

MINUTES

November 14, 2022

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 14, 2022, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, 620 Drillfield Drive, Blacksburg, Virginia.

Present

Edward H. Baine (Vice Rector)
Shelley Butler Barlow
David Calhoun
Carrie H. Chenery
Sandy C. Davis
Greta J. Harris
Brad Hobbs
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen
Jeff Veatch

Absent

C.T. Hill
Anna L. James

Constituent Representatives:

Anna Buhle, Graduate/Professional Student Representative
Holli Drewry, Administrative and Professional Faculty Representative
Jamal Ross, Undergraduate Student Representative
Robert Weiss, Faculty Representative
Serena Young, Staff Representative

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Mac Babb, Callan Bartel, Lynsay Belshe, Eric Brooks, Bob Broyden, Lori Buchanan, Brock Burroughs, Steven Clark, Cyril Clarke, Al Cooper, John Cusimano, Corey Earles, Alisha Ebert, Kari Evans, Ron Fricker, Bryan Garey, Luisa Havens Gerardo, Guru Ghosh, April Goode, Suzanne Griffin, Tony Haga, Rebecca Halsey, Kay Heidbreder, Tim Hodge, Matt Holt, Elizabeth Hooper, Frances Keene, Chris Kiwus, Sharon Kurek, Erin McCann, Elizabeth McClanahan, Ken McCrery, Nancy Meacham, Scott Midkiff, Jeff Mitchell, Kimberly Moore, Liza Morris, April Myers, Justin Noble, Kelly Oaks, Mark Owczarski, Charlie Phlegar, Kevin Pitts, Ellen Plummer, Lauren Pollard, Jon Porter, Menah Pratt, Robin Queen, Paul Richter, Julia Ross, Amy Sebring, Don Taylor, Jon Clark Teglas, Rob Viers, Tracy Vosburgh, Lisa Wilkes, Chris Yianilos, and a Roanoke Times reporter.

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There was no public comment period. The meeting was livestreamed via YouTube for the public.

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Rector Long convened the meeting and welcomed everyone. She and President Sands offered statements of sympathy and support to the University of Virginia community for the tragedy they experienced over the past day and the traumatic aftermath yet to come. Rector Long asked everyone in attendance to observe a moment of silence.

She welcomed Executive Vice President and Chief Operating Officer Amy Sebring. She and President Sands also thanked Chris Kiwus for his service over the past year as interim Senior Vice President and Chief Business Officer. Rector Long also announced the retirement of John Cusimano. Rector Long wished Board member C.T. Hill a speedy recovery as he missed the meeting for health reasons.

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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 Long 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. Martin, and approved unanimously.

- **Minutes from August 23, 2022, BOV Meeting**
- **Minutes from November 14, 2022, Committee Chairs Meeting** - Attachment A
- **Report of Information Session on November 13, 2022** - Attachment B
- **Academic, Research, and Student Affairs Committee General Report (11/14/22)** - Attachment C
- **Buildings and Grounds Committee General Report (11/14/22)** - Attachment D
- **Compliance, Audit, and Risk Committee General Report (11/14/22)** - Attachment E
- **Finance and Resource Management Committee General Report (11/14/22)** - Attachment F
- **Governance and Administration Committee General Report (11/13/22)** - Attachment G

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

- *** Approval of Pratt Fund Program and Expenditures Report** - Attachment H
- **Ratification of 2022-2023 Faculty Handbook** - Attachment I
- **Resolution Reaffirming the Naming of the Steger Center for International Scholarship** - Attachment J
- **Resolution for Exclusion of Certain Officers/Directors** - Attachment K

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve a Utility Easement at the Northern Piedmont Agricultural Research and Extension Center** - Attachment L

From the Finance and Resource Management Committee Consent Agenda:

- **Ratification of Lease Activities Approved by the University** - Attachment M

From the Governance and Administration Committee Consent Agenda:

- **Compliance, Audit, and Risk Committee Charter** - Attachment N

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

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

ANNUAL REVIEW OF UNIVERSITY STRATEGIC PLAN

This agenda item was originally scheduled to be addressed during the board's information session on Sunday, November 13, but due to time constraints was deferred to the full board meeting. Rector Long called on Dr. Menah Pratt, Vice President for Diversity, Inclusion, and Strategic Affairs, to deliver the presentation. (Copy filed with the permanent minutes and marked Attachment P.)

Rector Long asked Dr. Pratt and Dr. Matt Holt to return with a financing plan for access and affordability and information about strategies other universities have employed to address the net price gap.

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

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

REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

Rector Long called on Ms. Barlow for the report of the Buildings and Grounds Committee. Rector Long announced that the board would like to have lunch at D2 when the work there is completed.

As part of the Buildings and Grounds Committee report by Ms. Barlow, approval of the following resolution was moved by Ms. Barlow and seconded by Dr. Nelson.

Resolution to Adopt the 2022 Student Life Village Master Plan as a Supplement to the Campus Master Plan

That the resolution adopting the 2022 Student Life Village Master Plan as a supplement to the Campus Master Plan be approved.
(Copy filed with the permanent minutes and marked Attachment Q.)

In the discussion that ensued, those in favor of the resolution noted that this would be a land-use approval for a supplement to the existing Campus Master Plan that has been public since its approval in 2018 and would not constitute approval of a construction project. The proposal is a way to accomplish the 2018 Campus Master Plan more efficiently at a lower cost with a moderate net increase in the number of beds. The project is proposed to be built in three phases, and the board would have to give its approval at several decision points before design/construction could begin and issuance of debt would be considered. Additionally, President Sands had committed to include the business community in discussions going forward. Those who spoke in opposition to the resolution cited continuing concerns about debt capacity and other points raised during the joint Buildings and Grounds Committee and Finance and Resource Management Committee meeting the previous day. Additionally, it was noted that to date the business community has not been engaged in discussions about the Student Life Village, and the students have not requested the project.

When the discussion concluded, the vote was conducted. The motion passed, with Ms. Davis and Mr. Veatch voting in opposition; there were no abstentions.

After the vote, President Sands reiterated his commitment to convene a work group after Thanksgiving that will include members of the local business community as well as the local government and internal constituent groups.

REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Long called on Ms. Martin for the report of the Compliance, Audit, and Risk Committee.

REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE

Rector Long called on Mr. Baine 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. Baine, seconded by Dr. Nelson, and passed unanimously.

**Resolution to Create a New University-Related Corporation
and Affiliation Agreement**

That the resolution authorizing, at the President's discretion, the establishment of the Swiss Corporation, VT Swiss SA, as a university-related corporation and approving the affiliation thereof with the university be approved. (Copy filed with the permanent minutes and marked Attachment R.)

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

**Resolution for Authority to Loan Funds to the
New University-Related Corporation**

That the resolution authorizing the university to loan working capital up to \$250,000 to a university-related Swiss Corporation, VT Swiss SA, be approved. (Copy filed with the permanent minutes and marked Attachment S.)

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

Approval of Revised Resolution on General Banking Authority

That the resolution on general banking authority 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, approval of the following resolution was moved by Mr. Baine, seconded by Ms. Barlow, and passed unanimously.

Approval of Revisions to the 2022-28 Six-Year Plan

That the Board of Visitors approve the revised 2022-2028 Six-Year Plan. (Copy filed with the permanent minutes and marked Attachment U.)

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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. Chenery, and passed unanimously.

**Approval of Year-to-Date Financial Performance Report
(July 1, 2022 –September 30, 2022)**

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, 2022, through September 30, 2022, and the Capital Outlay report be approved.
(Copy filed with the permanent minutes and marked Attachment V.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Long called on Mr. Petersen for the report of the Governance and Administration Committee.

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PRESIDENT'S REPORT

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

As part of his report, President Sands announced that Rector Long will be honored by the United States Geospatial Intelligence Foundation (USGIF) on December 1 as the 2022 Arthur C. Lundahl—Thomas C. Finnie Lifetime Achievement Award recipient

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CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative - Jamal Ross
- Graduate and Professional Student Representative - Anna Buhle
- Staff Representative - Serena Young
- Administrative and Professional Faculty Representative - Holli Drewry
- Faculty Representative - Robert Weiss

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

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Motion to Begin Closed Session

Mr. Baine 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 Dr. Nelson and passed unanimously. The livestream was suspended during the closed session.

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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 public were invited to return to the meeting, and the livestream resumed. Rector Long asked Mr. Baine to make the motion to return to open session. Mr. Baine 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. Nelson and passed unanimously.

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

- **Resolutions to Approve Appointments to Emeritus/a Status (31)** - Attachment Y
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (6)** - Attachment Z
- **Resolution to Approve Appointments with Tenure (7)** - Attachment AA
- **Resolution to Approve Faculty Research Leave (1)** - Attachment BB

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

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Upon motion by Mr. Baine and second by Dr. Nelson, unanimous approval was given to the resolution for ratification of the **Personnel Changes Report including Addenda A and B**, 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 CC.)

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The meeting was adjourned at 4:18 p.m.

The dates of the next regular meeting are March 19-20, 2023, in Blacksburg, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary