

MINUTES

November 7, 2016

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 7, 2016, at 1:15 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Mr. James L. Chapman, IV (Rector)
 Ms. Greta J. Harris
 Mr. Charles T. Hill
 Mr. Mehmood S. Kazmi
 Ms. Deborah Leigh Martin Petrine
 Mr. L. Chris Petersen
 Mr. Michael J. Quillen
 Mr. Wayne H. Robinson
 Dr. J. Thomas Ryan
 Mr. Mehul P. Sanghani
 Mr. Steve Sturgis
 Mr. Dennis H. Treacy (Vice Rector)
 Mr. Horacio A. Valeiras
 Mr. Jeffrey E. Veatch

Absent

Constituent Representatives:

Dr. Montasir M. Abbas, Faculty Representative
 Mr. Alex B. Parrish, Staff Representative
 Ms. Tara Reel, Graduate Student Representative
 Mr. Gabriel Cohen, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Deputy Chief William Babb, Mr. Robert Broyden, Mr. Brock Burroughs, Ms. D'Elia Chandler, Ms. Vickie Chiocca, Ms. Shelia Collins, Mr. Al Cooper, Mr. John Cusimano, Mr. Brian Daniels, Ms. Wanda Dean, Dr. Karen DePauw, Mr. Corey Earles, Dr. Jack Finney, Dr. Lance Franklin, Ms. Rachel Gabriele, Dr. Guru Ghosh, Dr. Lee Hawthorne, Ms. Kay Heidbreder, Ms. Amy Hogan, Mr. Tim Hodge, Dr. Rachel Holloway, Ms. Elizabeth Hooper, Ms. Angela Kates, Dr. Chris Kiwus, Ms. Sharon Kurek, Mr. Mark Lawrence, Dr. Theresa Mayer, Ms. Heidi McCoy, Ms. Nancy Meacham, Dr. Scott Midkiff, Mr. Mike Mulhare, Ms. April Myers, Ms. Kim O'Rourke, Mr. Mark Owczarski, Dr. Patty Perillo, Mr. Charles Phlegar, Dr. Ellen Plummer, Dr. Menah Pratt-Clarke, Mr. Chris Rahmes, Dr. Scot Ransbottom, Dr. Thanassis Rikakis, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Sara Simpkins, Mr. Dwyn Taylor, Ms. Tracy Vosburgh, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

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Rector Chapman asked for a motion to approve the minutes of the August 29, 2016, meeting as distributed. The motion was made by Dr. Ryan and seconded by Ms. Harris. The minutes were approved unanimously.

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Rector Chapman asked for a motion to approve the minutes of the Executive Committee Meeting on October 20, 2016, as distributed. The motion was made by Mr. Quillen and seconded by Mr. Treacy. The minutes were approved unanimously.

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Rector Chapman asked for a motion to ratify the minutes of the State Council of Higher Education for Virginia (SCHEV) Board of Visitors Orientation Meeting on October 18-19, 2016, as distributed. The motion was made by Mr. Petersen and seconded by Ms. Harris. The motion was approved unanimously. (Copy filed with the permanent minutes and marked Attachment GG.)

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REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Rector Chapman called on Dr. Ryan for the report of the Academic Affairs Committee. (Copy filed with the permanent minutes and marked Attachment A.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Ms. Petrine, and approved unanimously.

Resolution for Approval to Establish a New Extended Campus Site in Arlington

That the resolution to establish a new Virginia Tech extended campus site in Arlington be approved. (Copy filed with the permanent minutes and marked Attachment B.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Robinson, and approved unanimously.

**Resolution to Discontinue the Doctor of Philosophy Degree in
Hospitality and Tourism Management**

That the resolution recommending the discontinuance of the Ph.D. in Hospitality and Tourism Management be approved. (Copy filed with the permanent minutes and marked Attachment C.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Treacy, and approved unanimously.

**Resolution to Discontinue the Master of Science Degree in
Hospitality and Tourism Management**

That the resolution recommending the discontinuance of the M.S. in Hospitality and Tourism Management be approved. (Copy filed with the permanent minutes and marked Attachment D.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Ms. Harris, and approved unanimously.

**Resolution for Approval of a New Master of Arts Degree in
Nonprofit and Nongovernmental Organizational Management**

That the resolution recommending the establishment of the Master of Arts Degree in Nonprofit and Nongovernmental Organizational Management be approved. (Copy filed with the permanent minutes and marked Attachment E.)

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As part of the Academic Affairs Committee report, approval of the following resolution was moved by Dr. Ryan, seconded by Mr. Treacy, and approved unanimously.

**Resolution for Approval of a New Doctor of Philosophy Degree
in Security Governance**

That the resolution recommending the establishment of the Doctor of Philosophy Degree in Security Governance be approved. (Copy filed with the permanent minutes and marked Attachment F.)

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Rector Chapman called on Ms. Petrine, BOV Liaison to the Medical School Integration Steering Committee, to share with the Board an **Update on the Virginia Tech Carilion School of Medicine (VTCSOM) Integration** – no action needed. Dr. Ryan also serves as a BOV Liaison to the Integration Steering Committee. (Copy filed with the permanent minutes and marked Attachment G.)

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Chapman called on Mr. Quillen for the report of the Buildings and Grounds Committee. (Copy filed with the permanent minutes and marked Attachment H.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Veatch, and approved unanimously.

**Resolution to Approve Appointment to the
Montgomery Regional Solid Waste Authority**

That the resolution recommending Christopher H. Kiwus, Associate Vice President and Chief Facilities Officer, be appointed as the university's representative to the Montgomery Regional Solid Waste Authority Board of Directors be approved. (Copy filed with the permanent minutes and marked Attachment I.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve the Virginia Tech Crisis and Emergency Management Plan

That the Virginia Tech Crisis and Emergency Management Plan be approved. (Copy filed with the permanent minutes and marked Attachment J.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Sanghani, and approved unanimously.

**Resolution to Approve the A & N Electric Cooperative
Underground Electric Utility Easement**

That the resolution authorizing the Vice President for Administration to execute easements to A & N Electric Cooperative be approved. (Copy filed with the permanent minutes and marked Attachment K.)

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As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Quillen, seconded by Mr. Kazmi, and approved unanimously.

**Resolution for Approval of the Demolition of a University Building –
English Field Press Box and Stands**

That the resolution authorizing the demolition of Building Number 0185D be approved. (Copy filed with the permanent minutes and marked Attachment L.)

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REPORT OF THE FINANCE AND AUDIT COMMITTEE

Rector Chapman called on Mr. Treacy for the report of the Finance and Audit Committee. (Copy filed with the permanent minutes and marked Attachment M.)

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As part of the Finance and Audit Committee report, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

**Resolution to Authorize Forgiveness and Discharge Loan to the
Virginia Tech-Applied Research Corporation (ARC)**

That the resolution authorizing, at the President's discretion, the negotiation and execution of the agreements to forgive and discharge the \$2 million loaned to VT-ARC for start-up funding plus any accrued interest expense, be approved as amended to require the development of a business plan to guide the operations of VT-ARC for 2016-17 and future years and to strengthen the financial and operations activities of VT-ARC. (Copy filed with the permanent minutes and marked Attachment N.)

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As part of the Finance and Audit Committee report, approval of the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

**Resolution for Approval of the Year-to-Date Financial Performance Report
(July 1, 2016 – September 30, 2016)**

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, 2016, through September 30, 2016, and the Capital Outlay report be accepted. (Copy filed with the permanent minutes and marked Attachment O.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Academic Affairs Committee, approval of the following resolutions was moved by Mr. Treacy, seconded by Ms. Harris, and passed unanimously.

Resolution to Approve the Pratt Fund Program and Expenditure Reports

Pratt Fund Activity Statement for the College of Engineering

That the 2015-16 Pratt Funds Activity Statement for the College of Engineering be approved. (Copy filed with the permanent minutes and marked Attachment P.)

Pratt Fund Activity Statement for Animal Nutrition

That the 2015-16 Pratt Funds Activity Statement for Animal Nutrition be approved. (Copy filed with the permanent minutes and marked Attachment P.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, the following resolution was moved by Mr. Treacy, seconded by Mr. Sturgis, and approved unanimously.

Resolution to Approve Construction of the Eastern Shore Agricultural Research and Extension Center (AREC) Equipment Storage Building

That the resolution authorizing Virginia Tech to complete the Eastern Shore Agricultural Research and Extension Center (AREC) Equipment Storage Building be approved. (Copy filed with the permanent minutes and marked Attachment Q.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

Resolution to Approve the Amended Resolution for the Capital Lease Project for the Virginia Tech Transportation Institute

That the resolution authorizing Virginia Polytechnic Institute and State University to enter into a capital lease with ExpandTran, LLC for the development of approximately seven (7) acres of land to house the Virginia Automation Park be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, the following resolution was moved by Mr. Treacy, seconded by Mr. Quillen, and approved unanimously.

**Resolution to Approve the Capital Project for the Acquisition of
201 West Roanoke Street, Blacksburg, Virginia**

That the resolution authorizing Virginia Tech to move forward with the acquisition of the Property at a cost of \$550,000 plus any due diligence and related closings costs, and authorizing the Vice President for Administration, his successors and/or assigns to execute a Purchase/Sales Contract as well as any and all other documents necessary to effect the purchase of 201 West Roanoke Street, Blacksburg, Virginia, by and for the university be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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As part of the Finance and Audit Committee report by Mr. Treacy and with the endorsement of the Buildings and Grounds Committee, the following resolution was moved by Mr. Treacy, seconded by Mr. Petersen, and approved unanimously.

**Resolution to Approve the Capital Project for the Construction of
Rector Field House Improvements**

That the resolution authorizing Virginia Tech to move forward with forward with a \$13.6 million supplement to complete the Rector Field House Improvements project and a not-to-exceed total project cost of \$18.6 million be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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REPORT OF THE RESEARCH COMMITTEE

Rector Chapman called on Mr. Kazmi for the report of the Research Committee. (Copy filed with the permanent minutes and marked Attachment U.)

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As part of the Research Committee report by Mr. Kazmi, the following resolution was moved by Mr. Kazmi, seconded by Mr. Treacy, and approved unanimously.

Resolution for Approval of Exclusion of Certain Officers/Directors

That the resolution be adopted. (Copy filed with the permanent minutes and marked Attachment V.)

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REPORT OF THE STUDENT AFFAIRS AND ATHLETICS COMMITTEE

Rector Chapman called on Mr. Sanghani for the report of the Student Affairs and Athletics Committee. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Student Affairs and Athletics Committee report by Mr. Sanghani, the following resolution was moved by Mr. Sanghani, seconded by Mr. Treacy, and approved unanimously.

Resolution Regarding Pre-Enrollment Courses

That the resolution delegating authority to the President or his designee to place a hold on a student's ability to register for credit-bearing classes when said student does not complete pre-enrollment programs designated as required be approved. (Copy filed with the permanent minutes and marked Attachment X.)

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PRESIDENT'S REPORT

As part of the President's report, President Sands shared with the Board the **Report of Research and Development Disclosures** – no action needed. (Copy filed with the permanent minutes and marked Attachment Y.)

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

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Motion to Begin Closed Session

Mr. Treacy 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.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .7, and .10. The motion was seconded by Ms. Harris and passed unanimously.

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Motion to Return to Open Session

Following the Closed Session, members of the media, students, and the public were invited to return to the meeting. Rector Chapman called the meeting to order and asked Mr. Treacy to make the motion to return to open session.

Mr. Treacy 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. Quillen and passed unanimously.

NOTE: Mr. Petersen was not present for the votes on the following resolutions.

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Upon motion by Dr. Ryan and second by Mr. Treacy, unanimous approval was given to the resolutions for approval of **External Awards (2)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment Z.)

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Upon motion by Dr. Ryan and second by Mr. Treacy, approval was given to the resolutions to **Name University Departments and Facilities (2)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment AA.)

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Upon motion by Dr. Ryan and second by Mr. Treacy, approval was given to the resolutions for **Emeritus status (9)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment BB.)

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Upon motion by Dr. Ryan and second by Mr. Quillen, approval was given to the resolution for **Endowed Chairs, Professorships, and Fellowships (1)** as considered in Closed Session. (Copy filed with the permanent minutes and marked Attachment CC.)

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Upon motion by Mr. Treacy and second by Dr. Ryan, approval was given to the resolution for the **2016-17 Faculty Salary Program** as considered in Closed Session. This item was reviewed by the Finance & Audit and Academic Affairs Committees. (Copy filed with the permanent minutes and marked Attachment DD)

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Upon motion by Mr. Treacy and second by Dr. Ryan, approval was given to the resolution for ratification of the **Personnel Changes Report** as considered in Closed Session. This item was reviewed by the Finance & Audit and Academic Affairs Committees. (Copy filed with the permanent minutes and marked Attachment EE)

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**Litigation Report
No Action Required**

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Constituent Reports (no action required)
(Presented at BOV Information Session on November 6, 2016)

Undergraduate Student Representative to the Board – Mr. Gabe Cohen
Graduate Student Representative to the Board – Ms. Tara Reel
Staff Representative to the Board – Mr. Alex Parrish
Faculty Representative to the Board – Dr. Monty Abbas

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

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The date of the next regular meeting is April 2-3, 2017, in Blacksburg, Virginia.

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Following a motion by Mr. Treacy and second by Mr. Quillen, the meeting was adjourned at 3:30 p.m.

James L. Chapman, IV, Rector

Kim O'Rourke, Secretary