

ANNUAL REPORT TO THE

VIRGINIA GENERAL ASSEMBLY

OF THE

VIRGINIA MILITARY INSTITUTE

BOARD OF VISITORS

FOR

2021



Executive Summary

This Report for Calendar Year 2021 constitutes the annual report for the Virginia Military Institute's Board of Visitors. It is submitted to the Virginia General Assembly and the Governor in accordance with § 23.1-1303 of the Code of Virginia. It provides an overview of the Board's activities as is required. The Board is comprised of sixteen members nominated by the Governor of the Commonwealth along with The Adjutant General of Virginia, who is an ex officio member.

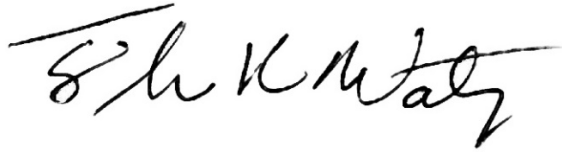
During this past year, the Board considered and addressed a wide variety of matters to include diversity, equity, and inclusion issues, naming VMI's 15th Superintendent, COVID-19 pandemic challenges, fiscal and budgetary determinants, personnel subjects, and academic and athletic affairs. Amongst actions taken to ensure all related State legislative requirements were met, VMI continued to work through the ongoing COVID-19 pandemic with a focus on the safe return to normalized operations in the best interests of the Corps of Cadets, faculty, and staff. The Board devoted considerable time and attention to diversity, equity and inclusion topics. These efforts were supported by the Board's Diversity, Equity, and Inclusion and Commemorations and Memorials Naming and Review Committees, in response to the Commonwealth's audit of VMI's diversity, equity, and inclusion practices. The Board's Executive Committee, during a special meeting on 8 July 2021, voted to provide the Governor, General Assembly and the State Council of Higher Education for Virginia quarterly reports detailing VMI's progress on diversity, equity, and inclusion efforts. The vote coincided with Executive Committee adoption of the following Board principal diversity, equity and inclusion objectives:

- To create and foster a more diverse VMI.
- To create and foster a safe, equitable and inclusive environment for all on Post.
- To assure that we maintain a safe, rigorous process for escalating issues which have even the potential to violate the Code of a Cadet.

Following each meeting of the Board, detailed written minutes were publicly posted in accordance with Va. Code § 2.2-3707(H). Further details beyond this Report may be obtained from said minutes, located prominently on the VMI Board of Visitors website. All meetings were conducted pursuant to notice as required by Va. Code § 2.2-3707 (C). VMI's legal counsel, from the

Virginia Office of the Attorney General, attended Board meetings on invitation pursuant to Va. Code § 23.1-1303 (B).

By the authority vested in me by the VMI Board of Visitors, this Report is hereby tendered pursuant to § 23.1-1303 (B) of the Code of Virginia.

A handwritten signature in black ink, appearing to read "T. R. Watjen". The signature is written in a cursive style with a prominent horizontal line at the top.

Mr. Thomas R. Watjen
President, VMI Board of Visitors

Report of the VMI Board of Visitors

2021

1. The following constitutes the Board's annual report. A summary of major Board actions and Committee activities is included in this report.

2. **Board Membership:** Pursuant to the Code of Virginia, the Board is composed of eight alumni from the Commonwealth, four non-alumni from the Commonwealth, and four out-of-state alumni. The Adjutant General of Virginia serves on the Board, ex officio. Additionally, the cadet (student) serving as President of the First (senior) Class serves as the student representative to the Board. In January of 2021, the members were as follows:

Mr. Thomas R. Watjen '76, President
Mrs. Lara T. Chambers '03
Lieutenant General Charles E. Dominy, USA (Ret)
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 Lord, '01
Mr. Scot W. Marsh '81
Mr. David L. Miller '70
Honorable Joseph R. Reeder
Mr. Eugene Scott, Jr. '80
Mr. Damon Williams '90
Major General Timothy P. Williams, VAARNG

Legal Counsel for VMI is provided by the Office of the Attorney General for the Commonwealth. Mr. Patrick O'Leary, Senior Assistant Attorney General, serves as VMI's and the Board's Counsel. He (or, previously, Ms. Cynthia Norwood, Senior Assistant Attorney General) was present at Board meetings and worked closely with Board officers, committee chairs, and VMI staff on Board activities and actions whenever necessary.

In June 2021, the terms of Mr. John Boland and LTG Frances Wilson ended. Governor Northam reappointed Mr. Thomas Watjen and Mr. Hugh M. Fain III, and appointed Mr. Conrad Garcia, Mrs. Gussie Lord, and Mr. Damon Williams as the newest Board members.

Mr. Thomas Watjen was elected by the Board to serve as President for the term beginning 1 July 2021. The Board also elected Mrs. Chambers, Mr. Miller, and Mr. Scott to serve as Vice-Presidents. LTG Charles Dominy was elected as the non-alumni member of the Executive Committee and Lieutenant Colonel Kevin Ryan commenced service as Interim Secretary to the Board.

3. Board Member Orientations and Training: Each summer, new appointees to the VMI Board receive a full day of orientation and training. Participating in August 2021, in addition to the Board President and four newest Board members, was the Superintendent, Chief of Staff, Academic Dean, Deputy Superintendent for Finance, Administration and Support, Secretary to the Board, and VMI's legal counsel, amongst others. The Orientation provided a series of briefings on the Institute and Board matters, along with Freedom of Information Act and Conflict of Interests Act training from legal counsel. A full array of departmental briefings was provided as well by VMI senior staff. In addition to orientation at VMI, Mr. Thomas Watjen, Mr. Conrad Garcia, and Mr. Sean Lanier attended the State Council of Higher Education for Virginia (SCHEV) training as mandated by Va. Code § 23.1-1304(A).

In support of the continuing education of Board members, VMI legal counsel provided training highlighting legal issues, particularly the requirements of FOIA, in accordance with Va. Code § 23.1-1306.

4. Board Meetings: The VMI Board meets as a body three times per year for regular meetings. During 2021, those regular meetings occurred in January, April, and September. The Board held numerous special meetings as well in 2021 to address Diversity, Equity, and Inclusion efforts and name VMI's 15th Superintendent. Such meetings occurred in January, March, April, June, July, August, and November. All Board meetings were conducted pursuant to notice as required by Va. Code § 2.2-3707 (C). A quorum of Board members were present at each meeting.

At each regular Board meeting, the Board received extensive briefings from the Superintendent, Dean of the Faculty, Deputy Superintendent for Finance, Administration and Support, Athletic Director, Commandant of Cadets, and other senior staff members. Additionally, the President and CEO of the VMI Alumni Agencies presented updates to the Board. In order to obtain information directly from the Corps of Cadets, the First Class President, President of the Honor Court, and Regimental Commander also presented briefings to the Board as pertinent.

5. Board Actions for 2021: An overview of significant Board actions for the current calendar year is detailed below.

a. The Board approved all changes in faculty and staff appointments, to include hiring, promotion, and retirement actions.

b. The Board approved the Graduation Lists for all cadets graduating from VMI.

c. During 2021, the Commemorations and Memorials Naming and Review Committee held special meetings on 13 January, 9 April, 24 August and 12 November, finalizing and executing upon the committee charter as summarized in Section 6 of this report.

d. The Board performed annual reviews and approved a number of strategic and operational plans for VMI. These included the SWaM Plan for small, women and minority-owned businesses; the Post Facilities Master Plan which outlined the physical infrastructure and capital needs for the Institute; the Six Year Plan; and the Institute's Strategic Plan Update.

e. For potential appointment recommendation of outgoing and/or open Board member positions, the Board, Alumni Association, and Superintendent conferred to nominate candidates. This coordination occurred during the November-January timeframe with the Virginia Military Institute Alumni Association, providing nominations in accordance with the applicable Code of Virginia.

f. At the January meeting, the Board received a detailed report from Major General Cedric T. Wins '85, VMI's Interim Superintendent, including his initial assessment to date (a "45-day Report" based upon listening sessions with faculty, staff, and cadets), an update on continued COVID-19 efforts, a legislative session overview, and a "look ahead" for the spring 2021 semester. Additionally, amongst other activity, the Board reviewed and approved the Management by Objectives for the Interim Superintendent and adopted its Diversity, Equity and Inclusion Committee Charter (as summarized in Section 6 of this report).

g. On 1 March 2021, the VMI Diversity, Equity, and Inclusion Committee held a special meeting to discuss, amongst other agenda topics, VMI's Chief Diversity Officer Search status, the VMI Equity Dashboard, and the draft Diversity, Equity, and Inclusion Recruitment Plan.

h. On 15 April, 2021, the Board announced its unanimous vote to approve Major General Cedric T. Wins '85 as VMI's 15th Superintendent. The Board's Superintendent Search Committee, led by Mr. Gene Scott, was exhaustive in its efforts, which included the services of a global executive search firm.

i. The Board, during its 30 April to 1 May 2021 meetings, received an update from the Superintendent, including an overview of his One Corps, One VMI: A Unifying Action Plan, written for the single purpose of advancing the

VMI experience, traditions, and culture to be more positive and inclusive, producing leaders prepared for a complex world. The plan contains five primary outcomes focused on the VMI brand, a VMI which is diverse and inclusive, a commitment to honor, a VMI that competes to win, and One-VMI. Additionally, the Board discussed and approved the Proposed FY 2022 Operating Budget.

j. A special full Board meeting was held 2 June, 2021, to consider the recommendations of the Commonwealth of Virginia's audit of VMI's diversity, equity and inclusion practices. Board members determined that the majority of recommendations contained in the report should be pursued and instructed the VMI administration to determine implementation feasibility, noting that many of the recommendations were already being acted upon by Institute officials and others likely achieved via existing program modification. An ad hoc Recommendations Review Committee was established by the Board for further oversight, with nine Board members directly participating. This Committee, working with VMI leadership, conducted additional detailed recommendations review, ensuring timely implementation and full Board appraisal.

k. An Executive Committee meeting was held 8 July, 2021, whereupon the Board voted to provide the Governor, General Assembly, and State Council of Higher Education for Virginia quarterly reports detailing VMI's progress on diversity, equity and inclusion efforts. The Committee also adopted the following principal diversity, equity and inclusion objectives guiding Board oversight responsibilities:

- To create and foster a more diverse VMI.
- To create and foster a safe, equitable and inclusive environment for all on Post.
- To assure that we maintain a safe, rigorous process for escalating issues which have even the potential to violate the Code of a Cadet.

Additionally, the Superintendent presented VMI's Diversity, Equity, and Inclusion Review: 30 Day Report, which noted that, of the forty two recommendations from the Commonwealth's equity audit, implementation of twenty one were in-progress or ongoing prior to the reports publication, with seven requiring further study or review and six only able to be implemented by outside organizations (such as the General Assembly or VMI Alumni Agencies).

l. In addition to the aforementioned special Commemorations and Memorials Naming and Review Committee meeting, the Diversity, Equity and Inclusion and Recommendations Review Committees also met 24 August 2021, further introducing VMI's newly appointed Chief Diversity Officer Dr. Jamica N.

Love, discussing VMI's One Virginia Plan, and equity audit recommendations status, respectively.

m. The final full Board meeting of the calendar year was held 9-11 September, 2021, and included a matriculation overview, COVID-19 vaccination stipulations, VMI Strategic Plan update, SACSCOC Fifth Year Review preparation, and Post/Cadet Safety and Security emphasis. Furthermore, VMI's most recently audited financial statements were approved by the Board, as was the VMI Diversity, Equity, and Inclusion Strategic Plan dated September 2021.

6. **Committees:** During 2021, the VMI Board structure contained eleven committees, each comprised of a chairperson and four to nine total members. The Board added the Recommendations Review Committee (ad hoc) in 2021. All committees have VMI staff liaisons assigned and, at each of the established meetings, individual committee agendas were developed and meeting minutes were taken to record the activities. The standing BOV Committees are as follows:

Audit, Finance, and Planning: financial, budgetary, and fiscal matters; Strategic Plan; Post Facilities Master Plan, SWaM Plan, Information Technology; and compensation issues.

Academic Affairs: all academic matters; curricula changes; undergraduate research; international programs; career services; admissions; and accreditation.

Cadet/Military Affairs: all cadet activities; barracks operations; Regimental and Class Systems; ROTC activities; commissioning; club and intramural sports; and cadet welfare activities.

Athletics: all matters involving VMI NCAA sports; review of academic progress reports; NCAA compliance matters; and NCAA certification.

External Relations: governmental relations; strategic communications and marketing; VMI Museum Program activities; and BOV Awards.

Nominating and Governance: individual board appointments and officers; matters relating to the governance of the Board including the Board by-laws.

Appeals: responsible for hearing the appeals of any cadet dismissed following an Honor Court trial or, in rare circumstances, an appeal of a cadet dismissed for disciplinary reasons by the Superintendent.

Diversity, Equity, and Inclusion: responsible for the oversight of all matters relating to the Institute's excellence in diversity across all programs and departments.

Commemorations and Memorials Naming and Review: responsible for oversight of all policies and practices related to the naming of buildings and places on Post as well as the existence of statues, commemorations, and memorials on Post.

Executive: elected members of the board including the President, three Vice-Presidents, and one non-alumnus. In addition to the duties specific to VMI's Executive Committee, the Executive Committee organizes the working processes of the Board, recommends best practices for Board governance, and coordinates the other responsibilities required by Va. Code § 23.1-1306.

7. Committee Activities: Committees are comprised of members with requisite expertise in the areas of responsibility for each committee, as well as overlapping tenures to ensure appropriate continuity. The Audit, Finance, and Planning Committee, for example, reviews all fiscal matters, to include the annual operating budget and annual audited financial statements, and presented these matters to the full Board. This particular committee membership includes acumen in financial and business related matters.

In accordance with standard procedures, the entire Board was provided reports, proposals, and other documents a week or more in advance of the meeting to facilitate preparatory review and understanding. Committee chairs continued to collaborate with their assigned staff liaisons throughout the year to ensure awareness and that necessary matters were prepared for Board action. The majority of 2021 Board actions were reviewed extensively by a particular Committee and briefed to the full Board prior to a vote being taken.

8. Conclusion: As noted previously, further details on the activities of the VMI Board of Visitors are contained in the minutes of the respective meetings and are available on the Board of Visitor section of the VMI website. Following each meeting, draft and then final minutes were posted on both the Board's and Commonwealth of Virginia Calendar websites. If further information is necessary, the Interim Secretary to the VMI Board of Visitors, Lieutenant Colonel Kevin Ryan, may be contacted at (540) 464-7132.