

MINUTES

November 19, 2024

The Board of Visitors of Virginia Polytechnic Institute and State University met on Tuesday, November 19, 2024, at 1:15 p.m. in Torgersen Hall Boardroom (Room 2100), Virginia Tech Campus, 620 Drillfield Drive, Blacksburg, Virginia 24061.

Present

Edward H. Baine (Rector)
David Calhoun (Vice Rector)
Sandy C. 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

Letitia A. 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

Absent: 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, Lauren Augustine, Lynsay Belshe, Eric Brooks, Brock Burroughs, Cyril Clarke, Al Cooper, Deborah Day, Corey Earles, Juan Espinoza, Ron Fricker, Rachel Gabriele, Ellington Graves, Rebekah Gunn, Chelsea Haines, Dee Harris, Kay Heidbreder, Cyndi Hutchison, Andrew Jessup, Frances Keene, Annabelle Kinney, Sharon Kurek, Tsai Lu Liu, Elizabeth McClanahan, Nancy Meacham, Jeff Mitchell, Mike Mulhare, Mark Owczarski, Charlie Phlegar, Kevin Pitts, Lauren Pollard, Paul Richter, Lori Rose, Lisa Royal, Saonee Sarker, Amy Sebring, Brennan Shepard, Jaida Smith, Dee Dee Somervell, Michael Staples, Michael Stowe, Dan Sui, Aimee Suprenant, John Tarter, Don Taylor, Dwyn Taylor, Mollie Taylor, and Jon Clark Teglas.

The meeting was livestreamed for the public via YouTube; there were 42 concurrent views on YouTube and a total of 58 views.

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There was no public comment period.

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Rector Baine convened the meeting and welcomed everyone. He noted that the previous day, the board held a livestreamed information session and also toured the Power Plant and Chiller Plant.

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

- **Minutes of the August 28, 2024, BOV Meeting**
- **Minutes of the Information Session on November 18, 2024** - Attachment A
- **Minutes of the November 19, 2024, Committee Chairs Meeting** - Attachment B
- **Academic, Research, and Student Affairs Committee General Report (11/19/24)** - Attachment C
- **Buildings and Grounds Committee General Report (11/19/24)** - Attachment D
- **Compliance, Audit, and Risk Committee General Report (11/18/24 & 11/19/24)** - Attachment E
- **Finance and Resource Management Committee General Report (11/19/24)** – Attachment F
- **Governance and Administration Committee General Report (11/18/24)** – Attachment G

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

- **Approval of Appointments and Reappointments to the Virginia Coal Research and Development Advisory Board** – Attachment H

- **Resolution to Discontinue Bachelor of Science (B.S.) Degree Program in Systems Biology** – Attachment I

From the Finance and Resource Management Committee Consent Agenda:

- **Ratification of Lease Activities Approved by the University** – Attachment J
- **Ratification of Subscription-Based Information Technology Arrangements (SBITA) under GASB-96** – Attachment K
- **Approval of Debt Refinancing Resolution** – Attachment L

From the Governance and Administration Committee Consent Agenda:

- **Approval of Resolution Clarifying Board of Visitors Action** - Attachment M
- **Approval of an Appointment to the New River Valley Passenger Rail Station Authority** - Attachment N

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

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

REPORT OF THE ACADEMIC, RESEARCH, AND STUDENT AFFAIRS COMMITTEE

Rector Baine 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 Mr. Calhoun, and passed unanimously.

Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (1) - Attachment W

Note: Mr. Pearson recused himself from voting on the Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships. There was no discussion of the resolution.

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

**Resolution for a Master of Science (M.S.) Degree Program
in Water Resources**

**That the resolution for a Master of Science (M.S.) Degree Program in
Water Resources be approved.** (Copy filed with the permanent
minutes and marked Attachment P.)

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

**Resolution for a Master of Arts in Education (M.A.Ed.) Degree
Program in Reading and Literacy Education**

**That the resolution for a Master of Arts in Education (M.A.Ed.)
Degree Program in Reading and Literacy Education be approved.**
(Copy filed with the permanent minutes and marked Attachment Q.)

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REPORT OF THE BUILDINGS AND GROUNDS COMMITTEE

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

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REPORT OF THE COMPLIANCE, AUDIT, AND RISK COMMITTEE

Rector Baine 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

Rector Baine called on Mr. Calhoun for the report of the Finance and Resource Management Committee.

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

**Approval of Year-to-Date Financial Performance Report
(July 1, 2024 – September 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, 2024, through September 30, 2024, 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, approval of the following resolution was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed unanimously.

Revisions to the 2024-2030 Six-Year Plan

That the revisions to the 2024-2030 Six-Year Plan 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 and with the endorsement of the Buildings and Grounds Committee, approval of the following resolution was moved by Mr. Calhoun, seconded by Mr. Rocovich, and passed unanimously.

**Resolution for the Capital Planning Project for a
New Virginia Tech Rescue Squad Facility**

That the resolution authorizing Virginia Tech to move forward with a planning project for a new Virginia Tech Rescue Squad facility be approved. (Copy filed with the permanent minutes and marked Attachment T.)

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REPORT OF THE GOVERNANCE AND ADMINISTRATION COMMITTEE

Rector Baine called on Dr. Dye for the report of the Finance and Resource Management Committee. Dr. Dye chaired the committee meeting in place of committee chair Sandy Davis, who participated remotely for medical reasons.

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CONSTITUENT REPORTS (no action required)

Constituent reports were delivered orally at the board's Information Session on November 18, 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 U.)

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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 V.

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Motion to Begin Closed Session

Mr. Calhoun 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. Special awards.
4. Discussion of joint bids on a proposal for a research project where the financial interests of Virginia Tech, if the terms of the proposal were disclosed publicly, would be impacted.

all pursuant to the following subparts of 2.2-3711 (A), Code of Virginia, as amended, .1, .6, .7, .9, and .11.

The motion was seconded by Mr. Rocovich and passed unanimously. The livestream was suspended.

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

Litigation report – Ms. Kay Heidbreder
President's closed session report – Dr. Tim Sands

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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. Rector Baine asked Mr. Calhoun to make the motion to return to open session. Mr. Calhoun 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.

Ms. Nancy Howell Agee arrived at the meeting.

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

- **Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (5)** - Attachment X
- **Resolution to Approve Appointments to Emeritus/a Status (22)** - Attachment Y
- **Resolution to Approve Appointments with Tenure (5)** – Attachment Z
- **Resolutions to Ratify Personnel Changes Report** – Attachment AA
- **Resolutions to Approve Facility Naming (1)** – Attachment BB

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

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RESOLUTION OF APPRECIATION

Rector Baine presented one resolution for consideration. Approval of the following resolution was moved by Mr. Rocovich, seconded by Ms. James, and approved unanimously.

Resolution of Appreciation Honoring Nancy Howell Agee

That the resolution recognizing Nancy Howell Agee for her outstanding commitment and dedication to Southwest Virginia and to the success of the Virginia Tech Carilion School of Medicine and Fralin Biomedical Research Institute at VTC while President and CEO of Carilion Clinic be approved. (Copy filed with the permanent minutes and marked Attachment CC.)

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The meeting was adjourned at 2:42 p.m.

The dates of the next regular meeting are March 24-25, 2025, in Blacksburg, VA.

Edward H. Baine, Rector

Kim O'Rourke, Secretary

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Tab D	Report of the Academic, Research, and Student Affairs Committee - Agenda/Briefing Report
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Tab J	<u>Finance and Resource Management Committee Agenda Items for Board Approval</u> <ul style="list-style-type: none">• Approval of Year-to-Date Financial Performance Report (July 1, 2024 – September 30, 2024)• Approval of Revisions to the 2024-2030 Six-Year Plan• **Approval of Resolution for a Capital Planning Project for a New Virginia Tech Rescue Squad Facility
Tab K	Report of the Governance and Administration Committee – Agenda/Briefing Report
Tab L	<u>Constituent Reports – (No action required)</u> Time permitting, Constituent Reports will be delivered at the Board's Information Session Monday, November 18, 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 M Open Session President's Report and Items for Board Approval

- Resolution of Appreciation Honoring Nancy Howell Agee

Tab N Motion to Begin Closed Session

Tab O Closed Session Agenda – Tuesday, November 19, 2024

Tab P Closed Session Salary and Personnel Actions for Board Approval

From Academic, Research, and Student Affairs Committee

- Resolution to Approve Appointments to Endowed Chairs, Professorships, or Fellowships (1)
- Resolution to Approve Reappointments to Endowed Chairs, Professorships, or Fellowships (5)
- Resolution to Approve Appointments to Emeritus/a Status (22)
- Resolution to Approve Appointments with Tenure (5)

From Finance and Resource Management Committee

- *Resolution to Ratify Personnel Changes Report

Tab Q Closed Session President's Report and Items for Board Approval

- Approval of Resolution for Facility Naming (1)

Tab R Closed Session Reports – (No action required)

- Litigation Report

Tab S 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.