

## MINUTES

August 28, 2024

The Board of Visitors of Virginia Polytechnic Institute and State University met on Wednesday, August 28, 2024, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, 620 Drillfield Drive, Blacksburg, Virginia 24061.

### **Present**

David Calhoun (Vice Rector)  
Sandy Davis (via Zoom)\*  
Nancy Dye  
William Holtzman  
Donald Horsley  
Anna L. James  
Starlette Johnson  
Ryan D. McCarthy  
Jim Miller  
J. Pearson  
John Rocovich  
Jeanne Stosser

### **Absent**

Edward H. Baine (Rector)  
Letitia Long

### **Constituent Representatives:**

Leslie Orellana, Undergraduate Student Representative  
William Poland, Graduate/Professional Student Representative  
LaTawnya Burleson, Staff Representative  
Janice Austin, Administrative and Professional Faculty Representative  
Rachel Miles, Faculty Representative

\*One Board member participated remotely from her home for medical reasons in accordance with Code of Virginia §2.2-3708.3(B). A quorum was physically present.

Also present were the following: President Timothy Sands, Kim O'Rourke (Secretary to the Board), Simon Allen, Laura Belmonte, Lynsay Belshe, Eric Brooks, Brock Burroughs, Cyril Clarke, Al Cooper, Deborah Day, Corey Earles, Alisha Ebert, Juan Espinoza, Ron Fricker, Rachel Gabriele, Cliff Gaines, Bryan Garey, Dan Givens, Ellington Graves, Rebekah Gunn, Kay Heidebreder, Cyndi Hutchison, Frances Keene, Sharon Kurek, Tsai Lu Liu, Andrew Marinik, Nancy Meacham, Bryanna Meredith, Joseph Merola, Jeffrey Mitchell, Mike Mulhare, Dennis Nolan, Mark Owczarski, Charlie Phlegar, Sharon Pitt, Lauren Pollard, Paul Richter, Lori Rose, Lisa Rowan, Lisa Royal, Saonee Sarker, Amy Sebring, Brennan Shepard, Dee Dee Somervell, Michael Stowe, Dan Sui, Aimee Suprenant, John Tarter, Don Taylor, Mollie Taylor, Jon Clark Teglas, Rob Viers, Zachary Weiss, Lisa Wilkes, Payton Williams, and Chris Yianilos.

The meeting was livestreamed for the public via YouTube; there were 45 concurrent viewers on YouTube and a total of 25 views.

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There was no public comment period.

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In the absence of Rector Baine, Vice Rector Calhoun convened the meeting and welcomed everyone, including the five new board members and constituent representatives. He introduced Dwyn Taylor, the new Vice President for Facilities. He summarized the board's three days of activities that began with a retreat on Monday, August 26, at the Pete Dye River Course in Radford, Virginia. The board held an information session on campus the next day and had a financial overview presentation by Mr. Allen and heard constituent reports from the representatives.

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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.]

Vice Rector Calhoun asked for a motion to approve/accept the 16 consent agenda open session items as listed. The motion was made by Mr. Rocovich, seconded by Dr. Dye, and approved unanimously.

- **Minutes of the June 11, 2024, BOV Meeting**
- **Minutes of the August 26, 2024, Executive Committee Meeting** -Attachment A
- **Minutes of the Retreat on August 26, 2024** - Attachment B
- **Minutes of the Committee Chairs Meeting on August 27, 2024,** - Attachment C
- **Minutes of the Information Session on August 27, 2024** - Attachment D
- **Academic, Research, and Student Affairs Committee General Report (8/27/24)** - Attachment E
- **Buildings and Grounds Committee General Report (8/27/24)** - Attachment F
- **Compliance, Audit, and Risk Committee General Report (8/28/24)** -Attachment G
- **Finance and Resource Management Committee General Report (8/28/24)** - Attachment H

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

- **Resolution for Exclusion of Certain Officers/Directors** - Attachment I
- **Resolution Approving Updates to the Student Code of Conduct for the 2024-25 Academic Year** - Attachment J

*From the Buildings and Grounds Committee Consent Agenda:*

- **Resolution to Revise the Approval Process for Construction Manager at Risk and Design-Build Capital Project Delivery Methods** - Attachment K

*From the Finance and Resource Management Committee Consent Agenda:*

- **Approval of Revisions to and Renewal of University-Related Corporations Affiliation Agreements** - Attachment L
- **Approval of Subscription-Based IT Arrangement (SBITA) with Amazon Web Services** - Attachment M
- **Approval of Resolution to Revise the Board of Visitors Bylaws** - Attachment N

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

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

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## **REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE**

Vice Rector Calhoun called on Dr. Dye for the report of the Academic, Research, and Student Affairs Committee.

As part of the Academic, Research, and Student Affairs Committee report, approval of the following resolution was moved by Dr. Dye, seconded by Ms. James, and passed unanimously.

### **Resolution Approving the Policy on Student Athlete Participation in Name, Image, Likeness Opportunities**

**That the policy on Student Athlete Participation in Name, Image, Likeness Opportunities be approved.** (Copy filed with the permanent minutes and marked Attachment P.)

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## **REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE**

Vice Rector Calhoun called on Mr. Horsley for the report of the Buildings and Grounds Committee. The Buildings and Grounds Committee chair, Letitia Long, was present for the committee meeting but absent for today's board meeting.

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## **REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE**

Vice Rector Calhoun called on Ms. James for the report of the Compliance, Audit, and Risk Committee.

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## **REPORT OF THE FINANCE AND RESOURCE MANAGEMENT COMMITTEE**

Vice Rector Calhoun gave the report of the Finance and Resource Management Committee, which he chairs.

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

### **Approval of Year-to-Date Financial Performance Report (July 1, 2023 – June 30, 2024)**

**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, 2023, through June 30, 2024, 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 by Mr. Calhoun and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Rocovich, seconded by Mr. McCarthy, and passed unanimously.

### **Resolution for a Capital Planning Project for the College of Veterinary Medicine Teaching Hospital Renovation and Expansion**

**That the resolution authorizing Virginia Tech to move forward with a \$4.3 million planning authorization to complete designs through working drawings for the College of Veterinary Medicine Teaching**

**Hospital Renovation and Expansion project be approved.** (Copy filed with the permanent minutes and marked Attachment R.)

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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 S.

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## **RESOLUTIONS OF APPRECIATION**

President Sands presented five resolutions for consideration. Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

### **Resolution of Appreciation Honoring Carrie H. Chenery**

**That the resolution recognizing Carrie Chenery for her service as a member of the Board of Visitors be approved.** (Copy filed with the permanent minutes and marked Attachment T.)

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Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

### **Resolution of Appreciation Honoring Greta J. Harris**

**That the resolution recognizing Greta Harris for her service as a member of the Board of Visitors be approved.** (Copy filed with the permanent minutes and marked Attachment U.)

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Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

### **Resolution of Appreciation Honoring Charles B. "Brad" Hobbs**

**That the resolution recognizing Brad Hobbs for his service as a member of the Board of Visitors be approved.** (Copy filed with the permanent minutes and marked Attachment V.)

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Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

**Resolution of Appreciation Honoring L. Chris Petersen**

**That the resolution recognizing Chris Petersen for his service as a member of the Board of Visitors be approved.** (Copy filed with the permanent minutes and marked Attachment W.)

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Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

**Resolution of Appreciation Honoring Jeffrey E. Veatch**

**That the resolution recognizing Jeff Veatch for his service as a member of the Board of Visitors be approved.** (Copy filed with the permanent minutes and marked Attachment X.)

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**CONSTITUENT REPORTS (no action required)**

Constituent reports were delivered orally at the board's Information Session on August 27, 2024.

- Undergraduate Student Representative – Leslie Orellana
- Graduate and Professional Student Representative – William Poland
- Staff Representative – LaTawnya Burleson
- Administrative and Professional Faculty Representative – Janice Austin
- Faculty Representative – Rachel Miles

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

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**Motion to Begin Closed Session**

Dr. Dye 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. The livestream was suspended.

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

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 and the livestream was resumed. Vice Rector Calhoun asked Dr. Dye to make the motion to return to open session. Dr. Dye 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. Rocovich and passed unanimously.

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

- **Resolution to Approve Appointments to Emeritus/a Status (10)** - Attachment Z
- **Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (5)** - Attachment AA
- **Resolution to Approve Appointments with Tenure (8)** - Attachment BB
- **Resolution to Ratify Personnel Changes Report** - Attachment CC
- **Resolutions to Approve Facility Namings (5)** - Attachment DD

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

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The meeting was adjourned at 3:00 p.m.

The dates of the next regular meeting are November 18-19, 2024, in Blacksburg, VA.

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Edward H. Baine, Rector

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David Calhoun, Vice Rector

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Kim O'Rourke, Secretary



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Tab C	Open Session Agenda – Wednesday, August 28, 2024
Tab D	Full Board Meeting – Announcements <ul style="list-style-type: none"><li>• Introduction of New Board Members, Faculty Senate President, and Student Representatives</li></ul>
Tab E	Approval of Consent Agenda Open Items <ul style="list-style-type: none"><li>• Minutes from June 11, 2024, BOV Meeting</li><li>• Minutes from August 26, 2024, Executive Committee Meeting</li><li>• Minutes of Retreat – Monday, August 26, 2024</li><li>• Minutes from August 27, 2024, Committee Chairs Meeting</li><li>• Minutes of Information Session – Tuesday, August 27, 2024</li><li>• Academic, Research, and Student Affairs Committee General Report – Tuesday, August 27, 2024, Meeting</li><li>• Buildings and Grounds Committee General Report – Tuesday, August 27, 2024, Meeting</li><li>• Compliance, Audit, and Risk Committee General Report – Wednesday, August 28, 2024, Meeting</li><li>• Finance and Resource Management Committee General Report – Wednesday, August 28, 2024, Meeting</li><li>• Resolution for Exclusion of Certain Officers/Directors</li><li>• Resolution for Updates to the Student Code of Conduct for the 2024-25 Academic Year</li><li>• Resolution to Approve Revisions to the Approval Process for Construction Manager at Risk and Design-Build Capital Project Delivery Methods</li><li>• Approval of Revisions to and Renewal of University-Related Corporations Affiliation Agreements</li><li>• Approval of Subscription-Based IT Arrangement (SBITA) with Amazon Web Services</li><li>• Approval of Resolution to Revise the Board of Visitors Bylaws</li><li>• Report of Research and Development Disclosures (no action required)</li></ul>
Tab F	Report of the Academic, Research, and Student Affairs Committee - Agenda/Briefing Report
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Tab H	Report of the Buildings and Grounds Committee - Agenda/Briefing Report
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Tab L	<u>Finance and Resource Management Committee Agenda Items for Board Approval</u> <ul style="list-style-type: none"><li>• Approval of Year-to-Date Financial Performance Report (July 1, 2023 – June 30, 2024)</li><li>• ** Approval of Resolution for a Capital Planning Project for the College of Veterinary Medicine Teaching Hospital Renovation and Expansion</li></ul>
Tab M	<u>Open Session President's Report and Items for Board Approval</u> <ul style="list-style-type: none"><li>• Resolutions of Appreciation (5)</li></ul>

- Tab N**      **Constituent Reports – (No action required)** Time permitting, Constituent Reports will be delivered at the Board's Information Session Tuesday, August 27, 2024
- Undergraduate Student Representative to the Board – Leslie Orellana
  - Graduate/Professional Student Representative to the Board – William Poland
  - Staff Representative to the Board – LaTawnya Burleson
  - Administrative and Professional Faculty Representative to the Board – Janice Austin
  - Faculty Representative to the Board – Rachel Miles
- Tab O**      **Motion to Begin Closed Session**
- Tab P**      **Closed Session Agenda** – Wednesday, August 28, 2024
- Tab Q**      **Closed Session Salary and Personnel Actions for Board Approval**
- Resolution to Approve Appointments to Emeritus/a Status (10)
  - Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (5)
  - Resolution to Approve Appointments with Tenure (8)
  - \*Resolution to Ratify Personnel Changes Report
- Tab R**      **Closed Session President's Report and Items for Board Approval**
- Approval of Resolutions for Facility Namings (5)
- Tab S**      **Closed Session Reports** – (No action required)
- Litigation Report
- Tab T**      **Motion to Return to Open Session**

*\*These items have been reviewed by the Academic, Research, and Student Affairs Committee and the Finance and Resource Management Committee of the Board of Visitors.*

*\*\*These items have been reviewed by the Buildings and Grounds Committee and the Finance and Resource Management Committee of the Board of Visitors.*

**There is no public comment period at this meeting.**