

MINUTES

November 5, 2018

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 5, 2018, at 1:17 p.m. in Torgersen Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Mr. Edward H. Baine
Ms. Greta J. Harris
Mr. C. T. Hill
Ms. Anna L. James
Mr. Mehmood S. Kazmi
Ms. Letitia A. Long
Mr. Robert J. Mills
Mr. L. Chris Petersen
Ms. Deborah Leigh Martin Petrine
Mr. Mehul P. Sanghani
Mr. Dennis H. Treacy (Rector)
Mr. Horacio A. Valeiras (Vice Rector)
Mr. Jeff Veatch
Mr. Preston M. White

Absent

Constituent Representatives:

Dr. John Ferris, Faculty Representative
Mr. Robert Sebek, Staff Representative
Mr. Zo Amani, Graduate Student Representative
Ms. Rachel Iwicki, Undergraduate Student Representative

Also present were the following: President Timothy Sands, Ms. Kim O'Rourke, Ms. Lori Buchanan, Mr. Ralph Byers, Ms. D'Elia Chandler, Dr. Cyril Clarke, Ms. Shelia Collins, Mr. Al Cooper, Mr. John Cusimano, Mr. Brian Daniels, Dr. Karen DePauw, Dr. John Dooley, Mr. Corey Earles, Dr. Jack Finney, Ms. Rachel Gabriele, Mr. David Guerin, Ms. Dee Harris, Ms. Kristina Hartman, Dr. Luisa Havens Gerardo, Mr. Tony Haga, Ms. Kay Heidbreder, Mr. Tim Hodge, Ms. Elizabeth Hooper, Dr. Chris Kiwus, Ms. Sharon Kurek, Dr. Theresa Mayer, Dr. Steve McKnight, 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. Dwayne Pinkney, Dr. Ellen Plummer, Mr. Chris Rahmes, Ms. Savita Sharma, Mr. Dwight Shelton, Ms. Kayla Smith, Mr. Jon Clark Teglas, Ms. Tracy Vosburgh, Dr. Lisa Wilkes, Dr. Sherwood Wilson, Mr. Chris Yianilos, faculty, staff, students, guests, and reporters.

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There was no public comment period.

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Rector Treacy welcomed everyone to the Board meeting. He announced the passing of two former Board members in recent months. Mr. Doug Fahl passed away on August 12. He was an Engineering alum, Class of '65, and served on the Board of Visitors from 2008 to 2012. Mr. Rod Layman taught at Virginia Tech for a short time early in his career. He served two terms on the Board, 1995 to 1999 and 2001 to 2004. Mr. Layman passed away on October 27. On behalf of the university, Rector Treacy expressed appreciation for their service.

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

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

- **Minutes of the Board of Visitors Meeting held August 27, 2018**
- **Minutes of the Board of Visitors Executive Committee Meeting held October 6, 2018—Attachment A**
- **Report of Board of Visitors Information Session (11/4/18) — Attachment B**
- **Report of the Academic, Research, and Student Affairs Committee (11/5/18) – Attachment C**
- **Report of the Buildings and Grounds Committee (11/4/18) – Attachment D**
- **Report of the Compliance, Audit, and Risk Committee (11/4/18) – Attachment E**
- **Report of the Finance and Resource Management Committee (11/5/18) – Attachment F**
- **Report of the Governance and Administration Committee (11/5/18) – Attachment G**

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

- **Resolution to Establish a Master of Science Degree in Nutrition and Dietetics—Attachment H**

That the resolution recommending the establishment of the master of science degree in nutrition and dietetics be approved.

- **Resolution to Exclude Certain Officers/Directors—Attachment I**

That the resolution for the exclusion of certain officers/directors be approved.

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

- **Resolution to Approve the Pratt Fund Program and Expenditures Report – Attachment J**

That the 2017-18 Pratt Funds Activity Statements for Animal Nutrition and the College of Engineering be approved.

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Accept Real Property from the Commonwealth of Virginia Department of Transportation – Attachment K**

That the resolution authorizing the Vice President for Operations, his successors and/or assigns, to execute the necessary documents to acquire the fee simple title to the portion of the new Research Center Drive from VDOT that VDOT previously acquired from the Virginia Tech Foundation be approved.

- **Resolution to Approve the Demolition of University Building No. 0316 – Attachment L**

That the resolution authorizing the demolition of Building No. 0316 be approved.

- **Resolution to Approve the Demolition of University Buildings Impacted by Livestock and Poultry Research Facilities – Phase I – Attachment M**

That the resolution authorizing the demolition of buildings numbered 0479A, 0479B, 0479C, 0479D, 0480, 0540, 0540A, 0541, 0542, 0543, 0544, 0550A, 0552, 0553A, 0602, and 0606 be approved.

From the Governance and Administration Committee Consent Agenda:

- **Resolution to Eliminate the Requirement for Board of Visitors Approval for Changes to the Staff Senate Constitution – Attachment N**

That the resolution to amend Article 10, number 6 of the Virginia Tech Staff Senate Constitution be approved.

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

- **Report of Research and Development Disclosures** – Attachment O

(Copies of consent agenda items are filed with the permanent minutes and marked as noted above.)

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

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

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Treacy 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. Valeiras, and approved unanimously.

Resolution to Adopt the 2018 Campus Master Plan

That the resolution adopting the 2018 Campus Master Plan be approved. (Copy filed with the permanent minutes and marked Attachment P.)

Rector Treacy noted that one of the goals of the greenway areas contained within the Campus Master Plan is to preserve and protect the old growth forest, known commonly as “Stadium Woods.” Accordingly, removal of the old growth forest from the greenway would require action of the Board of Visitors.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Treacy called on Mr. Kazmi for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Treacy called on Mr. Valeiras 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 was moved by Mr. Valeiras, seconded by Mr. Kazmi, and approved unanimously.

Resolution to Approve Revisions to the 2018-2024 Six-Year Plan

That revisions to the 2018-2024 Six-Year Plan be approved. (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. Valeiras, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve the Year-to-Date Financial Performance Report (July 1, 2018 – September 30, 2018)

That that report of income and expenditures for the University Division and the Cooperative Extension/Agricultural Experiment Station Division for the period of July 1, 2018, through September 30, 2018, and the Capital Outlay report be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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

Resolution to Complete the Capital Project for the Creativity and Innovation District Residence Hall

That the resolution authorizing Virginia Tech to complete the Creativity and Innovation District Residence Hall project be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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

**Resolution to Approve the Capital Lease to Replace
the Turbo Research Laboratory**

That the resolution authorizing Virginia Tech to enter into a capital lease with the Virginia Tech Foundation for the Turbo Laboratory be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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

**Resolution Authorizing the Adjustment of the Financing Plan
for the Student Wellness Improvements Project**

That the resolution authorizing Virginia Tech to complete the Student Wellness Improvements project with a revised funding plan be approved. (Copy filed with the permanent minutes and marked Attachment U.)

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

**Resolution to Approve the Adjustment of the Capital Lease
for the Applied Projects Building**

That the resolution authorizing Virginia Tech to supplement and complete the Applied Projects Building and enter into a capital lease with the Virginia Tech Foundation be approved. (Copy filed with the permanent minutes and marked Attachment V.)

Note: Ms. Long recused herself from the vote on this agenda item.

At the conclusion of his report, Mr. Valeiras noted that there would be a longer discussion of resource development at the next meeting.

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Treacy called on Mr. Sanghani for the report of the Governance and Administration Committee. Within his report, Mr. Sanghani referred to the media sprint being conducted in the Northern Virginia area. Mr. Veatch expressed concern about the university's use of the term "National Capital Region (NCR)," noting that in the vernacular of the residents of the region, it is referred to as the Washington, DC, metro area or DC metro area.

As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Valeiras, and approved unanimously.

Resolution to Approve the Revisions to Policy 1035 on Student-Athlete Conduct

That the resolution to revise Policy 1035 on Student-Athlete Conduct be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment W.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Valeiras, and approved unanimously.

Resolution to Approve Revisions to Policy 1036 and Change the Title to Student-Athlete Monitoring and Assistance Program (SAMAP)

That the resolution to revise and rename Policy 1036: Student-Athlete Monitoring and Assistance Program (SAMAP) be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment X.)

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As part of the Governance and Administration Committee report, approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Baine, and approved unanimously.

**Resolution to Approve the Establishment of University
Policy #12015 on External Awards**

That the resolution creating Policy #12015 on External Awards be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment Y.)

EXECUTIVE COMMITTEE

The Executive Committee is empowered to act on behalf of the Board between regular Board meetings. Rector Treacy announced that the Executive Committee met on October 6, 2018. At that meeting, the Executive Committee considered and approved one resolution.

Rector Treacy asked for a motion by a member of the Executive Committee to ratify the action from the October 6, 2018, meeting. Approval of the following resolution was moved by Mr. Sanghani, seconded by Mr. Kazmi, and approved unanimously.

**Resolution to Ratify Action Taken by the Executive Committee
at the Meeting Held on October 6, 2018**

- **That the resolution ratifying the action taken by the Executive Committee of the Board of Visitors to approve the naming of the Beamer-Lawson Indoor Practice Facility at a special meeting convened on October 6, 2018, be approved.**

(Copy filed with the permanent minutes and marked Attachment Z.)

**Constituent Reports (no action required)
(Presented at BOV Information Session on November 4, 2018)**

Undergraduate Student Representative to the Board – Ms. Rachel Iwicki
Graduate Student Representative to the Board – Mr. Zo Amani
Faculty Representative to the Board – Dr. John Ferris
Staff Representative to the Board – Mr. Robert Sebek*

*Mr. Sebek's report included a presentation on a child care study conducted by the Staff Senate.

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

Based on issues raised in the constituent reports, the Board requested a future presentation on the comprehensive compensation package for employees and the cost of living in the Blacksburg area. This issue falls within the Organizational Excellence Initiative of the new Senior Vice President for Operations and Administration, Dr. Dwayne Pinkney. The Rector charged the Governance and Administration Committee to work with Dr. Pinkney and report back to the Board. The G&A Committee will be responsible for ongoing monitoring.

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Motion to Begin Closed Session

Mr. Valeiras 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. A business opportunity where no public announcement has been made.
3. The status of current litigation and briefing on actual or probable litigation.
4. Fundraising activities.
5. Special awards.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .5, .7, .9, and .11. The motion was seconded by Ms. Petrine and passed unanimously.

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**CLOSED SESSION REPORTS
(No Board action required)**

1. Litigation report – Ms. Heidbreder
2. Fundraising report and special awards – Mr. 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 Treacy called the meeting to order and asked Mr. Valeiras to make the motion to return to open session. Mr. Valeiras 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. Mills and passed unanimously.

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APPROVAL/ACCEPTANCE OF CONSENT AGENDA CLOSED SESSION ITEMS* *(Refer to Attachments BB through CC)*

[*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 and have been determined not to require discussion by the Board or its committees.]

Rector Treacy asked for a motion to approve/accept the consent agenda items that were considered in closed session, as listed. The motion was made by Mr. Mills seconded by Mr. White, and approved unanimously.

- **Resolutions for Approval of Emeritus Status (11)** – Attachment BB
- **Resolutions for Approval of the Endowed Chairs, Professorships, or Fellowships (5)**—Attachment CC

(Copies of consent agenda items are filed with the permanent minutes and marked as noted above.)

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Upon motion by Mr. Mills and second by Ms. Harris, unanimous approval was given to the resolution for ratification of the **Personnel Changes Report, including Addendum A**, as considered in Closed Session. This item was reviewed by the Finance and Resource Management and the Academic, Research, and Student Affairs Committees. (Copy filed with the permanent minutes and marked Attachment DD.)

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Upon motion by Mr. Valerias and second by Mr. White, unanimous approval was given to the resolutions to **Name University Facilities (4)** as considered in Closed Session. (Copies filed with the permanent minutes and marked Attachment EE.)

Note: Ms. Petrine recused herself from the vote on this agenda item.

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PRESIDENT'S REPORT

As part of the report by President Sands, the following resolution was moved by Mr. Valerias, seconded by Ms. Harris, and approved unanimously.

Resolution to Approve the Policy on Adding Names to the Virginia Tech Memorial Pylons

That the policy on adding individual names to the Virginia Tech Memorial Pylons be approved. (Copy filed with the permanent minutes and marked Attachment FF.)

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As part of the report by President Sands, the following resolution was moved by Mr. Valeiras, seconded by Mr. Petersen, and approved unanimously.

Resolution to Approve the Revisions to University Policy #12005 on Commemorative Tributes

That the resolution approving Revision 7 of Policy #12005 on Commemorative Tributes be approved, effective immediately. (Copy filed with the permanent minutes and marked Attachment GG.)

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President Sands' remarks to the Board of Visitors

Due to time limitations, President Sands did not have an opportunity to deliver his remarks orally but submitted a written copy. (Copy filed with the permanent minutes and marked Attachment HH.)

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Upon a motion by Mr. Mills and second by Ms. James, the meeting was adjourned at 3:55 p.m.

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The date of the next regular meeting is March 31-April 1, 2019, in Blacksburg, Virginia.

Dennis H. Treacy, Rector

Kim O'Rourke, Secretary