

MINUTES

November 8, 2021

The Board of Visitors of Virginia Polytechnic Institute and State University met on Monday, November 8, 2021, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, Blacksburg, Virginia.

Present

Edward H. Baine (Vice Rector)
Shelley Butler Barlow
Greta J. Harris
C. T. Hill
Anna L. James
Letitia A. Long (Rector)
Sharon Brickhouse Martin
Melissa Byrne Nelson
L. Chris Petersen
Mehul Sanghani
Horacio A. Valeiras
Jeff Veatch

Absent

Carrie H. Chenery
Preston M. White

Constituent Representatives:

Paolo Fermin, Undergraduate Student Representative
Phil Miskovic, Graduate/Professional 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, Lisa Blackwell, Eric Brooks, Lori Buchanan, Charlene Casamento, Cyril Clarke, Al Cooper, Jon Deskins, Corey Earles, Kari Evans, Lance Franklin, Christina Franusich, Mike Friedlander, Bryan Garey, Cathy Grimes, Rebekah Gunn, Kay Heidbreder, Chris Kiwus, Sharon Kurek, Elizabeth McClanahan, Nancy Meacham, Scott Midkiff, Ken Miller, April Myers, Kelly Oaks, Mark Owczarski, Charlie Phlegar, Dwayne Pinkney, Ellen Plummer, Katie Polidoro, Menah Pratt-Clarke, Robin Queen, Chris Rahmes, Frank Shushok, Janice Tawney, Don Taylor, Jon Clark Teglas, Tracy Vosburgh, and Lisa Wilkes.

(Members of the public: Joanne Dean, Rebekah Paulson, Rosemarie Sawdor, Aaron Spicer, Beth Umberger, and Fred Umberger)

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There was no public comment period.

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Rector Long convened the meeting and welcomed everyone.

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

- **Minutes from August 31, 2021 BOV Meeting**
- **Report of Information Session on November 7, 2021 - Attachment A**
- **Academic, Research, and Student Affairs Committee General Report (11/7/21) - Attachment B**
- **Buildings and Grounds Committee General Report (11/8/21) - Attachment C**
- **Compliance, Audit, and Risk Committee General Report (11/7/21) - Attachment D**
- **Finance and Resource Management Committee General Report (11/8/21) - Attachment E**
- **Governance and Administration Committee General Report (11/8/21) - Attachment F**

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

- ***Resolution to Approve Pratt Fund Program and Expenditures Report - Attachment G**
- **Resolution for Exclusion of Certain Officers/Directors - Attachment H**
- **Resolution to Amend Policy 1026 and Student Code of Conduct to Align with New Title IX Regulations Issued by the U.S. Department of Education - Attachment I**

- **Approval of Degree and Academic Program Actions**
 - **Resolution to Discontinue the Doctor of Philosophy Degree in Educational Research and Evaluation (EDRE) - Attachment J**
 - **Resolution for the Establishment of a School of Animal Sciences - Attachment K**
 - **Affirmation of SCHEV-Approved Department Name in the Virginia Tech Carilion School of Medicine - Attachment L**

From the Buildings and Grounds Committee Consent Agenda:

- **Resolution to Approve the Demolition of University Building No. 0185J (Equipment Storage Building) - Attachment M**
- **Resolution to Approve the Demolition of University Building No. 0748 (Tobacco Barn Number 3) - Attachment N**
- **Resolution to Approve an Appointment to the Blacksburg-Virginia Polytechnic Institute Sanitation Authority - Attachment O**

From the Finance and Resource Management Committee Consent Agenda:

- **Resolution Updating Policy 12111, Acceptance of Terms and Conditions Associated with Donations, Gifts, & Other Philanthropic Support - Attachment P**

From the Governance and Administration Committee Consent Agenda:

- **Resolution to Approve the Compliance, Audit, and Risk Committee Charter - Attachment Q**
- **Resolution to Revise Policy 4335: Employee Awards and Recognition Programs - Attachment R**
- **Resolution to Revise Bylaws of the Virginia Tech Board of Visitors - 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 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.

As part of the Buildings and Grounds Committee report, approval of the following resolution was moved by Mr. Hill and seconded by Ms. Harris. Ms. Barlow and Mr. Baine recused themselves from the discussion and abstained from voting on the resolution. With one vote in opposition cast by Mr. Valeiras, the resolution was approved.

Resolution to Approve an Easement to Suffolk CSG LLC in Support of Developing a Community Solar Project on Property Adjacent to the Tidewater Agricultural Research and Extension Center

That the resolution authorizing the Senior Vice President and Chief Business Officer to execute an easement to Suffolk CSG LLC for the purposes stated and described herein be approved.
(Copy filed with the permanent minutes and marked Attachment U.)

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 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. Valeiras, and passed unanimously.

Ratification of the 2022 – 2028 Capital Outlay Plan

That the Six-Year Capital Outlay Plan listing of projects shown on Attachment A to the plan for the period 2022 through 2028 be ratified for budget consideration with the state. Further, that the list of projects shown on Attachment B to the plan be approved as the university’s Six-Year Capital Outlay Plan of entirely non-general-fund capital projects for the 2022-2028 planning period, with projects subsequently to be individually approved by the Board of Visitors prior to implementation. (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. Baine and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Baine, seconded by Ms. Barlow, and passed unanimously.

Resolution to Amend a Long-term Lease for the Virginia Tech Research Center - Arlington

That the resolution authorizing Virginia Tech to amend the long-term lease with the Virginia Tech Foundation for the Virginia Tech Research Center – Arlington 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, approval of the following resolution was moved by Mr. Baine, seconded by Valeiras, and passed unanimously.

Approval of Board Rates Effective Spring 2022

That the Board of Visitors approve the recommended meal plan rates effective Spring Semester 2022. (Copy filed with the permanent minutes and marked Attachment X.)

Rector Long expressed appreciation for the university’s efforts to offset the impact of this increase on those in financial need.

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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 Dr. Nelson, and passed unanimously.

Review and Approval of the 2022-2028 Six-Year Plan

That the Board of Visitors approve the 2022-2028 Six-Year Plan.
(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. Baine, seconded by Mr. Valeiras, and passed unanimously.

**Approval of Year-to-Date Financial Performance Report
(July 1, 2021 – September 30, 2021)**

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, 2021, through September 30, 2021, and the Capital Outlay report be approved.
(Copy filed with the permanent minutes and marked Attachment Z.)

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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.

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

Resolution to Establish an Administrative and Professional Faculty Representative to the Board of Visitors

That the Resolution to Establish an Administrative and Professional Faculty Representative to the Board of Visitors be approved. (Copy filed with the permanent minutes and marked Attachment AA.)

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Mr. Petersen also noted that it has been four years since the board's new committee structure was implemented, and the Governance and Administration Committee would be conducting a review of the structure and providing recommendations at the next meeting. He invited board members interested in serving on the review committee to let him know of their interest.

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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 BB.

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As part of the President's report, approval of the following resolution was moved by Mr. Valeiras, seconded by Ms. Barlow, and passed unanimously.

Resolution to Revise Policy 12015: External Awards

That the resolution approving Revision 1 of Policy #12015 on External Awards as attached be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

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CONSTITUENT REPORTS (no action required)

- Undergraduate Student Representative - Paolo Fermin
- Graduate Student Representative - Phil Miskovic
- Staff Representative - Serena Young
- Faculty Representative - Robert Weiss

The reports by the student representatives were delivered orally at the Information Session on November 7, and the reports by the faculty and staff representatives were delivered orally at the full board meeting on November 8, 2021. (Copies filed with the permanent minutes and marked Attachment DD.)

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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 Mr. Valeiras and passed unanimously.

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**REPORT OF THE JOINT CLOSED SESSION MEETING OF THE
COMPLIANCE, AUDIT, AND RISK COMMITTEE
AND THE GOVERNANCE AND ADMINISTRATION COMMITTEE**

Rector Long called on Ms. Martin for a report on the joint meeting of the Compliance, Audit, and Risk Committee and the Governance and Administration Committee that was held in closed session on November 7.

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

1. Fundraising report – Mr. Charlie Phlegar
2. Litigation report – Ms. Kay Heidbreder

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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. 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 Mr. Petersen and passed unanimously.

Upon motion by Mr. Valeiras and second by Dr. Nelson, approval was given to the following group of resolutions as considered in closed session. Items marked with an asterisk were considered by the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee.

- ***Resolutions to Approve Appointments to Emeritus/a Status (6)** – Attachment EE
- ***Resolutions to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (9)** - Attachment FF
- ***Resolution to Approve Appointments with Tenure (3)** - Attachment GG
- ***Resolution for Ratification of the Personnel Changes Report** - Attachment HH
- **Resolutions to Approve Building Namings (2)** - Attachment II
- **Resolution to Approve External Award (1)** - Attachment JJ

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

The meeting was adjourned at 3:16 p.m.

The dates of the next regular meeting are April 3-4, 2022, in Blacksburg, VA.

Letitia A. Long, Rector

Kim O'Rourke, Secretary