

MINUTES

November 18, 2025

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, November 18, 2025, at 9:30 a.m. in Room 2110, Virginia Tech Academic Building One, 3625 Potomac Avenue, Alexandria, Virginia 22305.

Present

Rosa Atkins
Edward Baine
Sandy Davis (Vice Rector)
Nancy Dye
Ted Hanson
William Holtzman (via Zoom)*
Starlette Johnson
Ryan D. McCarthy
Jim Miller
Robert Moser
J. Pearson
John Rocovich (Rector)
Margaret Ann Smith
Jeanne Stosser

Absent

Constituent Representatives:

Thomas Feely, Undergraduate Student Representative
Katie Drinkwater Gregg, Graduate/Professional Student Representative
Amber Hagan, Staff Representative
Marlena Lester, Administrative and Professional Faculty Representative
Justin Lemkul, Faculty Representative

*One board member participated remotely from his home due to a temporary medical condition in accordance with Code of Virginia §2.2-3708.3(B)(1). A quorum was physically present.

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Simon Allen, Shannon Andrea, Janice Austin, Callan Bartel, Cassidy Blackmore, James Bridgeforth, Brock Burroughs, Cyril Clarke, Jean Clarke, Al Cooper, Andre Denham, Corey Earles, Abbey Erwin, Juan Espinoza, Rachel Gabriele, Suzanne Griffin, Rebecca Halsey, Kay Heidbreder, Dawn Hess, Elizabeth Hooper, Anne Keeler, Frances Keene, Sharon Kurek, Rob Mann, Andrew Marinik, Nancy Meacham, April Myers, Heidi Myers, Craig Newcomb, Justin Noble, Amy Orders, Mark Owczarski, Lauren Pollard, Paul Richter, Lori Rose, Julie Ross, Lisa Royal, Amy Sebring, Brennan Shepard, Amanda Skaggs, Ken Smith, Dee Dee Somervell, Michael Staples, Michael Stowe, Dan Sui, Ester Talamazzi, Don Taylor, Dwyn Taylor, Mollie Taylor, Monecia Taylor, Jon Clark Teglas, Rob Viers, Tom Wamsley, Steven White, Lisa Wilkes, Andrew Woodall, and Chris Yianilos.

The meeting was livestreamed for the public via YouTube; there were 391 concurrent viewers on YouTube and a total of 1165 views.

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There was no public comment period.

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Rector Rocovich convened the meeting and welcomed everyone.

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

[*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 Rocovich asked for a motion to approve/accept the 21 consent agenda open session items as listed. The motion was made by Mr. McCarthy, seconded, and approved unanimously.

- **Minutes of August 20, 2025, BOV Meeting**
- **Minutes of September 30, 2025, All-Virtual Special BOV Meeting - Attachment A**
- **Minutes of November 17, 2025, Executive Committee Meeting - Attachment B**
- **Minutes of November 18, 2025, Committee Chairs' Meeting - Attachment C**
- **Academic, Research, and Student Affairs Committee General Report (11/17/25) - Attachment D**
- **Buildings and Grounds Committee General Report (11/17/25) - Attachment E**
- **Compliance, Audit & Risk Committee General Report (11/17/25)-Attachment F**
- **Finance and Resource Management Committee General Report (11/17/25) - Attachment G**
- **Governance and Administration Committee General Report (11/17/25) – Attachment H**

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

- **Approval of Resolution to Discontinue Master of Arts (M.A.) Degree Program in Foreign Languages, Cultures, and Literatures – Attachment I**
- **Approval of Resolution to Revise University Policy 6400: Policy on University Textbook Sales – Attachment J**
- **Approval of Resolution to Update University Policy 4410: Virginia Tech’s Voluntary Transitional Retirement Program for Tenured Faculty – Attachment K**
- **Approval of Appointment and Reappointment to the Virginia Coal and Energy Research and Development Advisory Board – Attachment L**

From the Buildings and Grounds Committee Consent Agenda:

- **Approval of Resolution to Demolish University Building No. 0508 – Attachment M**

From the Compliance, Audit and Risk Committee and the Governance and Administration Committee Consent Agendas:

- **Approval of the Compliance, Audit & Risk Committee Charter–Attachment N**

From the Finance and Resource Management Committee Consent Agenda:

- **Ratification of Lease Activities Approved by the University – Attachment O**
- **Ratification of Subscription-Based Information Technology Arrangements (SBITA) Approved by the University – Attachment P**
- **Approval of Resolution to Dissolve Virginia Tech Services, Inc. and Transfer Assets to Benefit the University – Attachment Q**
- **Approval of Resolution to Debt Finance the Building Envelope Repairs Project – Attachment R**
- **Approval of Resolution to Adopt Procurement Policies and Procedures for the Acquisition of Information Technology Goods or Services – Attachment S**

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

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

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

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

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Rocovich called on Ms. Stosser for the report of the Buildings and Grounds Committee.

As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Ms. Stosser, seconded by Mr. Pearson, and passed unanimously.

Approval of Resolution Confirming the Delineation of the Core Campus and the Utilization of Hokie Stone in the Construction of Campus Buildings within the Core Campus

That the resolution designating the core campus and requiring use of the collegiate gothic style of architecture and Hokie Stone as the predominant building material on buildings within the core campus be approved. (Copy filed with the permanent minutes and marked Attachment U.)

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Rocovich called on Mr. McCarthy for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Rocovich called on Mr. Miller for the report of the Finance and Resource Management Committee.

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

**Approval of Resolution for a Capital Planning Project
for the Dining Services Center**

That the resolution authorizing the university to move forward with a planning authorization to complete designs through working drawings for the Dining Services Center be approved. (Copy filed with the permanent minutes and marked Attachment V.)

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As part of the Finance and Resource Management Committee report by Mr. Miller and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Miller, seconded by Mr. Pearson, and passed unanimously with one abstention by Ms. Stosser.

**Approval of Resolution for a Capital Planning Project
for Residential Facilities Improvements**

That the resolution as amended in committee to authorize the university to plan the Residential Facilities Improvements project be approved.
(Copy filed with the permanent minutes and marked Attachment W.)

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

**Approval of Resolution for a Capital Planning Project
for a New Residence Hall**

That the resolution as amended in committee to authorize the university to move forward with a planning authorization to complete designs through working drawings for a new residence hall 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, approval of the following resolution was moved by Mr. Miller, seconded by Mr. Pearson, and passed unanimously.

Approval of Resolution Authorizing an Asset Exchange with VTT LLC, a Loan Agreement with the Virginia Tech Foundation, Inc., and a Long-Term Lease

That the resolution authorizing the university to execute an asset exchange with VTT LLC, a loan agreement with the Virginia Tech Foundation, Inc., and a long-term lease 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. Miller, seconded by Mr. Pearson, and passed unanimously.

Approval of the 2026-2032 Six-Year Plan

That the 2026-2032 six-year plan be approved. (Copy filed with the permanent minutes and marked Attachment Z.)

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

**Approval of Year-to-Date Financial Performance Report
(July 1, 2025 – September 30, 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, 2025, through September 30, 2025, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment AA.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

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

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

Approval of Resolution to Amend the Bylaws of the Board of Visitors

That the resolution to amend the bylaws of the Board of Visitors to create an Athletics Committee and make minor changes be approved. (Copy filed with the permanent minutes and marked Attachment BB.)

Rector Rocovich announced that the new Athletics Committee would include board members J Pearson as chair, Ted Hanson, Ryan McCarthy, Robby Moser, and Jeanne Stosser. The committee will meet for the first time at the board's April 2026 meeting.

Rector Rocovich thanked Mr. Pearson and Mr. McCarthy for their work on athletics matters and the successful search for a new head football coach. He stated further that:

- Ms. Stosser and Ms. Davis will continue their work with the administration to expedite residential housing facilities projects.
- Mr. Moser will work with facilities staff on design and contract reviews.

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PRESIDENT'S REPORT

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

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CONSTITUENT REPORTS (no action required)

Rector Rocovich called on each of the five constituent representatives to give their report to the board.

- Undergraduate Student Representative – Thomas Feely
- Graduate and Professional Student Representative – Katie Drinkwater Gregg
- Staff Representative – Amber Hagan
- Administrative and Professional Faculty Representative – Marlina Lester
- Faculty Representative – Justin Lemkul

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

Note: The constituent reports were paused after Ms. Gregg's report to introduce the new Head Football Coach, James Franklin, and his wife, Fumi. Coach Franklin made brief comments, stating that he feels "blessed and honored" and knows Virginia Tech well. After the departure of Coach and Mrs. Franklin, the constituent reports resumed.

Motion to Begin Closed Session

Ms. Davis moved that the Board of Visitors 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 disposition of publicly held real property.
3. The status of current litigation and briefing on actual or probable litigation.
4. Fundraising.
5. Special awards.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .3, .7, .9, and .11.

The motion was seconded and passed unanimously. The livestream was suspended.

CLOSED SESSION REPORTS (No board action required)

Litigation report – Ms. Kay Heidbreder
Fundraising report – Mr. Tom Wamsley

Motion to Return to Open Session

Following the closed session, members of the public were invited to return to the meeting room, and the livestream was resumed. Rector Rocovich asked Ms. Davis to make the motion to return to open session. Ms. Davis 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 Dr. Dye and passed unanimously.

Upon motion by Ms. Davis and seconded by Mr. Baine, unanimous approval was given to the following resolution as considered in closed session:

- **Resolution to Ratify Personnel Changes Report as amended** - Attachment EE

Upon motion by Dr. Dye and seconded by Mr. Baine, unanimous approval was given to the following group of resolutions as considered in closed session.

- **Resolution to Transfer Property with and Assume Debt of the Virginia Tech Foundation, Inc. and Authorize Any Subsequent Optimization of Existing Debt** - Attachment FF
- **Resolution to Approve Appointments to Emeritus/a Status (18)** - Attachment GG
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (10)** - Attachment HH
- **Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (7)** - Attachment II
- **Resolution to Approve Appointments with Tenure (8)** - Attachment JJ
- **Resolution to Approve Appointments with Tenure-to-Title (2)** – Attachment KK

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

Rector Rocovich expressed the board's appreciation to Dr. Cyril Clarke for his years of service as Executive Vice President and Provost and the expectation that there will be a smooth transition as Dr. Julie Ross, Dean of the College of Engineering, moves into that role in January.

The meeting was adjourned at 11:13 a.m.

The dates of the next regular meeting are April 13-14, 2026, in Blacksburg, VA.

John G. Rocovich, Jr., Rector

Kim O'Rourke, Secretary