

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia
Minutes
BOARD OF VISITORS MEETING
15 September 2020

A meeting of the VMI Board of Visitors was held in Lexington, Virginia in the Smith Hall Board Room at VMI on Tuesday, 15 September 2020 pursuant to notice.

Present: Mr. John W. Boland '73, President
Mrs. Lara T. Chambers '03
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. Lester Johnson, Jr. '95
Mr. David L. Miller '70
Mr. Scot W. Marsh '81
Mr. Grover C. Outland III '81
Mr. Eugene Scott, Jr. '80
Mr. Thomas R. Watjen '76
Lieutenant General Frances C. Wilson, USMC (Ret)

Absent: Honorable Joseph R. Reeder

Tuesday, 15 September 2020 – 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. Mr. Hamlar and LtGen Wilson participated via teleconference in accordance with requirements stated under the Code of Virginia.

2. Mr. Boland welcomed everyone and thanked them for their attendance. He introduced Mr. Johnson and Mr. Outland as the newest Board members. He commented that despite the existing challenges facing the Institute, the school has never been in better shape across the full spectrum. He thanked the faculty and staff that have executed the safe return of the Corps of Cadets under the current pandemic situation. He concluded his opening remarks by reading the mission of the Institute, and reminding the Board that they have been successful throughout the years by focusing on setting policy to support the mission. He reminded the board that it is their role to set policy, while it is the role of the administration to execute the policy.

3. 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 I**. He briefed the Board on "VMI's 181st Year." He provided the Board with an overview of the ongoing budgetary challenges, an update on the spring academic semester as a result of COVID-19, impacts to construction projects over the summer timeframe, and the hard work that went into the development of the existing operations plan to return the Corps of Cadets to VMI a few weeks ago. The Institute has been maximizing telework options across the workforce where practical, and remains diligent in protecting the safety and welfare of its employees. He discussed the challenges with NCAA Athletics at VMI, and the current Southern Conference plan to delay fall sports until next semester. General Peay informed the Board that the Virginia Council of Presidents have been meeting weekly via teleconference since the outbreak of the pandemic to discuss the ongoing challenges facing higher education in the Commonwealth. He concluded his opening remarks by stating that the Institute is working hard to maintain the expected standards and procedures, while balancing the safety and security of everyone at VMI. Our cadets are extremely resilient and we should all be very proud of their efforts to date.
 - a. Colonel Kim Parker provided the Board with an update on Government Relations impacting the Institute. She discussed topics from the Special Session of the General Assembly which convened on 18 August 2020. Over 250 bills were introduced during this session and the government relations team is monitoring any legislation that will have an impact on higher education and VMI.
 - b. Colonel James Inman '86, VMI Chief of Staff, provided the Board with an update on the Class of 2024, an update on financial aid, details of the Pandemic Task Force and current Operations Plan, and a review of the General Orders that underwent an update/review over the summer.
 - c. Dr. David Copeland, Post Physician, provided the Board with an update on the pandemic, and medical contingency plans and policies in place to manage the situation. He covered the plans for COVID-19 testing, cadet isolation and quarantine procedures, as well as the contact tracing efforts in the event of an outbreak. He concluded his remarks with an update on the current number of cases to date involving cadets, faculty, and staff.
 - d. Brigadier General Dallas Clark '99 provided the Board with an update on the current Pandemic Support plan. He discussed the process for handling COVID-19 cases on post (cadets & employees) and the existing state and federal programs in place to assist employees dealing with the various financial and medical issues related to the pandemic. BG Clark discussed the impacts the pandemic has had on Human Resources, as well as the financial impact related to the virus. He stated that VMI has developed several financial scenarios ("stress tests") which incorporate potential future fiscal and personnel related impacts as a result of the ongoing pandemic.
 - e. Brigadier General Clark provided an overview of the FY21 Operational Budget. The FY21 Operating Budget has a slight decrease of .4% with total revenues and

expenditures of \$95,447,000. He discussed the current tuition and fee increases for the academic year of 1.3% for in-resident cadets, and 2.8% for out-of-state cadets. BG Clark reviewed the Key Financial Indicators and indicated that the current indicators remain positive. The Auxiliary Fund balance remains robust and all COVID-19 contingency funds have been budgeted accordingly. He covered some of the financial “stress test” scenarios in response to COVID-19 impacts. These impacts to revenue range from \$14.4M to \$3.5M, and that a conservative use of reserve funds may be required to continue operations in all stress test scenarios.

- f. Brigadier General Robert Moreschi provided the Board with an update to the Fall 2020 Academic Program. Courses this fall are being taught through three various models; 1) In-person (44%), 2) Hybrid (34%), and 3) Online (22%). This format is to support physical distancing requirements, and for faculty who are unable to be in the classroom due to medical issues or pedagogical reasons. He provided the Board with the process and procedures for executing in-person learning, and the schedule for the current academic duty day. He covered the extensive preparation by his faculty and Information Technology department to successfully execute virtual learning this fall. The State Council of Higher Education for Virginia extended the emergency authorization to conduct distance learning for the entire AY20-21 period. However, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) only extended the authorization to use distance learning to 31 December 2021. VMI recently submitted to SACS an application for approval to utilize distance learning in perpetuity in case of future emergencies, but has no plans to offer distance learning opportunities post-pandemic. BG Moreschi concluded his remarks by providing the Board with an update concerning ongoing faculty compensation efforts and initiatives.
- g. Colonel William Wanovich '87, Commandant of Cadets, provided an update on the Corps of Cadets. In FY20, the Institute commissioned 220 officers and remains on track to commission 219 this academic year. He discussed that current attrition rates remain low for the Class of 2024, and provided a snapshot of attrition rates of the past 10-years. Colonel Wanovich concluded his remarks by providing the Board with an update on COVID impacts and adjustments the Corps has had to make since their early release this past spring, leading into the successful transition this fall. The plan remains in place to keep the Corps in seclusion to start off the academic year and will assess over the time ahead the easing of restrictions and privileges based on the surrounding environment.
- h. Dr. David Diles, Director of Intercollegiate Athletics, provided the Board with an update on the impact to the fall sports program. He discussed the challenges associated with executing the condensed winter and spring programs at VMI, and provided the Board with a COVID-19 athletic actions/responses timeline for their review. Dr. Diles stated that the NCAA pushed out legislation in August that detailed reopening expectations for current members, and provided athletes the opportunity to “opt out” for the upcoming season while still being able to retain their scholarship and

eligibility as a result of the pandemic. VMI only had two athletes that exercised this option.

4. General Peay recognized the AY19-20 Parent's Council Co-Presidents, Mr. Christopher Nott and Mrs. Amanda Nott, with a Certificate of Appreciation for their efforts over the past academic year. Due to the pandemic, VMI was unable to recognize them back in the May timeframe, but wanted to publically thank them for all of their hard work and dedication to supporting the Institute over the previous academic year in their role on the Parent's Council.
-

5. General Peay concluded the morning session by providing the Board with a Look Ahead of the events activities scheduled for the fall semester. Most of the events will be "rolling decisions" moving forward throughout the pandemic.
-

6. A motion was made by Mr. Fain, seconded by Mr. Hines, to approve the minutes of the 10 June 2020 meeting of the Board of Visitors. The motion passed unanimously.
-

7. The Board received remarks from Mr. Jerry Acuff '71, President of the combined VMI Alumni Agencies, and Mr. Steve Maconi, Chief Executive Officer of the combined VMI Alumni Agencies. Mr. Acuff commented that the combined agencies are continuing to produce positive results due to their consolidation a few years ago. The interdependence between the organizations has led to improved efficiency and success with ongoing fundraising and alumni engagement efforts. Mr. Maconi expressed his thanks to the Institute for the continued support across all lines of effort, and echoed the sentiments of Mr. Acuff as it relates to the success of the combined agencies. He stated that the VMI investment portfolio has rebounded from the recent financial dip in March and is solid standing. Fundraising efforts remain on track and is continuing to set records. Mr. Maconi concluded his remarks by presenting a video on the perspective of a recent graduate, Mr. Derrick Ziglar '15, and the direct benefits scholarships and fundraising has impacted his life.
-

Committee meetings and lunch constituted the remainder of the morning session. The full Board reconvened at 1300 hours to receive committee reports.

8. Mr. Fain, Chair of Academic Affairs, reported on the meeting of his Committee.
 - a. A motion was made by Mr. Fain, seconded by Mr. Boland: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 28 August 2020.

and that the Board of Visitors approve these changes. The motion passed unanimously. These Changes will be filed with the minutes as **Appendix II**.

- b. Mr. Fain made the following motion, seconded by Mr. Boland: The Academic Affairs Committee has considered the Graduation List dated 25 August 2020 for September 2020 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 motion passed unanimously. The final list of graduates is filed with the minutes of this meeting as **Appendix III**.
 - c. Mr. Fain made the following motion, seconded by Mr. Boland: The Academic Affairs has considered the recommended SACSCOC Distance Education Proposal dated 28 August 2020, and recommends that the Board approve the proposal 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 IV**.
-

- 9. Mr. Watjen, Chair of the Audit, Finance and Planning Committee reported on the meeting of his Committee.
 - a. 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. Boland, that the Board of Visitors approve and adopt the VMI Strategic Plan Update 2020. The motion passed unanimously. The Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.
 - b. 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 2020-21 SWaM Plan as outlined in Attachment A. The motion passed unanimously. The 2020-21 VMI SWaM Plan is filed with the minutes as **Appendix V**.
 - c. The committee reviewed and discussed a Land Transfer from VMI Foundation Incorporated (new Market Battlefield Parcels). The VMI Foundation, Inc. acting through Neikirk Holdings, LLC has acquired several parcels of land in New Market adjacent to VMI owned land in the Shirley's Hill area. The property consists of thirty-two individual lots totaling 20.447 acres. This property will serve as a buffer to protect battlefield land already owned by the Institute, and the VMI Foundation desires to convey title to this

property to VMI. A motion was made by Mr. Watjen, seconded by Mr. Boland, that the Board of Visitors approve the Resolution as provided in Attachment A. The motion passed unanimously. The resolution is filed with the minutes of this meeting as **Appendix VI.**

- d. The committee reviewed and discussed the Policy for Acceptance of Terms and Conditions Associated with Donations and Gifts. The VMI Foundation, Inc. assists VMI in generating private support and manages, invests, and administers private gifts and resources, including endowments, real property, and funds held for others, acknowledges and stewards gifts for VMI's use or benefit in accordance with donor intent and its fiduciary responsibilities. VMI generally encourages those making private gifts for the benefit of VMI to make such gifts to the VMI Foundation. VMI wishes to ensure that private contributions to or for its benefit are held and managed by the VMI Foundation on behalf of VMI. In addition, VMI desires to ensure that any contributions which direct academic decision making and/or impose new obligations on VMI are coordinated, documented, and approved by VMI prior to acceptance by the VMI Foundation. A motion was made by Mr. Watjen, seconded by Mr. Boland, that the Board of Visitors approve the accompanying Resolution governing Donations, Gifts, and Philanthropic Support pertaining to private contributions accepted by or on behalf of VMI. The motion passed unanimously. The resolution is filed with the minutes of this meeting as **Appendix VII.**

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

- a. The committee was introduced to the newest head coaches and staff members of the athletics department.
- b. Mrs. Chambers highlighted some of the recent awards and honors bestowed upon the athletic program. Cadet Neal Richards '20 was named the Bob Waters Southern Conference Male Athlete of the Year, and named 2nd Team All-American by the National Wrestling Coaches Association this past season. Cadet Sam Franklin '20 was selected as a candidate for the NCAA Woman of the Year award. She was also the recipient of the Bob McCloskey Insurance Scholarship presented by the Southern Conference. There were several other award recipients from the prior year and each of them are contained within the board materials.
- c. Mrs. Chambers provided an update on the 2020 Cadet-Athlete Academic Performance Report. The term grade point average was a 2.78 and remains above average.
- d. Mrs. Chambers discussed the FY20 Budget Performance and FY21 Revenue Revisions, COVID-19 Athletic Actions and Timelines since March, and an update on the impacts to fall sports.

11. Mr. Marsh, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee.

- a. The committee was provided an update by each of the ROTC programs on their efforts to date. The commissioning numbers remain on track, however, the summer training courses were impacted as a result of the pandemic. Therefore, each of the ROTC programs are adding additional training this semester to make up for these training deficiencies. Mr. Marsh commented how impressive this effort has been to ensure VMI is producing fully qualified officers entering our armed services.
 - b. The committee was provided an update on the matriculation process. Matriculation this year was conducted over a two-day period with tremendous success. Additionally, the committee received an update from the cadet leadership on their goals and initiatives for the year.
-

12. Mr. Scott, Chair of External Relations, reported on the meeting of his Committee.

- a. The committee received a report from Colonel Kim Parker on the Special Session 2020 summation. This expanded upon what was briefed earlier in the open session, and her summary is contained within the board materials. She also briefed the committee on potential shortfalls into the next fiscal year which could impact the Institute. Additionally, Mr. Scott commented that legislators may be calling for more transparency with all aspects of public higher education moving forward.
- b. The committee received a report from BG Clark on the local community government relations. There was a significant amount of coordination with local leaders regarding the safe return of the Corps of Cadets into the Rockbridge area community. Communication between VMI and the local community remains paramount moving forward as it relates to local health issues surrounding the pandemic.
- c. The committee was briefed that the City of Lexington Planning Commission will be presented with a Jordan's Point Master Plan in late August. Details of the plan will be shared at the next board meeting.
- d. The Virginia Outdoors Foundation has several House Mountain related real estate activities that are ongoing. Once completed, the House Mountain reserve will be expanded by over 155 acres.
- e. The committee received an update on recent and ongoing actions by the State Council of Higher Education for Virginia. Given the current challenges related to the pandemic, submission of the six-year plan has been put on hold. Of note, Mr. Tom Slater '66 was just voted in as Vice Chair to the council.

- f. Mr. Scott commented that the Communications & Marketing office is doing a great deal of live streaming of events across the post. He thanked the staff for doing an excellent job covering the various activities across post. He commented that the office has purchased software to track all the mentions of VMI across the internet and social media platforms. The committee has inquired into the establishment of an internal process for reviewing daily news articles/clippings and providing senior leadership access to these materials in real time for quicker informed responses.
-

13. LTG Dominy reported that the Nominating and Governance Committee did not meet due to time constraints. He requested that all Board members review the Statement of Governance, Bylaws, and Code of Ethics contained within their materials and provide any recommended changes to Lt Col Harrington prior to the next meeting.

14. Mr. Miller, Chair of the Appeals Committee, reported that his committee did not meet due to time constraints. An update on specific cases would be covered in the closed session of the meeting.

15. **Entered into Closed Session:** *A motion was made by Mr. Boland, seconded by Mr. Miller, to enter into a Closed Session.* The motion passed unanimously and the Board entered into Closed Session at 1345 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 faculty member denied tenure and (ii) a staff member denied employment renewal.
 3. Consultation with legal counsel and briefings by staff members pertaining to actual or probable litigation, where such consultation or briefing in open meeting would adversely affect the negotiating or litigating posture of the public body pursuant to Va. Code Section 2.2-3711 (A) (7), relating to Doe v. Board of Visitors et al.
 4. Consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel pursuant to Va. Code Section 2.2-3711 (A) (8), relating to social unrest & statues.
-

18. **Return to Open Meeting:** At 1735 hours, a motion was made by Mr. Hines, seconded by Mr. Hall, certifying the Closed Meeting. The motion passed unanimously. The Board returned to open session at 1735 hours.

19. There being no further business to come before the Board, the meeting was adjourned at 1740 hours.



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