

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia
Minutes
BOARD OF VISITORS MEETING
10-11 September 2019

A meeting of the VMI Board of Visitors was held in Lexington, Virginia in the Smith Hall Board Room at VMI beginning at 0800 hours on Tuesday, 10 September and continuing at 0800 hours on Wednesday, 11 September pursuant to notice.

Present: Mr. John W. Boland '73, President
Mrs. Lara T. Chambers '03
Mr. George Collins '62
Lieutenant General Charles E. Dominy, USA (Ret)
Mr. Hugh M. Fain III '80
Mr. Thomas E. Gottwald '83
Mr. Michael L. Hamlar
Mr. Richard K. Hines V '66
Mr. David L. Miller '70
Mr. Scot W. Marsh '81
Mr. Eugene Scott, Jr. '80
Lieutenant General Carl A. Strock '70, USA (Ret)
Mr. Thomas R. Watjen '76
Lieutenant General Frances C. Wilson, USMC (Ret)

Absent: Mr. Conrad M. Hall '65
Honorable Joseph R. Reeder
Major General Timothy P. Williams, VAARNG

Tuesday, 10 September 2019 – 0800

1. Mr. Boland presided and called the meeting to order. Lieutenant Colonel Sean P. Harrington, Secretary to the Board of Visitors, recorded the minutes. Also present was Ms. Cynthia Norwood, legal counsel, Office of the Attorney General.
2. Mr. Boland welcomed everyone and thanked them for their attendance. He introduced Mr. Michael Hamlar as the newest Board member and thanked General Peay for hosting the Board at his residence the evening prior.
3. *A motion to approve the Board of Visitors Resolutions for the following person was made by Mr. Hines, seconded by Mr. Strock: Mr. Brian R. Detter.* The motion passed unanimously. The resolution is filed with the minutes of this meeting as **Appendix I**.
4. General J. H. Binford Peay III '62, VMI Superintendent, addressed the Board. A copy of the briefing slides will be appended to these minutes as **Appendix II**. He briefed the Board on "VMI's 180th Year."

Wednesday, 11 September 2019 – 0800 hours

5. Mr. Boland called the meeting to order at 0800. He thanked General Peay and the staff for a great dinner honoring Mr. Brian Detter, and for their work in preparing for this Board meeting. Mr. Boland began the meeting by opening it up for a Public Comment Period. Notice had been given which invited public comment during this morning session. Mr. Boland inquired whether there was anyone desiring to make comments to the Board. There was one individual present wishing to provide Public Comment. Mr. Wallace provided the Board with information pertaining to a cadet matter.

6. *A motion was made by Mr. Collins, seconded by Mr. Hines, to approve the minutes of the 3-4 May 2019 meeting of the Board of Visitors.* The motion passed unanimously.

7. First Class President Samuel Trepp '20, Regimental Commander Austin Stansberry '20, and Honor Court President Skylar Birdie '20 were introduced and made brief statements to the Board regarding their particular areas within the Corps of Cadets.

- a. Cadet Trepp briefed the Board on his priorities for the year. He stressed that continued professionalism by members serving on the OGA and RDC committees remains a focus. His class is excited about having a productive academic year and transforming the incoming rat mass into a successful class of their own.
 - b. Cadet Birdie briefed the Board on the Honor Court goals for the year. Education on various honor related topics for the Corps remains a top priority for the Court. He discussed ongoing education efforts related to the purchase of tobacco products due to recent changes in statute, and use of the Common Access Card for cadets in an active duty status versus cadet status. Cadet Birdie also stressed the importance of maintaining continued transparency into Honor Court procedures and operations for cadets and members of the faculty and staff.
 - c. Cadet Stansberry briefed the Board on his goals for the year. His main focus is on “every cadet is a VMI ambassador.” He discussed that taking pride in the uniform, cadet conduct on and off-post, and how cadets represent themselves at all times is a direct reflection on the Institute. He briefed that the cadre has done a very professional job with training the Rats on cadet standards and VMI knowledge to date. Greater focus on guard team operations, procedures, and image also remains a priority for the regimental staff this year.
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8. Mr. Boland asked Lt Col Harrington to discuss proposed revisions to Chapter 25 of the Virginia Code Title 23 that has been recommended to the Board for review. There were several administrative and substantive recommendations for review by the Board. The major substantive

changes included the following: 1) adding a paragraph to § 23.1-2500 stating that “The Institute shall be grounded in a strict code of honor and high academics, shall uphold a strict military structure, and shall remain solely an undergraduate degree-granting institution of higher education. All cadets shall participate in one of the Reserve Officers Training Corps (ROTC) programs at all times while attending the Institute; 2) changing § 23.1-2509, paragraph B, to read “As a military institute, the board shall not confer honorary degrees.” *A motion was made by Mr. Collins, seconded by Mr. Hines, that the Board of Visitors approve the proposed revisions to Chapter 25 of the Virginia Code Title 23 for consideration by the State Legislature.* The motion passed unanimously. The proposed changes will be filed with the minutes as **Appendix III**.

9. The Board received remarks from Mr. Steve Maconi, Chief Executive Officer of the combined VMI Alumni Agencies. Mr. Maconi opened his remarks by providing data from Giving USA which outlines the philanthropic landscape across the country over the last 12-18 months. The statistics reflect some of the impacts the VMI Foundation has experienced over this same period. He briefed that from a restricted and unrestricted requirements perspective, the VMIAA has met their numbers. However, the leadership in the organization recognizes that they must do things differently in this changing landscape as it relates to annual giving. Mr. Thom Brashears '95, Chief Operating Officer of the VMI Alumni Association, Mr. Meade King '85, Chief Operating Officer of the VMI Foundation and Keydet Club, and Mrs. Amy Goetz, Chief Communications Officer, provided brief updates on their respective areas.

10. Mr. Fain, Chair of Academic Affairs, reported on the meeting of his Committee.

- a. *A motion was made by Mr. Fain, seconded by Mr. Collins: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 23 August 2019, and that the Board of Visitors approve these changes.* The motion passed unanimously. These Changes will be filed with the minutes as **Appendix IV**.
- b. *Mr. Fain made the following motion, seconded by Mr. Hines: The Academic Affairs Committee has considered the Graduation List dated 23 August 2019 for September 2019 graduates. The Committee recommends the Board of Visitors approve this preliminary list of graduates. The Board of Visitors grants to the Deputy Superintendent for Academics and Dean of the Faculty the authority to delete names of cadets who do not meet the requirements for graduation from VMI and to add the names of graduates who may fulfill the requirements for graduation. The Committee further recommends that the final list of graduates in May 2019 (Memorandum Number 32, dated 17 May 2019 Enclosure 2) be filed with the minutes of this meeting.* The motion passed unanimously. The final list of May 2019 graduates is filed with the minutes of this meeting as **Appendix V**.
- c. *Mr. Fain made the following motion, seconded by Mr. Hines: The Academic Affairs has considered the Faculty Handbook, dated September 2019, and recommends that the Board approve the handbook and that it be made part of the minutes.* The motion passed unanimously. The handbook is filed with the minutes of this meeting as **Appendix VI**.

- d. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the recommended Curricular Changes dated 23 August 2019. The Committee recommends that the Board of Visitors approve these changes and that they be made part of the minutes. The motion passed unanimously. These changes will be filed with the minutes of this meeting as **Appendix VII**.
 - e. Mr. Fain reported that his committee received a report from BG Moreschi on the State of the Academic Program at VMI. Highlights included work by the Core Curriculum Oversight Committee which included 1) Focus on World History and Writing Intensive Courses, 2) Review of the pilot leadership course (HI374), 3) an update on the American Civics" course and design of a new core curriculum, 4) an update on changes to the Faculty Handbook, 5) an update on the ABET review which was conducted in November 2018, 6) a study conducted by the Academic Policy and Review Committee on minors/concentrations offered across all departments, 7) a review of right sizing targets by academic department, and 8) an update on the progress of faculty compensation. BG Moreschi also discussed the Quality Enhancement Plan and Academic Excellence Fund actions and advancements in AY 2018-2019.
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11. Mr. Watjen, Chair of the Audit, Finance and Planning Committee reported on the meeting of his Committee.

- a. The Committee approved their minutes from the May 2019 meeting.
- b. VMI's Strategic Plan sets forth the Institute's goals and strategies over a six year planning period and assists VMI in setting priorities and making appropriate budget decisions. The Board approves the Plan and all amendments to it. The Committee considered the updates to the Strategic Plan during its meeting. A motion was made by Mr. Watjen, seconded by Mr. Collins, that the Board of Visitors approve and adopt the VMI Strategic Plan Update 2019. The motion passed unanimously. The Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.
- c. In accordance with State directives, VMI submits an annual plan to the Secretary of Administration which details efforts to increase or maintain spending with small, woman-owned, and minority-owned (SWaM) businesses for the current fiscal year. The Board approves these plans. The Committee reviewed VMI's SWaM Plan during its meeting. A motion was made by Mr. Watjen, seconded by Mr. Marsh, that the Board of Visitors approve the 2019-20 SWaM Plan as outlined in Attachment A. The motion passed unanimously. The 2019-20 VMI SWaM Plan is filed with the minutes as **Appendix VIII**.
- d. The Six Year Plan for SCHEV was reviewed and discussed. The Committee considered the Plan during its meeting. A motion was made by Mr. Watjen, seconded by Mr. Hines, that the Board of Visitors approve VMI's updated Six Year Plan. The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as **Appendix IX**.

The Six Year Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.

- e. The committee reviewed and discussed VMI's Accounting Policies & Procedures. *A motion was made by Mr. Watjen, seconded by Mr. Collins, that the Board of Visitors approve and adopt the updated VMI Accounting Policies & Procedures.* The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as **Appendix X**. The Administrative and Professional Handbook will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.
- f. Mr. Watjen briefed that his committee received a report on various compliance related issues (NCAA/JLARC audit), and update on financial and investment reports, and a series of operation reports.

12. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of his Committee.

- a. The Committee met with the cadet Honor Court leaders and with Colonel George M. "Merce" Brooke IV '94, the Superintendent's lead faculty representative to the Honor Court. Colonel Brooke provided an overview of the Honor Court cases since the last meeting.
- b. Mr. Miller reported that the Committee heard from Cadet Skylar Birdie '20 and members of the Honor Court that were in attendance. Cadet Birdie covered his goals and objectives for the Court this year which he also briefed earlier in the session.

13. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of her Committee.

- a. Mrs. Chambers briefed that the Committee had the opportunity to meet with four cadet-athletes and were briefed by each of them on their current plans. Dr. Diles also introduced some of the new coaches in the department.
- b. Mrs. Chambers reported that Dr. Diles briefed the Committee on the Spring 2019 Academic Report. The term cadet-athlete GPA was a 2.802, and the cumulative GPA was a 2.736. Nine teams increased their team term GPA during the Spring 2018 semester.
- c. Mrs. Chambers discussed the Summer 2019 projects which included the Fiorini Field replacement, Clarkson-McKenna Press Box expansion, and the Cameron Hall Floor project.
- d. Mrs. Chambers reported on the FY19 Budget Performance Report. The Academic Department remains in solid fiscal shape and on budget for the year.

- e. Mrs. Chambers provided a Southern Conference update. She reported that VMI earned the McAlister Sportsmanship Award for demonstrating the highest degree of sportsmanship and conduct in the Southern Conference for the 2018-2019 season. She reported that the Southern Conference recently named Jim Shaus as the new commissioner for the conference. She concluded her remarks with an update on the NCAA Transfer Portal status.
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14. LTG Strock, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee.

- a. LTG Strock provided an update on the FY19 and FY20 commissioning numbers. In FY19 the Institute produced 184 commissioned officers. The projection for FY20 is 228 and the ROTC departments continue to produce quality officers. He provided a brief overview of the accomplishments and activities conducted by each of the respective department over the past year.
 - b. LTG Strock reported that his committee received a briefing on the Cadet Training programs. Those programs included the EMT program, Cadet Firefighter program, Cadet Lifeguard program, Rat Challenge program, Corps Physical Training program, Corps Marksmanship program and the New Cadet Military Training program.
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15. LTG Dominy reported on the activities of the Nominating and Governance Committee.

- a. The Committee approved the minutes from the May 2019 meeting.
 - b. LTG Dominy commented that the Committee conducted a thorough review of the BOV Statement of Governance, Code of Ethics, and the BOV Bylaws. He recommended that the Board review these documents annually, and encouraged each Board member to do so for re-familiarization. Based on his committee review, he recommended two proposed changes: 1) a verbiage change to paragraph 6 of the Statement of Governance, and 2) a verbiage change to Section 3, paragraph 6 of the Bylaws. Both of these paragraphs state that “The Board shall determine and define the requirements for admission to the Institute. The committee is proposing that it read “The Board will have oversight of the requirements for admission to the Institute. These changes will be revisited at the next Board meeting once fully vetted by Ms. Norwood and deconflicted with language presently contained within Virginia Code.
 - c. LTG Dominy reported that his committee reviewed the BOV nomination process in preparation for discussions at the next Board meeting. There are 3 Board members up for reappointment following this academic year and while it is the committees hope that each Board member will be reappointed, they still must consider the alternative for planning purposes. He requested that Board members provide Lt Col Harrington any proposed nominees for consideration by 1 Nov 2019.
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16. Mr. Scott, Chair of External Relations, reported on the meeting of his Committee.
- a. Mr. Scott reported that the Office of Communications and Marketing provided an update on their annual report and personnel updates. The report outlined the major activities and budget for the fiscal year and is contained for member review in their binders. He specifically highlighted the ongoing social media efforts by the office to disseminate information to the public at large, as well as the challenges associated with managing disinformation in the new social media environment.
 - b. Mr. Scott reported that his committee received a briefing from Colonel Gibson related to the VMI Museum programs. This report covered an update on the VMI Museum, the Virginia Museum of the Civil War, and the Stonewall Jackson House.
 - c. Mr. Scott reported that his committee received a report from Colonel Parker on current VMI Government Relations. This report covered the McGuireWoods Consultation, the Six-Year Plan process, the IPS Measure #6 exemption status, an update on the Education Summit, and a preview of the 2020 legislative proposals.
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17. **Entered into Closed Session:** A motion was made by Mr. Watjen, seconded by Mr. Collins, to enter into a Closed Session. The motion passed unanimously and the Board entered into Closed Session at 1025 hours to discuss:

1. Disciplinary and other matters that would involve disclosure of information contained in the scholastic records of specific cadets, pursuant to Va. Code Section 2.2-3711 (A) (2), relating to discipline, sexual assault cases, and Honor Court cases.
 2. Personnel matters related to the employment, assignment, appointment, or performance of specific individuals (pursuant to Va. Code Section 2.2-3711 (A) 1), pertaining to (i) a tenured faculty member.
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18. **Return to Open Meeting:** At 1105 hours, a motion was made by Mr. Hines, seconded by Mr. Collins, certifying the Closed Meeting. The motion passed unanimously. The Board returned to open session at 1105 hours.

19. There being no further business to come before the Board, the meeting was adjourned at 1110 hours.


SEAN P. HARRINGTON, Lt Col, USAF (Ret.)
Secretary, VMI Board of Visitors