

MINUTES

November 16, 2020

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 16, 2020, at 1:15 p.m. in Latham Ballroom at The Inn at Virginia Tech, Blacksburg, Virginia.

Present

Edward H. Baine
Shelley Butler Barlow
Carrie H. Chenery
Greta J. Harris
C. T. Hill
Anna L. James
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen
Mehul P. Sanghani
Horacio A. Valeiras (Rector)
Jeff Veatch (participated electronically)*
Preston M. White (participated electronically)*

Absent

Letitia A. Long (Vice Rector)

*In accordance with the Board of Visitors Bylaws and §2.2-3708.2 (A)(1)(a) of the *Code of Virginia*, as amended, Mr. Veatch and Mr. White participated electronically because each had a temporary medical condition that prevented his physical attendance.

Mr. Veatch participated from 201 N. Union Street, Alexandria, VA 22314; and Mr. White participated from 1364 Air Rail Avenue, Virginia Beach, VA 23455.

Constituent Representatives:

Eric Kaufman, Faculty Representative
Tamarah Smith, Staff Representative
Sabrina Sturgeon, Graduate Student Representative
Camellia Pastore, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Eric Brooks, Lori Buchanan, Cyril Clarke, Kari Evans, Kay Heidbreder, Dwayne Pinkney, and a Roanoke Times reporter.

Due to Executive Order 67 (which addresses the COVID-19 pandemic) amended by Governor Northam effective November 16, 2020, and limiting the size of "gatherings" to 25, an overflow room was arranged, and the following people observed the meeting

from the overflow room: Mac Babb, Whit Babcock, Lance Collins, Al Cooper, Corey Earles, Kevin Foust, Bryan Garey, Dee Harris, Chris Kiwus, Nancy Meacham, Ken Miller, April Myers, Justin Noble, Mark Owczarski, Charles Phlegar, Ellen Plummer, Frank Shushok, Daniel Sui, Jon Clark Teglas, Tracy Vosburgh, Chris Yianilos, and a member of the media. As necessary, speakers were rotated in and out of the main meeting room so that no more than 25 people were in the room at any one time.

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There was no public comment period.

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Rector Valeiras convened the meeting and welcomed everyone. He introduced the new Vice President for Research and Innovation, Dr. Daniel Sui.

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

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

- **Minutes of the Board of Visitors Meeting held August 25, 2020**
- **Report of Board of Visitors Information Session (11/15/20) - Attachment A**
- **Report of the Academic, Research, and Student Affairs Committee (11/16/20) - Attachment B**
- **Report of the Buildings and Grounds Committee (11/15/20) - Attachment C**
- **Report of the Compliance, Audit, and Risk Committee (11/15/20) - Attachment D**
- **Report of the Finance and Resource Management Committee (11/16/20) - Attachment E**
- **Report of the Governance and Administration Committee (11/16/20) - Attachment F**

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

- **Resolution to Revise Graduate Honor System Constitution** - Attachment G
- **Resolution for Approval of the Pratt Fund Program and Expenditures Report** - Attachment H (This was also on the Finance and Resource Management Committee consent agenda.)
- **Resolution for Approval of Reappointments to the Virginia Coal and Energy Research and Development Advisory Board** - Attachment I
- **Resolution for Exclusion of Certain Officers/Directors** - Attachment J

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

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

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REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Valeiras called on Ms. Harris for the report of the Academic, Research, and Student Affairs Committee.

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Valeiras called on Mr. Hill 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 Mr. Hill, seconded by Mr. Sanghani, and approved unanimously.

Resolution to Approve the Virginia Tech Crisis and Emergency Management Plan and Addendum

That the resolution adopting the Virginia Tech Crisis and Emergency Management Plan and Addendum, to include all-hazards plans and procedures for disasters, be approved. (Copy filed with the permanent minutes and marked Attachment L.)

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REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Valeiras called on Ms. James for the report of the Compliance, Audit, and Risk Committee. Ms. James had chaired the committee meeting in the absence of Ms. Long.

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REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Valeiras 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 Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Baine, seconded by Mr. Hill, and approved unanimously.

Resolution to Approve a Capital Lease for the 3200 Commerce Street Property

That the resolution authorizing Virginia Tech to enter into a capital lease with the Virginia Tech Foundation for the 3200 Commerce Street property be approved. (Copy filed with the permanent minutes and marked Attachment M.)

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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 Mr. Hill, and approved unanimously.

Resolution to Approve Supplement for the New Upper Quad Residence Hall

That the resolution authorizing Virginia Tech to move forward with a \$7 million supplement to adjust the total project authorization for the New Upper Quad Residence Hall project to \$40 million and to complete the project be approved. (Copy filed with the permanent minutes and marked Attachment N.)

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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. Harris, and approved unanimously.

Resolution Delegating Authority for the Personnel Changes Report

That the Board of Visitors approve the Resolution to Amend Delegation of Authority for Selected Faculty Personnel Actions.
(Copy filed with the permanent minutes and marked Attachment O.)

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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 approved unanimously.

**Financial Update on COVID-19
and Approval of the 2020-21 Operating Budget Adjustment**

That the resolution authorizing Virginia Tech to adjust the operating budget to reflect the financial impact of COVID-19 be approved. (Copy filed with the permanent minutes and marked Attachment P).

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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 approved unanimously.

Approval of 9(d) Debt Restructuring and Refunding Resolutions

That the Board of Visitors of Virginia Polytechnic Institute and State University approve the resolution authorizing participation in the Virginia College Building Authority's Debt Restructuring Program; identifying the authorized officers; and authorizing the authorized officers to negotiate, execute, and deliver all necessary documents.
(Copy filed with the permanent minutes and marked Attachment Q.)

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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 approved unanimously.

**Approval of Year-to-Date Financial Performance Report
(July 1, 2020 - September 30, 2020)**

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, 2020, through September 30, 2020, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment R.)

REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Valeiras called on Mr. Sanghani for the report of the Governance and Administration Committee.

PRESIDENT'S REPORT

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

CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative to the Board - Camellia Pastore
- Graduate Student Representative to the Board - Sabrina Sturgeon
- Staff Representative to the Board - Tamarah Smith
- Faculty Representative to the Board - Eric Kaufman

The reports by the student representatives were delivered orally at the Information Session on November 15, 2020, and the reports by the faculty and staff representatives were delivered orally at the full Board meeting on November 16, 2020. (Copies filed with the permanent minutes and marked Attachment T.)

Motion to Begin Closed Session

Mr. Hill 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. Fundraising activities
4. Special awards

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 Ms. James 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 media, students, and the public were invited to return to the meeting. Rector Valeiras asked Mr. Hill to make the motion to return to open session. Mr. Hill 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. Petersen and passed unanimously.

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Upon motion by Mr. Hill and second by Mr. Baine, approval was given to the following group of resolutions as considered in closed session.

- **Resolutions to Approve Emeritus/a Status (10)** - Attachment U
- **Resolutions to Approve New Appointments of Endowed Chairs, Professorships, or Fellowships (7)** - Attachment V
- **Resolution for Appointment with Tenure (1)** - Attachment W
- **Ratification of the Personnel Changes Report, as amended.** This item was reviewed by the Finance and Resource Management and the Academic, Research, and Student Affairs Committees - Attachment X
- **Resolutions to Name University Facilities** – Attachment Y

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

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Upon motion by Ms. James and second by Mr. Sanghani, the meeting was adjourned at 4:11 p.m.

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The date of the next regular meeting is March 20-21, 2021, in Blacksburg, Virginia.

Horacio A. Valeiras, Rector

Kim O'Rourke, Secretary