve 2023-24 Hotel Roanoke Conference Center Commission Budget - Attachment T**
- **Resolution to Appoint University Commissioner to the Hotel Roanoke Conference Center Commission - Attachment U**

From the Governance and Administration Committee Consent Agenda:

- **Resolution to Revise the Staff Senate Constitution and Bylaws - Attachment V**
- **Resolution to Appoint a Representative to the New River Valley Emergency Communications Regional Authority – Attachment W**
- **Resolution to Appoint a Representative to the Virginia Tech/Montgomery Regional Airport Authority – Attachment X**

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

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

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

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

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

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

As part of the Buildings and Grounds Committee report by Ms. Barlow, approval of the following resolution was moved by Ms. Barlow, seconded by Dr. Nelson, and passed unanimously.

**Resolution to Authorize the Demolition of University Buildings
No. 0133 (Randolph Hall) and No. 0270C (Randolph Annex)
and the Partial Demolition of No. 0133C (Hancock Hall)**

**That the resolution authorizing the demolition of Buildings No. 0133,
No. 0280C, and partial demolition of Building No. 0133C be approved.**
(Copy filed with the permanent minutes and marked Attachment BB.)

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Long called on Ms. Martin for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

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

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

Approval of Resolution Delegating Authority for Pratt Funds

That the resolution delegating authority for the management of the Pratt Fund payouts to the Dean of the College of Agriculture and Life Sciences and the Dean of the College of Engineering be approved for the programs as defined by the estate. (Copy filed with the permanent minutes and marked Attachment CC.)

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

Approval of Strategies Related to the Development of the 2024-2030 Six-Year Plan

That the university's strategies for the development of the 2024-30 Six-Year Plan proposal to advance shared goals be approved. (Copy filed with the permanent minutes and marked Attachment DD.)

Mr. Baine noted that the actual Six-Year Plan will be brought to the board for approval at their November meeting.

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

Approval of Year-to-Date Financial Performance Report (July 1, 2022 – March 31, 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 March 31, 2023, and the Capital Outlay Report be approved. (Copy filed with the permanent minutes and marked Attachment EE.)

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

Approval of 2023-24 Faculty Compensation Plan

That the proposed 2023-24 Faculty Compensation Plan 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. Baine, seconded by Ms. James, and passed unanimously.

Approval of 2023-24 Compensation for Graduate Assistants

That the graduate assistant compensation program for 2023-24 be approved. Pending final action by the General Assembly, the Board authorizes the president to modify the increase for graduate assistant compensation to match the statewide employee compensation program. (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. Baine, seconded by Ms. James, and passed unanimously.

Approval of 2023-24 University Operating and Capital Budgets

That the proposed fiscal year 2023-24 operating and capital budgets, as displayed on Schedules 1, 2, and 3, be approved. (Copy filed with the permanent minutes and marked Attachment HH.)

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

**Approval of Resolution for the
Football Locker Room Renovation Project**

That the resolution authorizing Virginia Tech to design and construct the Football Locker Room Renovation project be approved. (Copy filed with the permanent minutes and marked Attachment II.)

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

**Approval of Resolution for Student Life Village, Phase I
Planning Authorization**

That the resolution authorizing Virginia Tech to move forward with a \$19.5 million planning authorization to complete preliminary designs for Phase I of the Student Life Village be approved. (Copy filed with the permanent minutes and marked Attachment JJ.)

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Long called on Ms. Harris, in the absence of committee chair Chris Petersen, for the report of the Governance and Administration Committee.

Rector Long commented on one element of the board’s annual assessment, which was part of the committee’s agenda. Responses to one of the questions on the survey instrument indicated that there was a general lack of awareness of any succession planning in the event of a planned or unplanned vacancy in the university presidency. Rector Long clarified that the board’s Executive Committee regularly discusses succession planning.

PRESIDENT’S REPORT

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

CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative – Jamal Ross
- Graduate and Professional Student Representative – Anna Buhle
- Staff Representative - Serena Young
- Administrative and Professional Faculty Representative - Holli Drewry
- Faculty Representative - Robert Weiss

The students' reports were delivered at the board's information session on June 5, 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 LL.)

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Motion to Begin Closed Session

Mr. Baine 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. Consideration of the acquisition of real property for a public purpose, where discussion in an open meeting would adversely affect negotiating strategy.
3. The status of current litigation and briefing on actual or probable litigation.
4. Fundraising activities.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .3, .7, and .9.

The motion was seconded by Ms. Martin 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 Long asked Mr. Baine to make the motion to return to open session. Mr. Baine 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. Barlow and passed unanimously.

Upon motion by Ms. James and second by Ms. Harris, 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.

- **Resolutions to Approve Appointments to Emeritus/a Status (5)** – Attachment MM
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (6)** - Attachment NN
- **Resolution to Approve Appointments with Tenure (5)** – Attachment OO
- **Resolution to Approve Faculty Research Leaves (3)** – Attachment PP
- **Resolution to Approve Exception to the Virginia Conflict of Interests Act (1)** – Attachment QQ
- **Resolution to Approve Appointments to Alumni Distinguished Professor (2)** – Attachment RR
- **Resolution to Approve Appointments to University Distinguished Professor (2)** – Attachment SS

- ***Resolution to Approve Promotion, Tenure, and Continued Appointments - Attachment TT**
- ***Resolution to Ratify 2023-24 Faculty Salary Adjustments as amended - Attachment UU**
- ***Resolution to Ratify Personnel Changes Report as amended - Attachment VV**
- **Resolutions to Approve Facility Namings (3) – Attachment WW**

Mr. Calhoun recused himself from voting on the facility namings. (Copies are filed with the permanent minutes and marked as noted above.)

Election of Rector and Vice Rector for 2023-2024

Rector Long 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: Sharon Martin (contingent upon reappointment)

Ms. Harris offered impassioned remarks about the historic significance in the life of the university of Mr. Baine's nomination. "I am humbled and extremely proud today to put forth the name of an outstanding leader who fully embodies our *Ut Prosim* motto and after 151 years would become the university's first Black rector," Harris said. "With this vote, you would not only be making university history. We would be making one more spectacular step forward of manifesting our ancestors' hopes and dreams for a better future."

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

Rector Long 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, contingent upon Ms. Martin's reappointment to a second term on the board by Governor Youngkin. The motion was seconded by Ms. Barlow and passed unanimously. [If Ms. Martin is reappointed, it would be the first time in the university's history that both the Rector and Vice Rector of the board were African-American.]

Ms. Harris suggested that it would be fitting to commemorate this historic milestone for our beloved university with a marker in the Quillen Spirit Plaza. Mr. Baine and Ms. Martin received a standing ovation.

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

Rector Long, along with President Sands, thanked Ms. Barlow, Mr. Hill, Ms. Martin, and Dr. Nelson for their service on the board as their terms come to an end. Ms. Martin and Dr. Nelson are eligible for reappointment by the Governor to a second term.

Rector Long presented certificates of appreciation to the five constituent representatives whose terms are ending: Jamal Ross, Anna Buhle, Serena Young, Holli Drewry, and Robert Weiss. She then welcomed Will Storey as the incoming Undergraduate Student Representative, Emily Tirrell as the incoming Graduate/Professional Student Representative, Janice Austin, as the incoming Administrative and Professional Faculty Representative, LaTawnya Burleson as the incoming Staff Representative, and Joseph Merola as the incoming Faculty Representative.

The meeting was adjourned at 4:24 p.m.

The dates of the next regular meeting are August 28-29, 2023, in Roanoke, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary

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****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.