

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia
Minutes
BOARD OF VISITORS MEETING
26 – 28 January 2023

A meeting of the VMI Board of Visitors was held in Lexington, Virginia beginning 26 January 2023 pursuant to notice.

Present: Mr. Thomas R. Watjen '76, President
Mr. John Adams '96
Mrs. Lara T. Chambers '03
Lt. Gen. 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

Absent: Maj. Gen. Timothy P. Williams, VAARNG

Friday, 27 January 2023 – 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. *Dr. Mobbs participated via teleconference for personal reasons in accordance with requirements stated within the Code of Virginia.
2. Mr. Watjen welcomed everyone and highlighted the substantial work done by the Academic Affairs, External Relations, and Inclusive Excellence Committees since the September 2022 meeting, thanking Members for their respective diligence and VMI Staff for the additive efforts in facilitating. The Board President then oversaw an update that noted the full board portions of this meeting, consistent with the September 2022 meeting and in accordance with Virginia House Bill 2120, were being live streamed (via new technology) for real-time public access and awareness.

3. *A motion was made by Lt. Gen. Dominy, seconded by Mr. Scott, to approve the minutes of the 19 – 21 September 2022 meeting of the Board of Visitors.* The motion passed unanimously.
4. Mr. Watjen deferred to Maj. Gen. Wins, who addressed the Board and welcomed members back to VMI. The Superintendent provided an outline of the meeting agenda, scheduled events, and thanked Mrs. Lord for serving as the December 2022 VMI Commencement Speaker. He briefed the Board on Founders Day activities, specifically, those honoring the Institute's 14th Superintendent Gen. J.H. Binford Peay III '62; current COVID-19 effects as considered presently contained; recent VMI Center for Leadership & Ethics conference particulars and appreciation to the Executive Director, Col. David Gray and his team for their effectiveness in execution; VMI's designation as one of ten colleges in the nation named a "Community of Practice" from Braver Angels (a nonprofit organization dedicated to promoting civil discourse); the 31st VMI Sports Hall of Fame event held 21 January 2023; Moody Hall reopening and associated expenditures incurred; VMI's new head football coach Danny Rocco; VMI's statement on Free Speech and alignment with Governor Youngkin's direction for Higher Education; the Academic Achievement Fund proposed resolution (for subsequent discussion with the Athletics Committee); the forthcoming strategic enrollment Board brief and ongoing admissions efforts; VMI's Strategic Plan status; and intentional Commonwealth of Virginia legislator engagement.

The Superintendent's presentation was accompanied by Institute senior leadership briefs as follows:

- a. Col. Lee Rakes, Director of Institutional Effectiveness, briefed the Board on efforts to update VMI's Strategic Plan, assigned focus groups and resultant key themes, external consultant procedural support, stakeholder survey outcomes, affirmed VMI mission, vision, and values, the 16 – 18 January 2023 Strategic Planning Steering Committee Retreat (and participation by Virginia's Secretary of Education), draft strategic priorities, and an outline of next steps and expected delivery.
- b. Maj. Tim Murray, PhD, VMI Department of Economics and Business Assistant Professor, presented to the Board a summary of VMI admissions and enrollment research undertaken with Col. Tinni Sen, PhD, VMI Department of Economics and Business Professor, crediting supporting individuals and communicating, in summary, a profile of applicants and matriculants; the number of appointments ultimately attending military school competitors; top choices of majors at competing schools; recruitment strategies, focus, and activity; admissions expenditure allocation; historical financial aid budget versus actual outlays; and present conclusions drawn. Discussions ensued regarding recent declines, underlying demographical shifts, and additional clarifying analysis.
- c. Lt. Col. Joseph Hagy, Director of Admissions, and Lt. Col. Shannon Eskam, Director of Financial Aid, presented to the Board an admissions, financial aid, and enrollment marketing brief, noting national and commonwealth enrollment trending; comparative admittance and yield percentages; present applicant strength and composition; relevant predictors of college preparedness and graduation likelihood; early decision

outcomes; optimal supplementally sourced versus direct engagement applicant mix; forthcoming Customer Relationship Management (CRM) implementation and expected benefit; applicant conversion rates and enrollment target confidence; collaborative approach with the VMI Communications and Marketing team; newly implemented enrollment remediation efforts; arranged enrollment high school agreements; active financial aid offers and synchronization with admissions status; and earlier named scholarship disclosure to applicants.

- d. Lt. Col. Ammad Sheikh, VMI Career Services Director, provided the Board with a Career Services update, relaying Superintendent engagement with external entities and corresponding networking benefits; 2021-2022 graduate status (i.e., commissioning, private employment, graduate degree pursuit, etc.); most notable employers; average initial employment tenure; VMI Career Fair frequency participation and focus (employment versus internship); a summary of top full-time graduate programs recently entered; VMI memorandums of understanding with Virginia post-graduate schools; high VMI graduate responsiveness with Career Services; graduating NCAA Athlete outcomes; and the enticement of overall graduate success with regards to enrollment and retention impact.

Due to Board engagement and active dialogue throughout morning presentations, it was decided by the Board President and the Superintendent to transition remaining executive presentations into the respective Committee meetings.

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

The Board adjourned the initial morning session at 10:25 a.m. and transitioned to Committee meetings. At the conclusion of the morning's Committee meetings, the Board participated in a dedication ceremony within the new VMI Aquatic Center, marking completion of Phase III of the Corps Physical Training Facilities initiative. Following afternoon Committee meetings, the Board reconvened 28 January 2023 for remaining agenda topics and to receive individual Committee reports.

Saturday, 28 January 2023 – 0805

5. Mr. Watjen opened the meeting, commended the Superintendent, VMI staff, and Col. John Brodie, VMI Director of Music, for the previous evening's dinner and entertainment, and provided introductory remarks.
6. Mr. Watjen declared the meeting open for public comment, noting the Board's ongoing elective public comment offering throughout the year and the expectation that, after the April 2023 Board meeting, annual public comment will resume in alignment with the Board's tuition and fee assessment during the spring year-end meeting. It was announced that Col.

Tappey Jones '70 provided written remarks to the Board, which were distributed to each member in attendance and electronically to all Board members. Mr. Carmen Villani '76, preregistered and presented verbal remarks to the Board. No additional requests to address the Board were made at the meeting. Submitted public comment material has also been appended to the archived minutes as **Appendix II**.

7. Mr. Watjen welcomed cadet senior leaders in attendance and deferred to Maj. Gen. Wins, who introduced Cadet Cameron Cavanaugh, 1st Class President, Cadet 1st Captain Blake Smith, Regimental Commander, Cadet Joseph Egbo, Regimental Executive Officer, and Cadet Brandon Marks, Honor Court President. The cadet leaders offered updates on their respective responsibilities and perspectives, appreciation to the Superintendent and Commandant for leadership empowerment, acknowledgement of significant alumni support and engagement importance, the morning's 'Rat Unity' event, feedback on Corps of Cadet status and sentiment, and remaining objectives for the academic year.
8. Mr. Watjen welcomed Mr. David Prasnicky, VMI Alumni Agencies Chief Executive Officer. Mr. Prasnicky provided an update on recent VMI Alumni Agencies activity, a focus on supporting VMI enrollment efforts through established alumni networks and resources, building a strong, professional VMI Alumni Agencies team, three key new hires, the Peay Endowment and Cabinet, VMI capital project donor support, current year fundraising status and prior year success, recent levels and comparative performance, and communication strategies via various positive news stories connecting constituents with cadets and cadet accomplishments.
9. Mrs. Lord, Chair of Academic Affairs, reported on the Committee meeting, noting two separate Academic Affairs Committee meetings held since the September 2022 full Board meeting (with a focus on admissions, financial aid, and enrollment), complimenting the new VMI Admissions and Financial Directors for their substantial accomplishments during brief tenures, and providing pertinent details with respect to the following:
 - a. A motion was made by Mrs. Lord, seconded by Mr. Marsh: The Academic Affairs Committee has considered the Changes in Faculty list dated 12 January 2023, 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 III**.
 - b. Mrs. Lord made the following motion, seconded by Mr. Scott: The Academic Affairs Committee has considered the Graduation List dated 12 January 2023 for January 2023 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 Academic Affairs Committee further recommends that the final list of 15 September 2022 graduates and 21 December 2022 graduates be accepted. The motion passed unanimously. The final lists of graduates will be filed with the minutes of this meeting as **Appendix IV**.

- c. Mrs. Lord made the following motion, seconded by Mrs. Chambers: The Academic Affairs Committee has considered the recommended Curricular Changes dated 12 January 2023. 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. Mrs. Lord made the following motion, seconded by Mr. Johnson: The Academic Affairs Committee has considered the Recommended Entrance Rate Guidelines for Faculty Salaries for the 2023-24 academic year, dated 12 January 2023, and recommends that the Board of Visitors approved the Guidelines and that they be made part of the minutes. The motion passed unanimously. These guidelines will be filed with the minutes of this meeting as **Appendix VI**.

Mrs. Lord continued with a summary of Committee discussion, noting, a particular item of Committee interest being retention within the Corps of Cadets; incoming class grade point averages, academic probation, Dean's List outcomes and supporting resources available; Institute Honors applicants (and alternate scholarship funding); the merit scholarship process and enhanced awareness; the Women's Faculty Working Group and Faculty Advisory Committee reports; Room and Board ROTC scholarship supplementation and immediate interest; additional strategic enrollment management areas of emphasis, impacts and objectives (including personalized applicant engagement); and weekly enrollment reporting provided by the Admissions Department to the Board. The Dean was requested to discuss an example of overwhelmingly successful academic advisor engagement with a group of cadets who improved academic performance, and the Board President reiterated remarks regarding ongoing enrollment focus and expressed appreciation to the Superintendent and VMI staff for the added Committee meeting support.

10. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of the Committee, noting impactful remarks made by new VMI Football Coach Danny Rocco and Mr. Jim Miller, VMI Athletic Director.

To aid in VMI basketball athlete recruitment and retention, Mrs. Chambers made the following motion, seconded by Lt. Gen. Dominy, as updated per the Superintendent's edit: The Athletics Committee has reviewed the guidelines for establishing the VMI Academic Achievement Fund, which is intended to reward academic achievement and encourage graduation from the Institute, thereby the Athletics Committee recommends that the Board of Visitors approve the establishment of the VMI Academic Achievement Fund. The motion passed unanimously and the VMI Academic Achievement Fund resolution will be filed with the minutes of this meeting as **Appendix VII**.

The Committee Chair briefed that athlete grade point averages remain immaterially different from Corps averages, an NCAA legislative update was received, an athletic budget discussion occurred highlighting anticipated athletic department fiscal shortfalls, enrollment

decline impacts, potential restructuring, and further possible solutioning actively under consideration.

11. Mr. Marsh, Chair of the Cadet/Military Affairs Committee, reported on the meeting of the Committee and begin with a summary of ROTC briefs, noted commissioning target accomplishments, corresponding ROTC recruiting efforts, room and board scholarship offering supplemental to ROTC scholarships, U.S. Military enrollment and commissioning trends, cadet transitions amongst VMI ROTC departments, VMI Ranger Challenge successes, VMI FTX review, ROTC cadet leadership ranks independent of corps positions, summer ROTC training preparedness, Space Force commissioning graduates, ROTC scholarship assessments, Navy Nuclear Engineer program cadet acceptance, continued Corps self-governing, overarching Code of a Cadet emphasis and integration, vast Corps club sport opportunities, and particular variances in ROTC Branch scholarship awarding.
12. Mr. Gottwald, Chair of the Audit, Finance and Planning Committee, reported on the meeting of the Committee. Providing relevant context with respect to financial influences, a motion was made by Mr. Gottwald, seconded by Mr. Hamlar, that the Audit, Finance and Planning Committee recommends that the Board of Visitors amend VMI's 2022-2023 Operating Budget revenues by \$2,436,000 and expenditures by \$288,000 as outlined. The motion passed unanimously, and the amended operating budget will be maintained within the Office of Finance and Support.

Commending the Finance and Support team for an informative, comprehensive, and forward-looking facilities plan, a motion was made by Mr. Gottwald, seconded by Mr. Williams, that the Board of Visitors approve the Post Facilities Master Plan dated January 2023. The motion passed unanimously, and the January 2023 plan will be maintained within the Office of Finance and Support.

The Committee Chair proceeded with a report on Committee discussions, including Col. Wes Robinson's information security and technology brief, forward looking budgetary projections and financial forecasting, Post-wide impacts of decreased Corps size relative to optimal enrollment, overlapping class deficit carryforwards, retained fund balance sizing and sensitivity, anticipated cost increases, active VMI leadership remediation efforts, and the Board's responsibility to ensure sustainable fiscal adaptability. Ensuing discussion included the importance of attaining enrollment projections (and ensuring subsequent retention), additional budget variance explanation, optimal balancing of revenue sourcing, necessity of sustainable future tuition and fee charges, and possible ad hoc Committee engagement in advance of the April 2023 Board Meeting as VMI senior leadership continues to remediate financial concerns.

13. Mr. Scott, Chair of the Diversity, Equity, and Inclusion Committee, reported on the meeting of the Committee, the focus on Inclusive Excellence and Committee retitling as the Inclusive Excellence Committee, imperative Code of a Cadet principles, reiteration of Board diversity and inclusion objectives, Virginia Secretary of Education engagement and continued coordination, cadet Inclusive Excellence training facilitator participation in the Committee meeting, reiteration of Inclusive Excellence Training Subcommittee purpose and recent

meeting activity, evolved and tailored Inclusive Excellence training per cadet class (guided as well by cadet input), Inclusive Excellence training survey response and feedback incorporation, confirmation of total Inclusive Excellence annual training time (fifty minutes per class), renaming of the VMI Diversity, Equity and Inclusion Office to the VMI Diversity, Opportunity and Inclusion Office to further align with the Governor's intent, intentional alumni engagement, related upcoming events for Board awareness, and comparable peer institution activity.

14. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of the Committee, noting the participation of the Board President and Superintendent whereupon the Board President socialized Committee consideration of additional oversight with respect to Code of a Cadet standards. The Committee Chair proceeding by commending Honor Court cadet leaders for remarkable effectiveness in conducting themselves and Honor Court matters, then briefed the Board on discussions related to VMI General Order 6 Procedure for Appeals of Honor Dismissals, the number of appeals presented during the Committee Chair's tenure, a summary of Honor Court case activity as briefed by the Superintendent's Senior Honor Court Representative, both faculty and cadet reporting sources of potential Honor Code violations, responsive engagement with recent alumnus regarding Honor Court related outreach (specifically with respect to the Motion to Dismiss process), ongoing preservation of the Honor Code concurrent to regular procedural refinement, and continued Corps transparency and educational efforts.
15. Mr. Fain, Chair of the External Relations Committee, reported on the meeting of the Committee, review and reiteration of the Committee Charter, his ongoing engagement with VMI's Director of Communications and Marketing, coordination with the VMI Alumni Agencies, introduction of new personnel and personnel changes, current communication strategies, government relations matters, the Governor's Budget and Institute requested budget amendments, VMI Cadet S-5 presentation and impressiveness, Admission's Open House outcomes, cadet engagement with Alumni Chapter meetings, social media recruiting exposure, media attention categorization, admissions publications, search engine optimization efforts, digital boost campaigning and geo-targeting, Corps Connection (cadet interview) outreach, a VMI Museum System update as provided by Maj. Grace Moyer, tremendous ambassadorship of Col. Keith Gibson via numerous, external engagement opportunities, and successful cadet integration in support of VMI Museum operations. Following Board discussion included the importance of reengagement with disassociated alumni as raised by Mr. Gottwald and reiterated by the Board President, as well as current and posed unifying solutioning efforts.
16. Lt. Gen. Dominy, Chair of the Nominating and Governance Committee, reported on the meeting of the Committee, noting the participation of the Board President and Superintendent, Committee review and approval of the Board's existing Statement of Governance, and detailed review of the Board's By-Laws and pending update (renaming the Diversity, Equity and Inclusion Committee to the Inclusive Excellence Committee):

A motion was made by Lt. Gen. Dominy, seconded by Mr. Scott, to approve the recommended change to the By-Laws of the Board of Visitors, and that the revised By-Laws be made part of

the minutes of this meeting. The motion passed unanimously, and the Board of Visitor By-Laws dated 28 January 2023 will be filed with the minutes of this meeting as **Appendix VIII**.

The Committee Chair continued by making a coordinated request that the (now) Inclusive Excellence Committee conduct a detailed review of their committee charter in preparation for the April 2023 Board meeting to ensure the description is fully and contemporarily aligned. He added that further Committee discussions included a robust conversation related to the Board Nomination process as facilitated by the VMI Alumni Agencies, forthcoming Board Member term conclusions, and underway Committee Chair succession planning as coordinated by the Board President in conjunction with existing Committee Chairs. Lt. Gen. Dominy concluded by noting a similar Code of a Cadet governance discussion to the Appeals Committee was held during this Committee's meeting.

17. Entered Closed Session: A motion was made by Mr. Watjen, seconded by Mr. Scott, to enter Closed Session. The motion passed unanimously, and the Board entered Closed Session at 11:25 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 and to special staff and the evaluation of specific departmental operations.
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).

18. 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 1:50 p.m.

19. There being no further business to come before the Board, the meeting was adjourned at 1:52 p.m.

LTC KEVIN A. RYAN
Secretary, VMI Board of Visitors