

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia
Minutes
BOARD OF VISITORS MEETING
9-11 September 2021

A meeting of the VMI Board of Visitors was held in Lexington, Virginia beginning 9 September 2021 pursuant to notice.

Present: Mr. Thomas R. Watjen '76, President
Mrs. Lara T. Chambers '03
Lieutenant General Charles E. Dominy, USA (Ret)
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
Mr. Eugene Scott, Jr. '80
Mr. A. Damon Williams '90

Absent: Honorable Joseph R. Reeder
Major General Timothy P. Williams, VAARNG

Friday, 10 September 2021 – 0800

1. Mr. Watjen presided and called the meeting to order. Lieutenant Colonel Kevin A. Ryan, Secretary to the Board of Visitors, recorded the minutes. Also present was Mr. Patrick O'Leary, legal counsel, Office of the Attorney General. Mr. Hugh M. Fain III '80 participated via teleconference in accordance with requirements stated under the Code of Virginia.

2. Mr. Watjen welcomed everyone and thanked them for their attendance. He introduced and specifically welcomed Mr. Garcia, Mrs. Lord and Mr. Williams as the newest Board members. He facilitated an overview of scheduled events and meeting logistics, concluding by deferring to Major General Cedric T. Wins '85, VMI Superintendent, for his opening remarks as well to the Board. Major General Wins addressed the Board and welcomed them back to the Institute, noting great benefit of collective physical presence and firsthand experience of VMI status.

3. A motion was made by Mr. Hall, seconded by Mr. Miller, to approve the minutes of the 2 June 2021 and 30 April 2021 meetings of the Board of Visitors. The motion passed unanimously.
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4. Major General Wins addressed the Board. A copy of the briefing slides will be appended to these minutes as **Appendix I**. He began his remarks with an overview of Matriculation, including demographics of the incoming class, attrition status, and initial activities. He noted recent engagement with reunion classes and positive messaging thereof, as well as the current academic year objective of normalized operations with adherence to all COVID-19 pandemic regulatory stipulations. A related vaccination status and waiver update followed (both for the Corps of Cadets and employees), including testing requirements and isolation numbers. Major General Wins apprised the full Board as to the Equity Audit response status, specifically, the 24 August 2021 Recommendations Review Committee meeting, implementation standing, and the Honor Court Standard Operating Procedures review progress. He then noted the initiated VMI Strategic Plan update led by Colonel David Hall '83, which will be correlated with Vision 2039 but adjusted where necessary based upon current objectives and revised direction. Further Superintendent commentary included VMI's Inclusive Excellence submittal, VMI General Order Number One enhancement (a phased approach focused on Cadet academic and athletic benefit), faculty engagement and transparency efforts related to the Equity Audit faculty senate recommendation, SACSCOC Fifth Year Review preparation, VMI Senior Leadership assignments (i.e. newest addition introductions and contributions), Post/Cadet Safety and Security emphasis, Capital Project progress, and the recently conceived Virginia State University faculty exchange program.
 - a. Colonel Neil Whitmore '90, Interim Director of Admissions, provided the Board with a detailed overview of the admissions process including objectives, acceptance and yield rate implications, incoming class profile, increased diversity import and focus, out of state attendance trends, merit and ROTC scholarship awareness, and academic offering prospect messaging. Open House events, particularly engagement with Cadets and faculty, were noted as was the interview process, pandemic affects, Cadet high school visits, collaboration between Admissions and the VMI Alumni Agencies, and Free Application for Federal Student Aid (FAFSA) form impacts and completion challenges.
 - b. Brigadier General Robert Moreschi, Deputy Superintendent and Dean of the Faculty, provided the Board with an academic update, noting key initiatives underway, notably core curriculum review, American Civics Experience Course integration, LEAD 344: Leadership in Organizations reimagining led by Colonel David Gray, Center of Leadership and Ethics Director, Quality Enhancement Plan relation to SACSCOC reaccreditation, faculty evaluation, engagement, and Right-Sizing Program evolution, and Inclusive Excellence Plan integration within existing faculty committees with VMI's Chief Diversity Officer, LTC Jamica Love, PhD, participating throughout via ex-officio membership.

- c. Colonel Adrian Bogart '81, VMI Commandant, provided the Board with an update on Ratline preparation, execution, attrition, and areas of focus, direct Corps mentorship and engagement, process for Cadet disciplinary interaction and penalty tour assignment (including Corps chain of command involvement), West Point and Fort Jackson visitation, and One Corps – One VMI Unifying Action Plan five objective cultural integration.
- d. Mr. Lenny Brown, Acting Athletic Director, provided the Board with an update on fall athletics, specifically, Coach Wachenheim's contract extension announcement and his preceding football season success, Mr. Eddie Williams '83 acceptance of the newly created head women's track and field coach position, and Southern Conference pandemic protocols.
- e. Brigadier General Dallas Clark '99, Deputy Superintendent for Finance, Administration and Support, briefed Board members on the Strategic Planning process, construction projects status (e.g. Chessie Nature Trail bridge replacement, impending Scott-Shipp Hall renovation completion, Corps Physical Training Facility Phase III 'Aquatic Center' status, Richardson Hall renovation, etc.), government relations activity (i.e. Special Session II outcomes and legislative priorities), and finally, a budget overview which will be covered in more detail within Audit, Financial and Planning Committee discussion.
- f. Major General Wins concluded the morning session by providing the Board with a Look Ahead of events and activities scheduled for the fall semester and emphasized Corps leader presentations planned for the Board Saturday morning and, importantly, the incorporated 11 September 2001 Memorial event.

The Board concluded its morning session at 0955 and adjourned to subcommittee meetings. Following afternoon committee meetings, the board reconvened at 0800 11 September 2021 to discuss individual committee reports.

Saturday, 11 September 2021 – 0800

- 5. Mr. Watjen opened the meeting and provided introductory remarks regarding the day's upcoming agenda. He noted Rat Bullets, the governing book for matriculants, as provided in hardcopy for each Board member and deferred to Mr. Hines for commentary on an elaborate review process undertaken during the summer. Mr. Hines described the collaborative revision approach, highlighted emboldened language in direct support of anti-discriminatory behavior, acknowledged Colonel Keith Gibson, VMI Museum System Director and his contributions and asked Colonel Gibson to describe in more detail enhancements made. Colonel Gibson noted the expectation of continued annual review necessity. Finally, Mr. Hines referred the Board to a draft plaque for barracks providing contextual information with

respects to the “You May Be Whatever You Resolve To Be” quotation, asking for Board input where applicable.

6. Mr. Watjen welcomed and complimented Corps leaders in attendance and deferred to Major General Wins for further introduction. Major General Wins noted the competing and substantial demands upon each, their outstanding performance to date, and the critical input provided in support of senior administrative decision-making. First introduced was Cadet First Captain Kasey Meredith, followed by Cadet John Delaney, Honor Court President, and Cadet Noah Kirk, GC President. Cadet Meredith’s remarks included prioritization of normalized Post activity (post pandemic year), One Corps One VMI emphasis, and Corps feedback encouragement. Cadet Delaney’s brief centered on the Honor Courts’ novel progressive education plan and year by year inculcation. Cadet Kirk noted General Committee goals, also return to pre-COVID-19 environment objectives, incoming class unity, education to the Corps on Officer of the Guard Association (OGA) and Cadet Equity Association (CEA) matters, Inclusive Excellence support, and mental health education and awareness.
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7. Mr. Steve Maconi, Chief Executive Officer of the VMI Alumni Agencies, began his brief to the Board by referencing a distributed VMI brochure developed by VMI Alumni Agencies personnel with the primary purpose of assisting Major Gift Officers with key Institute data messaging. Mr. Maconi expressed appreciation to Mr. Miller ’70 and the VMI Class of 1970 for their substantial reunion gift on behalf of the Institute. He then noted Mr. Thomas Brashears’ ongoing engagement with minority alumni and female alumna, the latter of which includes solicitation of alumna interests with respect to the forthcoming celebration of the twenty fifth anniversary of the first women matriculants. Mr. Maconi noted Vision 2039 endowment goals, current endowment balances and performance, the number of cadets in receipt of scholarship monies, athletic funding targets, endowed departmental chairs, percentage of privately funded faculty salaries, and diversity conference success and perpetuity. He then introduced a VMI Alumni Agencies “Why I VMI” video of VMI alumnus Mark Searles ’06, who described his experience at the Institute, its influence on his life and the significance of September 11, 2001.
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8. The Board departed Preston Library at 0830 and assembled at the Virginia Mourning Her Dead statue for a memorial ceremony acknowledging the 20th anniversary of 11 September 2001 attacks and current events in Afghanistan. The ceremony included a wreath-laying between Major General Wins, Mr. Watjen and Cadets Meredith and Kirk. Remarks were given by Retired Air Force Chief of Staff General John P. Jumper ’66 (appended to these minutes as **Appendix II**), followed by Cadet buglers playing taps. The Board returned to Preston Library and recommenced the meeting at 0905.

9. Before proceeding with Committee briefs, Mr. Watjen briefed the full Board on recent Executive Committee meetings, the nature thereof and, specifically, voluntary incorporation of Committee Chairs for added communication flow. A particular topic discussed was the recently completed Board Self-Evaluation Survey, its outcomes, and expectation for further review, assessment, and influence.

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. Watjen: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 26 August 2021, and 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 made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the Graduation List dated 26 August 2021 for September 2021 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 has considered the proposed revision to the Faculty Handbook, which now shall be entitled the Faculty Handbook, September 2021. The Committee recommends that the Board of Visitors approved the Faculty Handbook – September 2021 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 V**.
- d. Mr. Fain made the following motion, seconded by Mr. Watjen: The Academic Affairs Committee has considered the recommended Curricular Changes dated 6 September 2021. 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 VI**.
- e. Mr. Fain discussed additional reports to his committee, including average VMI faculty salary increases from 2016 and the substantial progress towards the existing peer Virginia public college and university goal. In relation, private donor generosity and VMI Alumni Agencies support were particularly recognized and commended. Additionally, discussion of the appended Operating Plan Progress Reports for 2020-21 and 2021-22 was summarized, the latter plan of which includes One Corps – One VMI Unifying Action Plan and Inclusive Excellence embodiment.

11. Mr. Hall, Chair of the Audit, Finance and Planning Committee reported on the meeting of his Committee.
- a. The 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. Hall, seconded by Mr. Watjen, that the Audit, Finance and Planning Committee unanimously recommends that the Board of Visitors approve and adopt the VMI Strategic Plan Update 2021. The motion passed unanimously. The Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.
 - b. The Board reaffirms that the Superintendent and Deputy Superintendent for Finance, Administration and Support shall be authorized (and/or delegate authority) to sign, execute, and implement without limitation or restriction agreements and contracts. A motion was made by Mr. Hall, seconded by Mr. Watjen, that the Audit, Finance, and Planning Committee unanimously recommends that the Board of Visitors approve and adopt the 10 September 2021 Delegation of Contractual Authority Memorandum. The motion passed unanimously. The memorandum 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. Hall, seconded by Mr. Watjen, that the Audit, Finance and Planning Committee unanimously recommends that the Board of Visitors approve the 2021-22 SWaM Plan as outlined in Attachment E. The motion passed unanimously. The 2021-22 VMI SWaM Plan is filed with the minutes as **Appendix VII**.
 - d. 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) which is enclosed within the 30 June 2020 financial statements. A motion was made by Mr. Hall, seconded by Mr. Watjen, 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 2020. The motion passed unanimously. The 30 June 2020 VMI financial statements will be filed with the minutes of this meeting as **Appendix VIII**.
 - e. 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. Hall, seconded by Mr. Watjen, that the Audit, Finance and Planning Committee unanimously recommends that the Board of Visitors approve VMI's updated Six-Year Plan for FY 2023 to FY 2028.* 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 IX**.

- f. Mr. Hall briefed the Board on additional Committee discussion items, specifically, Information Technology efforts as led by Colonel Wes Robinson, VMI Information Technology Director, Agency Risk Management and Internal Control Standards (ARMICs) outcomes as led by Major Robin Eldridge, VMI Financial Analyst, Budget Performance Reporting status and current year implications, the extent and focus of Cadet Counseling and Auxiliary Services offerings, and recommended review of Board Committee charters to ensure contemporary accuracy.

12. Mr. Hamlar, Chair of the Diversity, Equity and Inclusion Committee, reported on the meeting of his Committee.

- a. Mr. Hamlar noted both yesterday's Committee meeting and an ad hoc Committee meeting that transpired 24 August 2021. With respect to yesterday's meeting, he acknowledged and expressed the Board's appreciation for the attendance of Ms. Fran Bradford, Deputy Secretary of Education, and Dr. Janice Underwood, PhD, Chief Diversity, Equity, and Inclusion Officer for the Commonwealth, and summarized discussions of VMI's recently submitted VMI Inclusive Excellence One Virginia Strategic Plan (the Plan). Mr. Hamlar noted Dr. Underwood's suggestion of prioritization and focus on a small subset of Plan objectives. Additionally, he noted upcoming full Board Diversity, Equity and Inclusion training, VMI Chief Diversity Office staffing, VMI Alumni Agencies support and participation, and the recently formed VMI Inclusive Excellence Committee comprised of diversified employee members.
- b. The Board of Visitors, House Bill 1993, and the ONE Virginia Plan initiative provides that VMI have a strategic plan to institutionalize diversity, equity and inclusion and address actual and perceived obstacles to recruitment, retention and success. *A motion was made by Mr. Hamlar, seconded by Mr. Watjen, that the Committee recommends that the Board of Visitors approve the VMI Diversity, Equity, and Inclusion Strategic Plan dated September 2021.* The motion passed unanimously and the Plan will be filed with the minutes as **Appendix X**.

13. Mr. Hines, Chair of the Commemorations and Memorials and Naming and Review Committee, reported on the 24 August 2021 meeting of his Committee.

- a. Mr. Hines provided background regarding Committee charge, Board member assignment, and broader Committee participants. He further elaborated on previous, current, and anticipated Committee undertakings, particularly, the intended New Market Mural interpretive display for contextualization (estimated Spring 2022), further review of relocation technical implications, embossed “Stonewall Jackson” over Main Arch removal options, and residual review of the compiled inventory of confederate iconography (via interactive Board survey). An update on the Commemoration to Enslaved People (H.B. 1980) was then provided, as was the Institute Award naming review initiative and the draft Daniels Courtyard commemorative memorial improvement plan (presented in detail by Colonel Gibson). Commentary followed, with a Board request led by Mr. Hall for further Daniels Courtyard improvement plan development on an even more emboldened and apparent scale.
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14. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of his Committee.

- a. Mr. Miller noted those in attendance, that the Committee reviewed in detail its charter, the history of appeals under his tenure, and honor court case log trending since prior meeting.
 - b. Mr. Miller commented on the progressive Corps Honor Court educational program as instituted by Cadet Delaney, Honor Court President, particularly, the targeted messaging based upon experience, and inclusion of alumni lessons leaned reinforcing the imbedded concept of unwavering “honor as a lifestyle”.
 - c. Mr. Miller reiterated to the Board that the Committee, along with Major General Wins, requested a thorough and comprehensive review of the Honor Court Standard Operating Procedures (SOP). An update was provided to the Committee by Colonel Thomas C. Timmes ’92 who chaired the review process and is a Superintendent’s representative to the Honor Court. Further discussion encompassed SOP review committee composition, approach, status, relation to the Equity Audit recommendations, and that there is no opposition from the Committee on posed protocol revisions (currently under Superintendent consideration).
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15. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of her Committee.

- a. Mrs. Chambers complimented the VMI Department of Intercollegiate Athletics on (and provided detail of) successes experienced during previous year, and the resiliency and comradery demonstrated by this team as a whole.
- b. Mrs. Chambers noted the impressiveness of Cadet athletes in attendance for the Committee meeting, Mr. Lenny Brown as Acting Athletic Director, and the introduction of new staff hired as well as open positions under advertisement.

- c. Mrs. Chambers called the Board's attention to the Awards and Recognitions section of Committee material, notably, the one hundred and ninety six Cadets recognized by the Southern Conference and named to the "SoCon Honor Roll" for excellent academics (and the underlying criteria thereof).
 - d. Mrs. Chambers provided a budgetary update, recognizing pandemic impacts and financial adjustments made, Keydet Club efforts in support of coaches' salary increases and conference competitiveness, revised General Order Number One adoption benefits to Cadet athletes, and an NCAA legislative update on Name, Image, and Likeness (NIL).
 - e. Major General Wins commented on Interim Athletic Director expectations, specifically, appointing an individual to conduct a departmental review beneficial to long-term departmental positioning, and Head Football Coach contract extension particulars.
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16. Mr. Marsh, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee.

- a. Mr. Marsh commented on newest Committee member participants, COVID-19 mandatory vaccination (with approved exemption) outcomes and positive impacts, previous day parade performance, and highly effective Cadet EMT support.
 - b. The committee was provided an update by each of the ROTC programs on their efforts to date. The commissioning numbers remain on track, however, anticipated reductions per branch are being monitored. Options for Cadets interested in Coast Guard commissioning were noted as was the new Commandant's collaboration with each ROTC program and Space Force opportunities.
 - c. Colonel Bogart provided closing remarks, including his emphasis on better balancing and support for both traditionally commissioning and non-commissioning Cadets and recognition (encouragement) of entry into other governmental organizations in addition to ROTC branches.
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17. Mr. Scott, Chair of External Relations, reported on the meeting of his Committee.

- a. Mr. Scott took a moment for the Board to formally honor and recognize the passing of Lieutenant Colonel Troy Marshall, New Market Battlefield State Park Director, who passed away unexpectedly in June 2021.
- b. Mr. Scott reiterated the intended transference of naming review responsibility to the Commemorations and Memorials and Naming and Review Committee, where such authority will remain until Board reconsideration.

- c. Mr. Scott proceeded by expanding upon the McGuireWoods consulting report (i.e. a political and legislative landscape update), the importance of maintaining and enhancing bi-partisan relationships, the Superintendent's recent (and extensive) engagement with legislatures, Special Assembly exclusion of VMI related matters, Six Year Plan status, and local government proactive interaction (particularly amongst legislators and law enforcement).
 - d. Mr. Scott concluded by relaying social media metrics, VMI Museum System activities, and S5-Cadet Public Affairs initiatives (led by Cadet Dane Hamilton '22), which include Open House and prospective cadet tours, education, and deliberate interaction.
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18. Mr. Scott, Chair of the Recommendations Review Committee, reported that his Committee met 24 August 2021, noting detailed Equity Audit recommendation status reporting dashboards, upcoming timely quarterly reporting deliverable to SCHEV, the NCAA division reassessment recommendation, and Honor Court focus items. Mr. Watjen and Mr. Scott commended Colonel David Hall for his effectiveness in Recommendations Review coordination, implementation oversight, and documentation thereof.

19. LTG Dominy, Chair of the Nominating and Governance Committee, reported on the meeting of his committee.
- a. LTG Dominy shared that Committee's charter was reviewed in detail, as was the Statement of Governance, Code of Ethics, and Board of Visitors Bylaws. The Committee concluded that each document remains appropriate and salient for continued Board and Institute governance.
 - b. LTG Dominy noted 2022 Board member term expirations (three), and reiterated the Board's role in nomination of successors, asking that such considerations be relayed to the Board Secretary by November for consolidation and provision to Mr. Watjen and Major General Wins.
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20. **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 1126 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 a board self-evaluation survey.
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), relating to actual or probable litigation of the Institute.

21. **Return to Open Meeting:** *At 1213 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 1214 hours.

22. There being no further business to come before the Board, the meeting was adjourned at 1218 hours.

KEVIN A. RYAN, Lt Col
Secretary, VMI Board of Visitors