Approved

MINUTES

March 25, 2025

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, March 25, 2025, at 1:15 p.m. in Latham Ballroom AB at The Inn at Virginia Tech, 901 Price's Fork Road, Blacksburg, Virginia 24061.

Present	**Absent**
Edward H. Baine (Rector)	
David Calhoun (Vice Rector)	
Sandy C. Davis	
Nancy Dye	
William Holtzman (via Zoom)*	
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

*One Board member participated remotely from Florida while on vacation in accordance with Code of Virginia §2.2-3708.3(B) and the board's bylaws. A quorum was physically present.

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Simon Allen, Jordan Ayres, William Babb, Bradley Babcock, James Bailey, Callan Bartel, Kenneth Belcher, Mark Berman, Ashleigh Bingham, Eric Brooks, Amore Burch, Joseph Candiotti, Joseph Candiotti, Ann Cassell, Cyril Clarke, Emma Clevinger, Al Cooper, Reeva Cordice, Chandler Crean, Tayshaun Douglas, Katherine Drinkwater, Corey Earles, Eric Earnhart, Alisha Ebert, Lambert Edigin, Colin Edwards, Abbey Erwin, Juan Espinoza, Thomas Feely, Ron Fricker, Michael Friedlander, Ian Friend, Rachel Gabriele, Emily Gibson, Maurice Givens, Martha Glass, April Goode, Ellington Graves, Nancy Gruber, Rebekah Gunn, Andrew Gunsch, Nina Ha, Kathy Hager, Chelsea Haines, Dee Harris, Silke Hauf, Kay Heidbreder, Tim Hodge, Sydney Holland, Elizabeth Hooper, Kristen Houston, Cyndi Hutchison, Andrew Jessup, Frances Keene, Stephen Kleiber, Sharon Kurek, Mark Lawrence, Sara Leftwich, Barbara Lockee, Anna Lomascolo, Madeleine Macdougal, Mary Marble, Sandra Martin, Elizabeth McClanahan,

Nancy Meacham, Joe Merola, Jeffrey Meyer, Elizabeth Mitchell, Jeff Mitchell, Maria Montes, Mike Mulhare, April Myers, Lyonel Myrthil, Hannah Orndorff, Mark Owczarski, Anna Gabrielle Patarinski, Jordan Pennix, Aaliyah Perez, Charlie Phlegar, Alexandra Pirkle, Kevin Pitts, Lauren Pollard, Jon Porter, Menah Pratt, Sophia Puett, Isabel Quintana, Felix Redmond, Ashley Reed, Kim Rhodes, Susanna Rinehart, Paul Richter, Tanya Rogers, Lori Rose, Lisa Rowan, Lisa Royal, Saonee Sarker, Kiera Schneiderman, Amy Sebring, Brandon Senior. Brennan Shepard, Damira Shields, Oliver Shuey, Christine Smith, Jaida Smith, Dee Dee Somervell, Alexia Stanbridge, Michael Staples, Susan Stinson, Michael Stowe, Emma Stubbe, Dan Sui, Aimee Surprenant, Don Taylor, Dwyn Taylor, Johnathan Taylor, Jon Clark Teglas, Hanna Teshome, Crasha Townsend, Rob Viers, Heather Wagoner, Declan Wasnock, Kailey Watson, Luke Weir, Samantha Whilby, Sarah Wickwire, Stacey Wilkerson, Lisa Wilkes, Ella Williams, Teresa Ann Wilson, Paul Winistorfer, Chris Wise, and Chris Yianilos.

The meeting was livestreamed for the public via YouTube; there were 415 concurrent views on YouTube and a total of 1160 views.

* * * * *

There was no public comment period.

* * * * *

Rector Baine convened the meeting and welcomed everyone. He noted that the previous day, the board held a livestreamed information session.

* * * * * * * * * * *

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

[*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. Calhoun, seconded by Mr. Pearson, and approved unanimously.

- **Minutes from November 19, 2024, BOV Meeting**

- **Minutes from November 12-13, 2024, BOV State Council of Higher Education for Virginia (SCHEV) Orientation Meeting** - Attachment A

- **Minutes from March 5, 2025, Public Comment Session** - Attachment B

- **Minutes from March 17, 2025, Student Selection Committee** - Attachment C
- **Minutes of Information Session on March 24, 2025** - Attachment D
- **Minutes of Committee Chairs Meeting on March 25, 2025** - Attachment E
- **Academic, Research, and Student Affairs Committee General Report (3/25/25)** - Attachment F
- **Buildings and Grounds Committee General Report (3/25/25)** - Attachment G
- **Compliance, Audit, and Risk Committee General Report (3/25/25)** – Attachment H
- **Finance and Resource Management Committee General Report (3/24/25 & 3/25/25)** – Attachment I

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

- **Approval of Resolution to Amend the Faculty Handbook Description of Administrative Support for University Distinguished Professors** – Attachment J
- **Approval of Resolution to Amend the Faculty Handbook Description of Clinical Faculty Ranks** – Attachment K
- **Approval of Resolution to Amend the Faculty Handbook Regarding Ethics of Intimate Relationships Involving Faculty** – Attachment L
- **Approval of Resolution to Amend the Faculty Handbook Regarding Procedures for Promotion and Tenure and Related Appeals** – Attachment M
- **Approval of Resolution for Closure of Department of Apparel, Housing, and Resource Management** – Attachment N

From the Buildings and Grounds Committee Consent Agenda:

- **Approval of Resolution for the Demolition of University Building 0800** – Attachment O

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

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

* * * * * * * * * * *

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 Mr. Rocovich, and passed unanimously.

Resolution to Approve Bachelor of Science Degree in Geography

That the resolution to approve a Bachelor of Science Degree in Geography be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

* * * * *

As part of the Academic, Research and Student Affairs Committee report, approval of the following resolution submitted in accordance with the board's bylaws by a member of the Board of Visitors was moved by Dr. Dye, seconded by Mr. Calhoun, and passed by a vote of 12 to 2, with Baine and James dissenting.

Resolution Regarding the Presidential Executive Order on Diversity, Equity, and Inclusion

That the resolution regarding the Presidential Executive Order on Diversity, Equity, and Inclusion be approved. (Copy filed with the permanent minutes and marked Attachment R.)

Ms. James commented that she had read all of the notes on this topic that the board had received. She stated that she was proud of all the university had done over the eight years she has been on the board and considers this resolution a step backwards.

Dr. Dye stated that the resolution affirms the Equal Protection Clause of the U.S. Constitution and Title VI of the Civil Rights Act.

Ms. Miles reported that she has been receiving comments from her faculty constituents on how beneficial the Office for Inclusive Strategy and Excellence has been.

After the vote, Rector Baine stated his concerns that the university must continue to provide services for all students to be successful and that colleagues should be treated with respect as the provisions of this resolution are implemented.

* * * * * * * * * * *

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

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

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

Approval of the General Fund Capital Outlay Plan for 2026-2032

That General Fund Capital Outlay Plan for 2026-2032 be approved. (Copy filed with the permanent minutes and marked Attachment S.)

* * * * *

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

Resolution to Construct the New Business Building

That the resolution authorizing the university to complete the new Business Building project and to secure temporary short-term financing be approved. (Copy filed with the permanent minutes and marked Attachment T.)

* * * * *

As part of the Buildings and Grounds Committee report and with the endorsement of the Finance and Resource Management Committee, approval of the following resolution submitted by a member of the Board of Visitors in accordance with the board's bylaws was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed by a vote of 10 to 3, with Baine, James, and Long dissenting. Ms. Stosser recused herself from voting on the Resolution on the Student Life Village.

Resolution to Discontinue Planning for the Student Life Village

That the resolution on the Student Life Village be approved. (Copy filed with the permanent minutes and marked Attachment U.)

(Note: During the joint meeting of the Buildings and Grounds Committee and the Finance and Resource Management Committee, a resolution submitted by a member of the Board of Visitors on the Student Life Village and Slusher Hall was split into two separate resolutions through a motion that passed to divide the question. Subsequently, the resolution on the Student Life Village passed in committee and was brought forward to the full board. The resolution on Slusher Hall was defeated in committee and was not brought forward to the full board.)

* * * * * * * * * *

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Baine called on Ms. James 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, approval of the following resolution, as amended, was moved by Mr. Calhoun, seconded by Ms. Long, and passed unanimously.

Resolution for Approval of 2025-26 Tuition and Fee Rates

That the 2025-26 tuition and fee rates be approved, as amended: Contingent upon the outcome of the state budget, should a limit on tuition and mandatory educational and general fees for in-state undergraduates be adopted, the increases approved herein shall be modified to comply.
(Copy filed with the permanent minutes and marked Attachment V.)

* * * * *

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

Approval of Year-to-Date Financial Performance Report (July 1, 2024 – December 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, 2024, through December 31, 2024, be approved. (Copy filed with the permanent minutes and marked Attachment W.)

* * * * * * * * * *

PRESIDENT'S REPORT

President Sands began his remarks with a tribute to former University of Virginia President John Casteen, who passed away recently.

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

* * * * * * * * * * *

CONSTITUENT REPORTS (no action required)

Constituent reports were delivered orally at the board's Information Session on March 24, 2025.

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

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

* * * * * * * * * * *

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

3. Special awards.

4. Fundraising activities.

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

* * * * *

CLOSED SESSION REPORTS
(No Board action required)

Litigation report – Ms. Kay Heidbreder
Fundraising report – Mr. Charlie Phlegar
President's closed session report – Dr. Tim Sands

* * * * *

Motion to Return to Open Session

Following the closed session, members of the public were invited to return to the meeting and the livestream was 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. Rocovich and passed unanimously.

* * * * *

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

- **Resolution to Approve Appointments to Emeritus/a Status (19)** - Attachment Z
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (15)** - Attachment AA

- **Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (2)** - Attachment BB
- **Resolution to Approve Appointment to University Distinguished Professor (1)** - Attachment CC
- **Resolution to Approve Appointment to Alumni Distinguished Professor (1)** - Attachment DD
- **Resolution to Approve Appointments with Tenure (2)** – Attachment EE
- **Resolution to Approve Appointments with Tenure-to-Title (2)** – Attachment FF
- **Resolution to Approve Faculty Research Leaves (90)** – Attachment GG
- **Resolution to Ratify Personnel Changes Report** – Attachment HH
  (Note that the threshold amount has been increased to $150,000.)
- **Resolutions to Approve Conferral of Special Awards (2)** – Attachment II
- **Resolution to Approve Facility Naming (1)** – Attachment JJ

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

* * * * * * * * * *

Ratification of 2025-26 Student Representatives to the Board of Visitors

Rector Baine called on Dr. Dye to present the nominations of the Selection Committee. On behalf of the Selection Committee, which consisted of the members of the Executive Committee and the Academic, Research, and Student Affairs Committee, Dr. Dye presented nominations for the 2025-26 undergraduate and graduate/professional student representatives to the board. Upon motion by Dr. Dye and second by Mr. Horsley, unanimous approval was given to the ratification of the 2025-26 student representatives to the Board of Visitors as considered in closed session. The 2025-26 representatives will be:

- Thomas Feely (undergraduate student representative) and
- Katherine “Katie” Drinkwater (graduate/professional student representative)

* * * * * * * * * *

Appointment of the Nominating Committee for Officers of the Board

Rector Baine appointed the **Nominating Committee** that will bring nominations for Rector and Vice Rector for 2025-2026 to the June board meeting.

Chair: Tish Long
Members: Anna James and J. Pearson

* * * * * * * * * *

Appointment of the 2025 Retreat Planning Committee

Rector Baine appointed the **Retreat Planning Committee** that will work along with President Sands and Ms. O'Rourke to plan the annual board retreat to be held on August 18.

Members: Starlette Johnson and Ryan McCarthy

* * * * * * * * * * *

Rector Baine announced that the board's annual self-assessment will be conducted during the next month.

In his closing remarks, Rector Baine stated that despite the differing views of members of the Board of Visitors, the members of the board conducted themselves in a civil and respectful manner. He called on the university community to do the same and to live out the Principles of Community. He reminded all of the university's land-grant mission to serve all students of the community regardless of where they come from.

* * * * * * * * * * *

The meeting was adjourned at 3:23 p.m.

The dates of the next regular meeting are June 2-3, 2025, in Blacksburg, VA.

_____
Edward H. Baine, Rector

_____
Kim O'Rourke, Secretary

INDEX – Board of Visitors Meeting – March 24-25, 2025

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

Tab A **Information Session Agenda** – Monday, March 24, 2025

Tab B **Open Session Agenda** – Tuesday, March 25, 2025

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

- Minutes from November 19, 2024, BOV Meeting
- Minutes from November 12-13, 2024, BOV State Council of Higher Education for Virginia (SCHEV) Orientation Meeting
- Minutes from March 5, 2025, Public Comment Period
- Minutes from March 17, 2025, Student Selection Committee
- Minutes of Information Session – Monday, March 24, 2025
- Minutes of Committee Chairs Meeting – Tuesday, March 25, 2025
- Academic, Research, and Student Affairs Committee General Report – Monday, March 24, 2025, Meeting
- Buildings and Grounds Committee General Report – Tuesday, March 25, 2025, Meeting
- Compliance, Audit, and Risk Committee General Report – Tuesday, March 25, 2025, Meeting
- Finance and Resource Management Committee General Report – Monday, March 24, 2025, and Tuesday, March 25, 2025, Meeting
- Approval of Resolution to Amend the Faculty Handbook Description of Administrative Support for University Distinguished Professors
- Approval of Resolution to Amend the Faculty Handbook Description of Clinical Faculty Ranks
- Approval of Resolution to Amend the Faculty Handbook Regarding Ethics of Intimate Relationships Involving Faculty
- Approval of Resolution to Amend the Faculty Handbook Regarding Procedures for Promotion and Tenure and Related Appeals
- Approval of Resolution for Closure of Department of Apparel, Housing, and Resource Management
- Approval of Resolution for the Demolition of University Building 0800
- Report of Research and Development Disclosures (no action required)

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

Tab E **Academic, Research, and Student Affairs Committee Agenda Items for Board Approval**

- Resolution to Approve Bachelor of Science Degree in Geography
- Resolution Regarding the Presidential Executive Order on Diversity, Equity, and Inclusion

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

Tab G **Buildings and Grounds Committee Agenda Items for Board Approval**

- **Approval of the General Fund Capital Outlay Plan for 2026-2032
- **Approval of Resolution to Construct the New Business Building
- **Approval of Resolution on the Student Life Village and Slusher Hall

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

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

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

- Resolution for Approval of 2025-26 Tuition and Fee Rates
- Approval of Year-to-Date Financial Performance Report (July 1, 2024 – December 31, 2024)
- **Approval of the General Fund Capital Outlay Plan for 2026-2032
- **Approval of Resolution to Construct the New Business Building
- **Approval of Resolution on the Student Life Village and Slusher Hall

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

Tab L **Constituent Reports – (No action required)** Time permitting, Constituent Reports will be delivered at the Board's Information Session Monday, March 24, 2025

- 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 M **Motion to Begin Closed Session**

Tab N **Closed Session Agenda** – Tuesday, March 25, 2025

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

- Resolution to Approve Appointments to Emeritus/a Status (19)
- Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (15)
- Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (2)
- Resolution to Approve Appointment to University Distinguished Professor (1)
- Resolution to Approve Appointment to Alumni Distinguished Professor (1)
- Resolution to Approve Appointments with Tenure (2)
- Resolution to Approve Appointments with Tenure-to-Title (2)
- Resolution to Approve Faculty Research Leaves (90)
- *Resolution to Ratify Personnel Changes Report

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

- Resolutions to Approve Conferral of Special Awards (2)
- Approval of Resolution for Facility Naming (1)

Tab Q **Ratification of 2025-26 Student Representatives to the Board**

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

- Litigation Report
- Fundraising Report

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

Tab T **Appointment of the Nominating Committee for Officers of the Board**

Tab U **Appointment of the 2025 Retreat Planning Committee**

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.