

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia
Minutes
BOARD OF VISITORS MEETING
19-21 September 2022

A meeting of the VMI Board of Visitors was held in Lexington, Virginia beginning 19 September 2022 pursuant to notice.

Present: Mr. Thomas R. Watjen '76, President
Mr. John Adams '96
Mrs. Lara T. Chambers '03
Lieutenant General Charles E. Dominy, USA (Ret)
Mr. C. Ernest Edgar IV '87
Mr. Hugh M. Fain III '80
Mr. J. Conrad Garcia
Mr. Thomas E. Gottwald '83
Mr. Michael L. Hamlar
Mr. Lester Johnson, Jr. '95
Mrs. Gussie A. Lord '01
Mr. Scot W. Marsh '81
Mr. David L. Miller '70
Dr. Meaghan Mobbs
Mr. Eugene Scott, Jr. '80
Mr. A. Damon Williams '90
Major General Timothy P. Williams, VAARNG

Tuesday, 20 September 2022 – 8 a.m.

1. Mr. Watjen presided and called the meeting to order. Also present was Maj. Gen. Cedric T. Wins '85, VMI Superintendent, and Mr. Patrick O'Leary '90, VMI legal counsel, Office of the Attorney General. Lt. Col. Kevin Ryan '01, Secretary to the Board of Visitors, recorded the minutes.
2. Mr. Watjen welcomed everyone, particularly the newest Board members, acknowledged the previous evening's dinner, and facilitated an overview of Board handouts, meeting administrative aspects, and scheduled events. The Board President noted that full Board sessions were live streaming via video in accordance with Virginia House Bill 2120, intentional Board Committee reassignments, and revised overall meeting structure aimed to enhance areas of Board emphasis and provide operational efficiencies (simultaneously welcoming Board feedback on the new structure).

3. Mr. Watjen commented on alumni engagement, transparent communication efforts, and specific Board outreach with interested constituencies, then deferred to Maj. Gen. Wins, who addressed the Board and welcomed Board members back to post, also and in particular, the four newest members. The Superintendent provided an outline of the morning meeting agenda and proceeded by highlighting the recent celebration of the 25th Anniversary of Women at VMI (as planned for and facilitated by the VMI Alumni Agencies), then spoke to diminished COVID-19 implications (yet continued Institute pandemic “readiness”), Founders Day events (in particular, those honoring GEN and Mrs. Peay), academic year to date Corps of Cadet salient updates and Rat Line areas of focus, the concluded Honor Court Standard Operating Procedure (SOP) review (historical precedence of such an undertaking, extensive SOP review committee representation, single sanction preservation, and current year Honor Court educational efforts with the Corps), and Blue Book revisions (to be discussed in more detail by the Commandant). Maj. Gen. Wins briefed the Board on the revised VMI senior leader organization chart as presented to (and approved by) the Board’s Executive Committee the preceding evening, depicted updates and rationale, the open Strategic Enrollment Management position, and role expectations thereof. The Superintendent relayed the status of (and timeline for) VMI’s strategic plan update, specific Board member involvement, and introduced key VMI personnel recently onboarded.

Maj. Gen. Wins provided an enrollment brief which included discussion of the incoming class size shortfall (intended to be a short term anomaly), impactful national college enrollment and demographic trends, VMI admissions “yield” implications, likely causes for the enrollment shortage, Institute Admissions Open Houses, competitive institution’s room and board scholarship offerings, the variance between April 2022 estimated Fall 2022 enrollment and the actual August 2022 matriculation outcome, overall military service interests and military academy applicant status, Board interest in an enrollment “data dashboard” and increased application details, in and out of state domiciled applicant inferences and current recruitment focus, survey outcomes of accepted applicants enrolling elsewhere, overall corps enrollment trends since 2017 (with fall headcounts based on census date), and the expected Institute integration of Strategic Enrollment Management. Further topical discussion included required versus optional aptitude testing, ongoing and expected remediation efforts, specific strategic enrollment goals, and a detailed enrollment action plan. The Superintendent’s presentation and ensuing discussion was accompanied by Institute executive leadership briefs as follow:

- a. Brig. Gen. Robert Moreschi, Deputy Superintendent and Dean of the Faculty, provided an update on the SACSCOC 5th year report submission status, the incorporated Quality Enhancement Plan (a redesign of math for non-STEM majors under the program title “Math that Matters”), and the 2022 Academic Convocation speaker’s (retired federal judge J. Michael Luttig) interrelation with the 13th Annual VMI Leadership & Ethics Conference, themed “Principled Dissent: Navigating Moral Challenges, as well as the Academic Convocation’s significance marking the commencement of the VMI Constitutional History program.
- b. Brig. Gen. Dallas Clark ’99, Deputy Superintendent for Finance and Support, provided an update to the Board, noting an emphasis on addressing decreased

enrollment revenue shortfalls and speaking to the details thereof by functional disaggregation (Education and General, Auxiliary, Athletics, Unique Military Activities), as well as fiscal year 2023 Superintendent budgetary guidance, active expenditure monitoring, and a detailed legislative affairs update which included a 2023 General Assembly Session overview and Institute funding priorities.

- c. Col. Adrian Bogart '81, Commandant, briefed the Board on the 2022 – 23 Academic Year plan of action, corresponding goals, objectives and accomplishments, Corps of Cadets leadership, selection, and mentorship focus (inclusive of ROTC Officers serving as Corps Tactical Officers), cadre week and hell week structure, performance, and outcomes implemented per Superintendent guidance, the 2022 *Rat Bullet* as authored by the 1st Class, and a Corps of Cadets Population Analysis with particular emphasis on annual attrition and retention comparison by class. Lt. Col. Jonathan Hartsock presented prior year Good Order and Discipline Trends which encompassed COVID-19 impacts, academic year 2021-22 analyzed disciplinary outcomes, and changes to The Regulation for the Order and Discipline of the VMI Corps of Cadets (the Blue Book) intended to improve clarity, consistency, eliminate redundancy, and provide beneficial modifications.
- d. Mr. Jim Miller, Athletic Director presented to the Board virtually, providing a visual of the eleven VMI head coaches (noting the four newest members), the philosophy of a head coach also serving (in some capacity) as and in support of faculty and admissions staff. Mr. Lenny Brown, Deputy Athletics Director, discussed a grade point average comparative between NCAA cadet-athletes and the VMI Corps (term and cumulative from Fall 2017 to Spring 2022), and recent athletic facility improvements (the new Cameron Hall court, Drill Field 2 turf, and the basketball film and locker rooms). Mr. Miller concluded with a summary of his VMI Athletic Department assessment, noting detailed coverage should be expected in the forthcoming Athletics Committee meeting.

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

The Board adjourned the initial morning session at 10:15 a.m. and transitioned to Committee meetings. During a working lunch, members heard from retired Vice Admiral and University of Nebraska President Walter “Ted” Carter, Jr. Following afternoon Committee meetings, the Board reconvened 21 September 2022 for remaining agenda topics and to receive individual Committee reports.

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4. Mr. Watjen opened the meeting, again welcomed those in attendance, and provided introductory remarks regarding the day's agenda. He commended Maj. Gen. Wins, VMI staff, and the cadet Glee Club led by Col. John Brodie for the preceding evening's dinner and entertainment.
5. *A motion was made by Lt. Gen. Dominy, seconded by Mr. Scott, to approve the minutes of the 28-30 April 2022 meeting of the Board of Visitors.* The motion passed unanimously.
6. Mr. Watjen declared the meeting open for public comment as electively offered by the Board and in accordance with the advanced notice provided. The following individuals presented remarks: Mr. Carter Melton '67; Col. Tinni Sen, VMI Economics and Business Department Professor; Col. Bob Morris '79, USA (Ret); Lt. Col. Karen Bliss, VMI Applied Mathematics Department Associate Professor (on behalf of the Promaji Alumni Impact organization); Lt. Col. Catharine Ingersoll, VMI English, Rhetoric, and Humanistic Studies Department Associate Professor; Lt. Col. Pennie Ticen, VMI English, Rhetoric, and Humanistic Studies Department Associate Professor; COL Tinni Sen (on behalf of Col. Keith Kline, VMI Psychology Department Professor and Col. Paul Moosman, Jr. '98, VMI Biology Department Professor). No additional requests to address the Board were made at the meeting. Public comment material provided was disseminated to the full Board as received. Submitted public comment material has also been appended to the archived minutes as **Appendix II**.
7. Mr. Watjen welcomed and complimented cadet leaders in attendance and deferred to Maj. Gen. Wins, who introduced Cadet 1st Captain Blake Smith, Regimental Commander, Cadet Cameron Cavanaugh, 1st Class President, Cadet Brandon Marks, Honor Court President and Cadet Joseph Egbo, Regimental Executive Officer. The cadet leaders provided additional introductory remarks, updates on their respective responsibilities and focus, feedback on Corps of Cadet status and sentiment, and objectives for the academic year. The Superintendent and Commandant noted the importance of cohesive Corps leadership, strength of the full cadet leader slate, and mentorship in place supportive of continued cadet leadership development.
8. Mr. Watjen welcomed Mr. David Prasnicky, VMI Alumni Agencies Chief Executive Officer. Mr. Prasnicky provided an update on recent VMI Alumni Agencies activity, key upcoming Alumni Agencies related events, rebranding of certain VMI Foundation funds, the Chief Operating Officer search, the orientation and direction of forthcoming marketing efforts, recent financial statement audit engagement, indicators of continued financial strength, and the 25th Anniversary of Women at VMI celebration (which included a video event recap played for the Board). With respect to the latter, the Board expressed appreciation, commendation, and noted the historical significance.
9. Mrs. Lord, Chair of Academic Affairs, reported on the meeting of the Committee and provided pertinent details with respect to the following:

- a. Mrs. Lord made the following motion, seconded by Mr. Scott: The Academic Affairs Committee has considered the Graduation List dated 5 September 2022 for September 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 will be filed with the minutes of this meeting as **Appendix III**.
- b. A motion was made by Mrs. Lord, seconded by Mr. Marsh: The Academic Affairs Committee has considered the Changes in Faculty list dated 5 September 2022, and recommends that the Board of Visitors approve these changes. The motion passed unanimously. These Changes will be filed with the minutes of this meeting as **Appendix IV**.
- c. Mrs. Lord made the following motion, seconded by Mr. Johnson: The Academic Affairs Committee has considered the proposed revisions to the Faculty Handbook, which now shall be entitled the Faculty Handbook – September 2022. The Committee recommends that the Board of Visitors approved the Faculty Handbook – September 2022 and that it be made part of the minutes. The motion passed unanimously. The changes to the handbook will be filed with the minutes of this meeting as **Appendix V**.
- d. Mrs. Lord made the following motion, seconded by Mr. Fain, that the Academic Affairs Committee has considered the proposed change to the Academic Regulations dated 5 September 2022 and recommends that the Board of Visitors approve this change and that this be made part of the minutes. The motion passed unanimously. The change to the Academic Regulations will be filed with the minutes of this meeting as **Appendix VI**.
- e. Mrs. Lord made the following motion, seconded by Mrs. Chambers: The Academic Affairs Committee has considered the recommended Curricular Changes dated 5 September 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 VII**.

Mrs. Lord continued with an overview of the State of the Academic Program brief as provided during the Committee meeting, noting the faculty governance update, faculty advisory council and academic policy committee creation, formation of the women's faculty working group, Peay Fellow scholarships as awarded, the Committee's responsibility with respect to enrollment oversight, and the Preston Library Director update.

10. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of the Committee, noting that the Athletic Director joined virtually and identifying the newly assigned Committee members. Mrs. Chambers relayed that Mr. Miller's brief included the general direction that the Superintendent and Athletic Director expect to work towards with respect to Athletic Department achievement, the Institute's strategic plan update and

correlation with the Athletic Department focus, Mr. Miller's transition from interim status to Athletic Director, and key components of Mr. Miller's athletic assessment, such as obstacles, focus points, strategic budgeting, VMI brand utilization, resource challenges, private fund significance, facilities improvement, corporate sponsorships, coach-athlete relationships, enhanced funding for recruiting, retention, transfer portal challenges, mutual respect amongst athletes and non-athletes, revised VMI General Order 1 benefits, and Crozet Hall dining standards.

11. Mr. Marsh, Chair of the Cadet/Military Affairs Committee, reported on the meeting of the Committee and its new composition, ROTC commissioning status and future availability forecasting, summer military training participation, ROTC recruiting efforts and collaborative considerations, ROTC scholarships with room and board assistance, potential offering of a leadership minor, Naval commissioning specialty requirements, introduction of Col. Nichole K.A. Scott, the first female VMI Air Force ROTC Commander, continued Coast Guard program review, Space Force commissioning, expanded FTX participation, and an overview of the Commandant's brief to the Committee, which included notation of the cadet activities center, 1st Class Corps leadership efforts, heightened class system emphasis, and revised Blue Book impacts.
12. Mr. Gottwald, Chair of the Audit, Finance and Planning Committee, reported on the meeting of the Committee, complementing VMI's finance team and their continuously positive external audit readiness. He led discussions regarding the various Committee briefs received, a detailed review of VMI's operating budget status, projections, and enrollment reactions (both acute and longer term), and the context of the following motion items brought forth:
 - a. *A motion was made by Mr. Gottwald, seconded by Mr. Garcia, that the Audit, Finance and Planning Committee recommends that the Board of Visitors approve and adopt the 20 September 2022 Delegation of Contractual Authority memorandum.* The motion passed unanimously. The memorandum will be filed with the minutes of this meeting as **Appendix VIII**.
 - b. In accordance with Commonwealth of Virginia 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 Committee reviewed VMI's SWaM Plan during its meeting. *A motion was made by Mr. Miller, seconded by Mr. Williams, that the Audit, Finance and Planning Committee unanimously recommends that the Board of Visitors approved the 2022-2023 SWaM Plan.* The motion passed unanimously, and the resolution will be filed with the minutes of this meeting as **Appendix IX**.
 - c. VMI personnel prepare Institute financial statements in accordance with generally accepted accounting principles. The statements are audited by the Commonwealth's Auditor of Public Accounts, who issued an unmodified opinion ("clean" report) as enclosed within the 30 June 2021 financial statements. *A motion was made by Mr. Gottwald, seconded by Lt. Gen. Dominy, that the Audit, Finance and Planning Committee unanimously recommends that the Board of Visitors approve VMI's audited*

financial statements for the fiscal year ended 30 June 2021. The motion passed unanimously, and the 30 June 2021 VMI financial statements will be filed with the minutes of this meeting as **Appendix X**.

- d. The development and adoption of VMI's Six-Year Plan by the Board of Visitors is mandated in The Virginia Higher Education Opportunity Act of 2011 (the Act). The Act requires that six-year plans be submitted biennially by 1 July of each odd-numbered year and amended or affirmed by 1 July on each even-numbered year. A motion was made by Mr. Gottwald, seconded by Mr. Watjen, that the Board of Visitors approve VMI's updated Six-Year Plan for FY 2023 to FY 2028 as recommended by the Audit, Finance and Planning Committee. The motion passed unanimously. The Six-year Plan for FY 2023 to FY 2028 will be filed with the minutes of this meeting as **Appendix XI**.
13. Mr. Scott, Chair of the Diversity, Equity, and Inclusion Committee, reported on the meeting of the Committee, again welcomed the newest Board members, and provided an update on the activity of the Subcommittee to the Diversity, Equity, and Inclusion Committee, to include its membership, objectives, recent meeting outcomes, proposed training revision, widespread Committee engagement, and subsequent meeting timing. Additional discussion included cadet Committee involvement, upcoming government relations post visits, continued engagement with the Governor's Office on relevant training material, equity audit quarterly reporting status moving forward (for review by the Board without resolution and further external dissemination upon request), cadet trainer utilization, training surveys and effectiveness measurement, and Code of a Cadet influence and incorporation on said trainings.
14. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of the Committee, noting specifics of attendance, Committee review of its standing charter per Board of Visitor By-Laws, discussion and recent application of VMI General Order Number 6 *Procedures for Appeals of Honor Court Dismissals*, a roll-forward of case activity from the previous meeting, prior and current (continued) Honor Court Corps of Cadets extensive educational efforts and emphasis, Honor Court Standard Operating Procedure (SOP) review regularity, current outcomes, and implementation status, and Honor Court coordination with the Commandant's Office. A summary of the twelve primary SOP review revisions will be shared with the full Board as requested.
15. Mr. Fain, Chair of the External Relations Committee, reported on the meeting of the Committee, attendance, and the various reports received, noting the benefit of a Cadet Public Affairs update as facilitated by Regimental S-5 Cadet Maggie Beckman '23, and a Government Relations report led by Brig. Gen. Dallas Clark and Col. Kim Parker covering McGuireWoods Consulting reporting, a Six Year Plan update, Institutional Performance Measures, upcoming Fall legislative visits and General Assembly Session funding priorities, and the 2023 General Assembly Session dates. Mr. Fain provided a summary of the Communications & Marketing Report brief as delivered to the Committee by Col. Bill Wyatt, which entailed media coverage analytics, Communications & Marketing departmental hiring, online communications and branding efforts, VMI Parents Council support, and Freedom of Information Act (FOIA) request volumes, followed by a summation of the VMI

Museum System report relayed by Col. Keith Gibson, which comprised of new faculty orientation engagement, New Market Battlefield happenings, a successful Lexington Chamber of Commerce event hosted at the Jackson house, a speech by Col. Gibson during (and in support of) the recent 25th Anniversary of Women at VMI celebration, continued Confederate Iconography review per April 2022 Board of Visitor guidance, and comparative museum attendance figures. Mr. Fain concluded his remarks with an update on the composition and activities of the recently formed New Market Medal Award Selection Committee (Chaired by Mr. Scott), as is under the purvey of the External Relations Committee and the full Board.

A motion was made by Mr. Fain, seconded by Mr. Marsh, for the Board of Visitors to approve the Policy Governing the Awarding of the New Market Medal as amended. The motion passed unanimously, and the Policy Governing the Awarding of the New Market Medal dated 21 September 2022 will be maintained with the minutes of this meeting as **Appendix XII.**

16. Lt. Gen. Dominy, Chair of the Nominating and Governance Committee, reported on the meeting of the Committee, noting an in-depth review of the Statement of Governance, Code of Ethics, and Board of Visitor By-Laws. With respect to the By-Laws, the Committee reviewed and approved administrative and substantive changes, which included additional language codifying the Board's biennial self-evaluation process, updated Virginia Code references largely related to virtual meeting legislative stipulations, Committee Charter updates, and other inconsequential editorial revisions.

A motion was made by Lt. Gen. Dominy, seconded by Mr. Miller, to approve the recommended changes to the By-Laws of the Board of Visitors, and that these changes be made part of the minutes of this meeting. The motion passed unanimously, and the Board of Visitor By-Laws dated 21 September 2022 will be filed with the minutes of this meeting as **Appendix XIII.**

The Chairman spoke to the Board's typical approach of approving its slate of officers at the annual meeting, and noted that, to effect one revision, the Committee requests Board approval of the following motion item due to the assignment of Mr. Hugh Fain for service as a Vice President:

A motion was made by Lt. Gen. Dominy, seconded by Mr. Scott, to approve the submitted list of Officers for service to the Executive Committee beginning 1 July 2022. The motion passed unanimously.

17. Mr. Watjen led an open discussion soliciting Board feedback in general and on the revised meeting structure, working lunch topics, particular areas of Board interest and focus (e.g., admissions and enrollment), and expressed appreciation to the Superintendent and the VMI administrative team for the extent of Board meeting preparation and informative execution.

18. **Entered Closed Session:** A motion was made by Mr. Watjen, seconded by Mr. Miller, to enter into Closed Session. The motion passed unanimously, and the Board entered Closed Session at 11:21 a.m. 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).
5. Matters related to the discussion or consideration of honorary degrees or special awards pursuant to Va. Code Section 2.2-3711 (A) (11), relating to consideration of a special award for a former employee.

19. **Return to Open Session:** A motion was made by Mr. Fain, seconded by Mr. Miller, certifying the Closed Session. A 'Roll Call' vote was taken by the Board secretary, the motion passed unanimously, and the Board returned to Open Session at 1:26 p.m.

A motion was made by Mr. Watjen, seconded by Mr. Scott, to award the New Market Medal to the individual identified during the Closed Session. The motion passed unanimously.

A motion was made by Mr. Watjen, seconded by Mr. Fain, to amend the Superintendent's Employment Agreement consistent with the terms and compensation amounts agreed upon during the Closed Session. Four Board members abstained, and the motion passed unanimously amongst the other Board members.

20. There being no further business to come before the Board, the meeting was adjourned at 1:30 p.m.

LTC KEVIN A. RYAN
Secretary, VMI Board of Visitors