

VIRGINIA MILITARY INSTITUTE  
Lexington, Virginia  
Minutes  
BOARD OF VISITORS MEETING  
27-29 January 2022

A meeting of the VMI Board of Visitors was held in Lexington, Virginia beginning 27 January 2022 pursuant to notice.

Present: Mr. Thomas R. Watjen '76, President  
Mrs. Lara T. Chambers '03  
Mr. Hugh M. Fain III '80  
Mr. J. Conrad Garcia  
Mr. Conrad M. Hall '65  
Mr. Michael L. Hamlar  
Mr. Richard K. Hines V '66  
Mr. Lester Johnson, Jr. '95  
Mr. E. Sean Lanier '94  
Mrs. Gussie A. Lord '01  
Mr. Scot W. Marsh '81  
Mr. David L. Miller '70  
Honorable Joseph R. Reeder  
Mr. Eugene Scott, Jr. '80  
Mr. A. Damon Williams '90

Absent: Major General Timothy P. Williams, VAARNG

**Friday, 28 January 2022 – 0805**

1. Mr. Watjen presided and called the meeting to order. Lieutenant Colonel Kevin Ryan, Secretary to the Board of Visitors, recorded the minutes. Also present was Mr. Patrick O'Leary, legal counsel, Office of the Attorney General. Lieutenant General Charles E. Dominy, USA (Ret) participated via teleconference in accordance with requirements stated under the Code of Virginia.  
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2. Mr. Watjen welcomed everyone, thanked them for their attendance, and facilitated an overview of scheduled events and meeting logistics.
3. A motion was made by Mr. Watjen, seconded by Mr. Hall, to approve the minutes of the 9-11 September 2021 meeting of the Board of Visitors. The motion passed unanimously.  
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4. Mr. Watjen deferred to Major General Cedric T. Wins '85, VMI Superintendent. Major General Wins addressed the Board and welcomed them back to the Institute, noting key upcoming events and recent Institute activity, to include COVID-19 pandemic management status, upcoming VMI personnel briefs, and the Corps of Cadets participation in the Virginia Governor's Inaugural Parade (specifically noted was the Corps placement as second in parade sequencing and the accompanying parade narration). Major General Wins discussed the 1<sup>st</sup> Quarterly Equity Audit Report provided to the Board for review, input, and action, the developing VMI Vision Statement which will guide future strategic planning (leveraging significant progress made under Vision 2039 and incorporating the One Corps-One VMI: A Unifying Action and Inclusive Excellence plans), and Honor Court standard operating procedure review status (review committee membership constituting broad representation; e.g. the Honor Court President, VMI faculty, staff, Institute alumni, and legal counsel).

Major General Wins provided further details regarding the Honor Court standard operating procedure review (a regular occurrence over the Honor Court's history) and noted that the current assessment resulted in twelve procedural enhancements supportive of Honor Code application, enforcement and its single-sanction nature. Major General Wins updated the Board on recent faculty transparency initiatives, specifically, an in process faculty transparency survey, its composition, provision of anonymity, and the appreciably high participation rate. He apprised the Board of his recent conversation with Governor Youngkin, confirming discussion topics included the Board's three newly adopted Diversity, Equity and Inclusion objectives [(1) to create and foster a more diverse VMI 2) to create and foster a safe, equitable and inclusive environment for all on post 3) to assure that we maintain a safe, rigorous process for escalating issues which have even the potential to violate the Code of a Cadet], the objective's correlation with the One Corps-One VMI: A Unifying Action Plan outcomes, and overall consistency with many corporate tenets and government agency principles. The Superintendent also relayed that his conversation with the Governor included detailed dialogue regarding VMI's recently submitted budget request.

Additional briefing items covered anticipated key personnel transitions predominantly driven by long-serving employees reaching retirement status, the corresponding direction provide by MG Wins for maximum candidate pool attainment, internal consideration, and the ultimate selection of the most qualified and strongest suited applicant. Full Institute and Board support for a solely Cadet run newspaper wholly representing the independent voice of the Corps of Cadets was confirmed. MG Wins remarks were accompanied by Institute leadership as follows:

- a. Brigadier General Dallas Clark '99, Deputy Superintendent for Finance, Administration and Support, provided an update on government relations activity and state budget requests status, 'Caboose' budget inclusion of the Cadet Safety and Security project, various capital and non-capital projects, and key budgetary assumptions necessary in the formulation of the upcoming 2022-2023 VMI budget (will be presented to the Board in April 2022 for review, input and approval). Brigadier General Clark, as requested by the Board in September, presented enhanced Jonathan Daniels '61 memorial concepts designed to ensure the most appropriate presence and prominence.

- b. Colonel Adrian Bogart '81, VMI Commandant relayed to the Board a recent lifesaving effort by Cadet Adam Gild '24 upon witnessing a serious automobile accident, with requisite bravery and training Cadet Gild attributes to his time at VMI. COL Bogart briefed the Board on revised Blue Book status (the goal of which is to reduce confusion, increase clarity, and support Inclusive Excellence objectives), enhanced Cadet accountability and disciplinary procedures, Cadet Equity Association involvement, incident escalation protocol, the Cadet Leader Development Program, and the "Breakout" schedule of events.
- c. Brigadier General Robert Moreschi, Deputy Superintendent and Dean of the Faculty provided further details on the faculty governance and transparency survey previously briefed by MG Wins (80% response rate, collaborative survey development, and impending data analysis for informative interpretation). He relayed successful academic classroom flexibility with regards to COVID-19 protocols has been experienced, current and historical fourth class academic performance trending (to include academic support services availability, utilization, and reduced attrition focus).
- d. Mr. Jim Miller, Interim Athletic Director, introduced himself to the Board and provided relevant biographical information, including prior experience as a VMI assistant basketball coach and former athletic director roles (most recently in an advisory capacity). He discussed his ongoing assessment of VMI Athletics, conducted with the One Corps-One VMI: A Unifying Action Plan competing and winning outcome as a guiding objective. Further briefing items encompassed Cadet-athlete recruiting and retention, Corps unity, and consistency of athletic department challenges throughout collegiate programs.
- e. Colonel Neil Whitmore '90, Interim Director of Admissions briefed the Board on present admissions statistics, the necessity of early engagement with high school students, appropriate acceptance rate maintenance, the goal of increased percentages of women, underrepresented individuals, and out of state Cadets within the Corps of Cadets, current (and prominent) yield rate results, comparatively favorable commissioning outcomes, applicant interests in Coast Guard commissioning, Admissions Open Houses status, encouragement of the on-line tuition and fee "Net Price Calculator", incorporation of optional race and ethnicity application disclosure, and the "right-sizing" of STEM and non-STEM majors. COL Whitmore discussed VMI Admissions and Athletic Department recruiting coordination and enhanced social media outreach (e.g. "Inside VMI" engagement). Major General Wins affirmed in-state and out of state objectives, specifically, raising the percentage of out of state Cadets leveraging VMI's national reputation.
- f. Major General Wins highlighted the upcoming Scott Shipp Hall dedication ceremony and concluded the morning session by providing the Board with a Look Ahead of events and activities scheduled for the spring semester.

A copy of associated briefing slides are appended to the archived minutes as **Appendix I**.

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*The Board concluded its morning session at 0959 and adjourned to subcommittee meetings. Following afternoon committee meetings, the board reconvened 29 January 2022 to discuss individual committee reports.*

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**Saturday, 29 January 2022 – 0810**

5. Mr. Watjen opened the meeting and provided introductory remarks regarding the day's agenda. He commended Major General Wins and VMI staff for the preceding evening's event and noted that Honor Court standard operating procedure review recommendation details were provided in hard copy for each Board member's awareness.
  6. He then declared the meeting open for public comment in accordance with the advanced notice given. Two individuals provided verbal remarks for the Board, Mr. Sal Vitale '61 and Cadet John Lightfoot '24. Written remarks as submitted by Professor Tinni Sen, VMI Economics and Business department and Cadet Ethan Hybl '23 were read in their entirety by LTC Ryan. Mr. Watjen expressed, on behalf of the Board, appreciation to public comment participants. Further, he affirmed the Boards preexisting intention to fully support and facilitate appropriate recognition of the long-standing service and many contributions made by General J. H. Binford Peay III '62 as the Institute's fourteenth Superintendent, referencing the formation of a planning committee comprised of Institute representatives as well those from the VMI Alumni Agencies and the Institute's Board of Visitors (past and present). A copy of submitted public comments are appended to the archived minutes as **Appendix II**.
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7. Mr. Watjen welcomed and complimented Corps leaders in attendance and deferred to Major General Wins for further introduction. First announced was Cadet First Captain Kasey Meredith, Regimental Commander, then Cadet Noah Kirk, GC President, followed by Cadet John Delaney, Honor Court President. Cadet Meredith's remarks included Corps status and morale, "Breakout" plans, fourth class leadership training, rank application processing, mess hall staffing constraints, and revised policy focus centered on Corps welfare and safety. Mrs. Chambers commended Cadet Meredith for her leadership during an atypical and challenging period further complicated by pandemic effects. Cadet Kirk expressed his appreciation to the Board for their continued support and engagement, and provided updates from his September remarks, emphasizing fourth class education, military training programming, disciplinary investigation processing, Officer of the Guard Association, Cadet Equity Association, and Rat Disciplinary Committee transitional assignment selections, and the Corps interest in "rat line" execution. Cadet Delaney concluded Corps leader remarks by briefing the Board on Honor Court standard operating procedure revisions, implementation status, and targeted Corps of Cadets educational rationale and approach.

8. The Board departed Preston Library at 0850 and assembled at Scott Shipp Hall for a dedication and ribbon cutting ceremony celebrating the completion of the five-year planning, design and construction effort which totaled \$43 million. The project included a 28,000 square foot expansion and complete renovation of the previously existing 68,000 square foot space. The Board returned to Preston Library and recommenced the meeting at 0930.

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9. Mr. Watjen thanked the VMI Alumni Agencies for their continued support of VMI, welcomed Mr. David Prasnicki, and congratulated him on his new role as Chief Executive Officer of the VMI Alumni Agencies. Mr. Prasnicki briefed the Board on the Alumni Agencies focus (e.g. looking forward, not backwards), reengagement with alumni, updated communication strategies, key upcoming dates (to include twelve class reunion events scheduled for Spring 2022), VMI Investment Holdings management and endowment performance, increases in fundraising and donor outcomes, percentages of alumni giving, and the importance of Moody Hall, particularly in a renovated form, to continue successfully supporting alumni gatherings. Mr. Prasnicki informed the Board that his prior position with the VMI Alumni Agencies as Chief Financial Officer has been filed by Crissy Elliot, former VMI Alumni Agencies Financial Controller and long serving employee.

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10. Mr. Fain, Chair of Academic Affairs, reported on the meeting of his Committee and provided pertinent details with respect to the following:

- a. *A motion was made by Mr. Fain, seconded by Mr. Watjen: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 13 January 2022, and recommends that the Board of Visitors approve these changes.* The motion passed unanimously. These changes will be filed with the minutes as **Appendix III**.
- b. Mr. Fain commended Mrs. Chambers for her role as the December 2021 VMI Graduation speaker, and then *made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the Graduation List dated 13 January 2022 for January 2022 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 IV**.
- c. *Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the recommended Curricular Changes dated 13 January 2022. The Committee recommends that the Board of Visitors approve these Curricular*

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 V**.

- d. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the proposed revision to the Faculty Handbook, which now shall be entitled the Faculty Handbook, January 2022. The Committee recommends that the Board of Visitors approved the Faculty Handbook – January 2022 and that it be made part of the minutes. The motion passed unanimously. The changes to the handbook are filed with the minutes of this meeting as **Appendix VI**.
- e. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the proposed change to the Academic Regulations dated 13 January 2022. The Committee recommends that the Board of Visitors approve this change and that it be made part of the minutes. The motion passed unanimously. The change is filed with the minutes of the meeting as **Appendix VII**.
- f. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the proposals approved for funding by the Jackson-Hope Board of Overseers at its 19 October 2021 meeting. The Committee recommends that the Board of Visitors approve these appropriations. The motion passed unanimously. The related enclosure is filed with the minutes of this meeting as **Appendix VIII**.
- g. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the Recommended Entrance Rate Guidelines for Faculty Salaries for the 2022-23 academic year, dated 13 January 2022. The Committee recommends that the Board of Visitors approve the Guidelines and that they be made part of the minutes. The motion passed unanimously. The Guidelines are filed with the minutes of this meeting as **Appendix IX**.
- h. Mr. Fain shared additional Committee discussion with the Board, to include VMI General Order 1 academic day meal time support and the successful selection after a national search of VMI's American Civic Experience (Constitutional History) Professor and Chair.

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11. Mr. Hall, Chair of the Audit, Finance and Planning Committee reported on the meeting of his Committee. He highlighted virtual participation of key Commonwealth Auditor of Public Accounts personnel, signifying the commencement of the fiscal year 2021 financial statement audit, internal controls report, and NCAA agreed upon procedures review. He noted his individual conversation with the assigned audit director, conducted as is historical practice to allow an open exchange directly between the Auditor of Public Accounts and the Board.

- a. Mr. Hall briefed the Board on the regularity, consistency and reasonableness of the proposed Amendment of the 2021-2022 Operating Budget, proceeding with the following

*motion as seconded by Mr. Watjen: It is so moved that the VMI Board of Visitors amend VMI's 2021-2022 Operating Budget by the amount of \$2,563,000 as outlined in Attachment A.* The motion passed unanimously and the amended operating budget will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.

- b. Mr. Hall presented to the Board the Post Facilities Master Plan Update January 2022, emphasizing annual Board review and approval, revisions made since the January 2021 plan, and the document's usefulness and scope. *He proceeded with the following motion as seconded by Mr. Watjen: It is so moved that the Board of Visitors approve the Post Facilities Master Plan dated January 2022.* The motion passed unanimously and the amended plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.
- c. Mr. Hall referenced COL Wes Robinson's information technology report, the necessity of information technology evolution and system preparedness, and the proposed expansion of the existing Audit, Finance and Planning Committee charter (changes thereof were approved by the Committee unanimously for forthcoming transmittal to the Nominations and Governance Committee).

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12. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of his Committee, including attendees and review of the existing charter as including within the Board's By-Laws. Mr. Miller noted that COL Merce Brook, Superintendent Honor Court Representative, provided an update to the Committee on Honor Court case activity, the Committee's impressed reaction to the Honor Court educational process as described by Cadet Delaney, details of the Honor Court standard operating procedure review, correlation to the Institute response within the 1<sup>st</sup> Quarterly Equity Audit Report, and unanimous Committee member agreement with recommended Honor Court standard operating procedural enhancements.

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13. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of her Committee, including attendees, Cadet-athlete participation, discussion of Mr. Jim Miller's Athletic Department assessment, mess hall food availability feedback, physical trainer staffing constraints (a commonality amongst higher education), Mr. Lenny Brown's recent promotion and affirmed appreciation for his service as Acting Athletic Director, current academic term and cumulative grade point averages, budget performance and strategic allocation importance, travel standards, nutritionist usage (in particular, VMI's novel cooperative with Parkhurst's nutritional counselor) and continued efforts towards optimal unity among athletes and non-athletes.

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14. Mr. Marsh, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee, noting intentional bifurcation of VMI ROTC departments and Cadet Affairs briefs (the primary ROTC update is expected at the April 2022 meeting), attainment of expected commissioning numbers, Army scholarship availability and allocation, Air Force reductions, collaboration between VMI ROTC departments to ensure optimum commissioning, Navy nuclear engineer allotments, the Commandant's "return to normal" focus, efforts to establish a VMI Coast Guard commissioning program, intelligence agency employment interest in commissioned Cadets, introduction of new Commandant Office staff, and the Commandant's focus on professionalism in Corps of Cadet dealings, representation, and behavior.

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15. Mr. Hines, Chair of the Commemorations and Memorials and Naming and Review Committee, reported on the meeting of his Committee, to include its ad hoc meeting 12 November, intention to provide Board level recommendations, an overview of recent activities and provided documentation, targeted Committee dissolution upon the upcoming April 2022 meeting, the charge of ongoing, deliberate and comprehensive consideration of intentional veneration via an established criterion document, the importance of and planned contextualization, review of certain gifts, awards and medals for appropriate association, revision, and/or perpetuity, and Memorial Hall contextualization progress. Mr. Hines and Mr. Watjen, on behalf of the Board, acknowledged collective appreciation for the instrumental and significant effort put forth by COL Keith Gibson '77, VMI Museum System Director, in support of the Committee's progress.

Mr. Hines provided the rationale behind, and proceeded with a motion, seconded by Mr. Hall, that the VMI Board of Visitors approve the revisions to the Policy Governing the Awarding of the New Market Medal. The motion passed unanimously. The revised policy will be filed with the minutes as **Appendix X.**

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16. Mr. Hamlar, Chair of the Diversity, Equity and Inclusion Committee, reported on the meeting of his Committee, calling the Board's attention to aggregated Board Diversity, Equity, and Inclusion objectives and supporting Institute activity thereof. He highlighted for the Board an update to the included Committee minutes regarding membership, Board member positive reactions to the previous day's Diversity, Equity and Inclusion training, completed Inclusive Excellence Cadet trainings and assessments thereof, Committee discussion on the appended Request for Proposal, and two new staff members reporting to the Chief Diversity Officer (as introduced by LTC Love).

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17. Mr. Scott, Chair of the External Relations Committee, reported on the meeting of his Committee, commending Cadet Dane Hamilton '22, S5 Cadet Public Affairs, for his performance and contributions (including further involvement of VMI coaches with Corps



activities). He noted key aspects of the included McGuireWoods Consulting Report, Major General Wins comprehensive legislator visits, VMI state budget request clarity, proposed higher education 2022 General Assembly legislation tracking, the State Council of Higher Education for Virginia (SCHEV) Virginia Educated Post-College Outcomes Study and VMI's positive representation, local government election outcomes, local law enforcement collaboration, VMI Mechanical Engineering community project support (within a "hold harmless" arrangement), Communications & Marketing concentration, and VMI Museum System operational outcomes.

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18. LTG Dominy, Chair of the Nominating and Governance Committee, reported on the meeting of his committee. LTG Dominy noted that the majority of Committee meeting time was allocated to reviewing the terms of current Board members, focusing primarily on 2022, 2023, and the combined eight positions encountering term expiration or reappointment. He communicated that the VMI Alumni Agencies are actively engaged in compiling a list of qualified candidates for 2022 vacancies, with the intention of sharing said list with the Superintendent prior to transmittal to the Governor's Office, and concluded by requesting continued Board consideration of highly qualified nominees through next fall, providing such names to the Board Secretary for aggregation.
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19. Mr. Scott, Chair of the Recommendations Review Committee, reported on the meeting of his committee. He affirmed equity audit recommendation implementation status, transitioning (and impeding dissolution of) the ad hoc Recommendations Review Committee whereupon outstanding tasks will allocate to the Diversity, Equity and Inclusion Committee, and upcoming first quarterly report submission. He commended COL David Hall '83 for his role in overseeing and facilitating the generation of an exhaustive equity audit first quarterly report.

*A motion was made by Mr. Watjen, seconded by Mr. Scott, that the Board of Visitors approve the Quarterly Report 1 July 1, 2021 – December 15, 2021.* The motion passed unanimously and the report will be filed with the minutes of this meeting as **Appendix XI**.

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20. Mr. Marsh confirmed that a memorial plaque is intended to be installed during the upcoming VMI Class of 1981 reunion honoring Mr. Bruce Gottwald '81, prior VMI Board of Visitors member.
21. Mr. Fain recognized the recent passing of Mr. Tony Hamilton '79, who served with distinction as the first African American VMI Class President.

22. Mr. Hamlar, in consideration of earlier Cadet public commentary, requested that Cadet-athlete grade point average accomplishments as covered within the Athletics Committee update be shared with Cadets and/or the Corps as considered beneficial.
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23. **Entered into Closed Session:** A motion was made by Mr. Watjen, seconded by Mr. Miller, to enter into a Closed Session. The motion passed unanimously and the Board entered into Closed Session at 1154 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, and Honor Court cases.
  2. Matters related to the employment, assignment, appointment, or performance of specific public officers, appointees, or employees of the public body, and evaluation of performance of departments or schools of public institutions of higher education pursuant to Va. Code Section 2.2-3711 (A) (1), relating to review of the Superintendent's performance objectives.
  3. 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) (7), pertaining to actual or probable litigation of the Institute.
  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).
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24. **Return to Open Meeting:** At 1240 hours, a motion was made by Mr. Hines, seconded by Mr. Hall, certifying the Closed Meeting. A 'Roll Call' vote was taken and the motion passed unanimously. The Board returned to open session at 1241 hours.

A motion was made by Mr. Watjen, seconded by LTG Dominy, to approve the 29 January 2022 Superintendent's Management by Objectives (MBOs) for AY 2021-22. The motion passed unanimously and the Superintendent's MBOs for AY 2021-22 will be maintained with the Board Secretary.

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25. There being no further business to come before the Board, the meeting was adjourned at 1243 hours.

KEVIN A. RYAN, LTC  
Secretary, VMI Board of Visitors