

ANNUAL REPORT TO THE
VIRGINIA GENERAL ASSEMBLY
OF THE
VIRGINIA MILITARY INSTITUTE
BOARD OF VISITORS
FOR 2022



Executive Summary

This report for calendar year 2022 constitutes the annual report for the Virginia Military Institute (VMI) Board of Visitors. It is submitted to the General Assembly, the Governor, and made publicly available on the VMI Board of Visitors website in accordance with § 23.1-1303 of the Code of Virginia. It provides an overview of board activities as is statutorily required. The VMI Board of Visitors is comprised of sixteen members nominated by the Governor of the Commonwealth, along with the Adjutant General of Virginia as an ex officio member.

During the year, the board considered and addressed a wide variety of topics to include continued COVID-19 pandemic management, fiscal and budgetary oversight and determinants (i.e., approval of the fiscal 2023 operating budget and tuition and fees establishment), commencement of an institute strategic plan update, generalized and specific enrollment challenges, diversity, equity, and inclusion matters, academic and athletic affairs, and personnel matters. With respect to academic outcomes, the Board approved 191 bachelor's of science and 147 bachelor's of arts degrees that were awarded to the VMI Class of 2022 in May. The Board's diversity, equity and inclusion efforts continued to be supported by its Diversity, Equity, and Inclusion Committee (renamed the Inclusive Excellence Committee), Commemorations and Memorials Naming and Review Committee, and Recommendations Review Committee, collectively guided by the following objectives adopted by the Board 8 July 2021:

- 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 the potential to violate the Code of a Cadet.

The Commemorations and Memorials Naming and Review Committee and the Recommendations Review Committee were ad hoc committees created in 2021 to review all symbology on post and to provide oversight of the Institute's response to the recommendations from the Commonwealth's review of VMI's diversity, equity, and inclusion practices. Having substantially accomplished the objectives of their charters, these committees were retired in 2022. Responsibility for residual objectives and matters of continued focus was absorbed by pre-existing board committees.

Effective July 2022, regularly scheduled, full board meetings were live streamed via the internet to provide real-time public access in accordance with House Bill 2120. An archive of agendas and other supporting material for each board meeting, as well as email addresses (individual and collective) allowing board members to receive public communications pertaining to board business, were prominently maintained on the Board of Visitors website. Following each board meeting, detailed minutes were publicly posted on the board's website at: <https://www.vmi.edu/about/governance/board-of-visitors/past-meetings/> in accordance with Va. Code § 2.2-3707(H) and may be referenced for additional context beyond the scope of this report. 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 in accordance with 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 '76". The signature is written in a cursive, flowing style with a long horizontal line extending from the top of the first letter.

Mr. Thomas R. Watjen '76
President, VMI Board of Visitors

Report of the VMI Board of Visitors

2022

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

1. **Board Membership:** Pursuant to the Code of Virginia, VMI's Board of Visitors consists of eight alumni residents of the Commonwealth, four non-alumni Commonwealth residents, and four alumni residing out-of-state. The Adjutant General of Virginia serves on the Board, ex officio. Additionally, the cadet serving as President of the First (senior) Class of the Corps of Cadets serves as the student representative to the board. As of July, 2022, Board of Visitor membership was as follows:

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 Lord, '01
Mr. Scot W. Marsh '81
Mr. David L. Miller '70
Dr. Meaghan Mobbs
Mr. Eugene Scott, Jr. '80
Mr. Damon Williams '90
Maj. Gen. Timothy P. Williams, VAARNG

In June 2022, the terms of Mr. Conrad M. Hall '65, Mr. Richard K. Hines V '66, Mr. E. Sean Lanier '94, and the Honorable Joseph R. Reeder ended. Governor Youngkin appointed Mr. John Adams '96, Mr. C. Ernest Edgar IV '87, Mr. Thomas E. Gottwald '83, and Dr. Meaghan Mobbs as the newest Board members.

VMI legal counsel is provided by the Office of the Attorney General for the Commonwealth. Specifically, Mr. Patrick O. O'Leary '90, Senior Assistant Attorney General, serves as VMI and board counsel. He was present at board meetings and worked closely with board officers, committee chairs, and VMI staff on board activities and actions as necessary.

Mr. Thomas Watjen '76 was renominated by the Board of Visitors to serve as President for another term beginning 1 July 2022. The board also elected Mrs. Chambers, Mr. Miller, Mr. Scott and, in September 2022 Mr. Fain, to serve as Vice-Presidents. LTG Charles Dominy was elected as Executive Committee non-alumni member and Lt. Col. Kevin Ryan '01 as Secretary to the Board.

2. Board Member Orientations and Training: Each summer, new VMI Board of Visitor appointees receive a day of orientation and training. This year's training was conducted in August 2022. In addition to the Board President and new members, the Superintendent, Chief of Staff, Academic Dean, Deputy Superintendent for Finance, Administration and Support, Secretary to the Board, and VMI's Legal Counsel also participated in the training. The orientation provided a series of briefings on the Institute and board matters, along with Freedom of Information Act (FOIA) and Conflict of Interests Act training. The wide array of departmental briefings were provided by VMI senior staff. In addition to the VMI hosted orientation, board members, within their first two years of service, attend the State Council of Higher Education for Virginia (SCHEV) training in accordance with Va. Code § 23.1-1304(A).

In further support of board continuing professional education, VMI Legal Counsel provided training highlighting relevant legal matters, particularly FOIA requirements in accordance with Va. Code § 23.1-1306. Additionally, an outside speaker was contracted (the experienced president of a substantial mid-west college system) to discuss and collaborate on topics relevant to board governance and higher education.

3. Board Meetings: The VMI Board of Visitors meets as a body three times per year for regular meetings. During 2022, regular meetings occurred in January, April, and September. The Board held numerous special meetings as well to discuss diversity, equity, and inclusion efforts, prior superintendent recognition, Governor's Office tuition and fee guidance, and enrollment management initiatives. Special meetings occurred in March, April, June, July, October, and November. All board meetings were conducted pursuant to notice as required by Va. Code § 2.2-3707 (C). A quorum of board members was present at each meeting.

During meetings, the board received extensive briefings from the Superintendent, Dean of the Faculty, Deputy Superintendent for Finance and Support, Athletic Director, Commandant of Cadets, and other senior staff members. Additionally, the President and CEO of the VMI Alumni Agencies provided relevant updates to the board. As leaders and representatives of the VMI Corps of Cadets, the First Class President, Regimental Commander, and President of the Honor Court regularly briefed (and engaged with) the board.

4. Board Meetings and Actions for 2022: The following is an overview of significant board attention and actions for the current calendar year:

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

b. The board approved the Graduation Lists for all cadets graduating from VMI, and curricular changes as posed through the Academic Affairs Committee.

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

d. At the 27-29 January 2022 meeting, the Board offered a public comment period and received a detailed report from the VMI Superintendent, Maj. Gen. Cedric Wins '85 and senior leaders, which included key Institute events and activities, a COVID-19 pandemic management update, the 1st Quarter Equity Audit Report for adoption and state submittal, VMI's Vision Statement update process, a VMI Honor Court standard operating procedure review, other operational matters, budgetary status and projections, athletic department performance, enrollment projections, and a Scott Shipp Hall renovation dedication ceremony (a five year planning, design, and construction effort involving a significant academic facility totaling \$43 million).

e. On 15 March 2022, the VMI Diversity, Equity, and Inclusion Committee held a special meeting to discuss the three board adopted diversity, equity and inclusion objectives, related education and training, and the Superintendent's One Corps, One VMI: A Unifying Action Plan. The Committee also received an update from VMI's Chief Diversity Officer.

f. On 25 April 2022, an Executive Committee meeting was held which resulted in the following resolutions: codification of the title Superintendent Emeritus; conferring the status of Superintendent Emeritus to VMI's 14th Superintendent, Gen. Binford J.H. Binford Peay III '62; and naming of the Center for Leadership and Ethics, Phase II Peay Hall in honor of Gen. J.H. Binford Peay III '62 and his longstanding service as Institute Superintendent.

g. The Board, during its 28-30 April 2022 meeting, offered a public comment period and received a brief from the Superintendent and senior VMI leadership, which included a key personnel update, discussion of VMI alumni reunion engagement, Chief Diversity Office activity overview, budgetary expectations per admissions projections, renewed strategic plan status, ROTC

commissioning rates, salient Corps of Cadet information, government relations activity and emphasis, and highlights of the General Assembly Session as pertaining to VMI. Additional board action included a resolution to recognize VMI as a Purple Heart College at the invitation of the Military Order of the Purple Heart and in honor of VMI Alumni Purple Heart recipients; formulation of the New Market Award Selection Committee to identify and award a recipient who displays the qualities of leadership, loyalty and determination as exemplified by the Corps of Cadets at New Market; approval of the existing slate of officers for continued service to the Executive Committee; a number of culminating resolutions from the Commemorations and Memorials and Naming and Review Committee in accordance with its charter; and approval of the 2nd Quarterly Report on the Commonwealth's Equity Audit.

h. On 24 June 2022 an Executive Committee meeting was held, with the primary agenda item being consideration of Governor Youngkin's request for Commonwealth colleges and universities to hold tuition charges at current levels. The Board received an introductory brief from the Superintendent and a detailed budgetary discussion as led by the Deputy Superintendent for Finance and Support. Considering various courses of action and corresponding financial implications, the Board voted to approve the reduction of in-state tuition for fiscal 2023 to fiscal 2022 amounts in accordance and compliance with the Governor's request.

i. On 26 July 2022, the Board's Diversity, Equity and Inclusion Subcommittee met for an overview of 2021-22 training, a review of pedagogical research for training, and a review of materials and discussion questions for training. The subcommittee was formed in April 2022 to review training materials developed for cadets, faculty, and staff to ensure all such materials are tailored to the VMI experience, adhere to VMI's definition of diversity, equity, and inclusion, and further advance the VMI mission.

j. The third regularly scheduled board meeting was held 19-21 September 2022. Full board portions were live streamed in accordance with House Bill 2120 to provide real-time public electronic access. Amongst other topics and a public comment period, the Board President announced intentionally revised board committee assignments and a modified meeting structure to facilitate areas of board emphasis and provide operational efficiencies. The Superintendent and senior leaders briefed the board on the recent 25th Anniversary of Women at VMI celebration, diminishing COVID-19 pandemic implications, VMI Founders Day events, Corps of Cadet academic year updates (including cadet governance matters), an updated VMI senior leader organization chart as approved by the Executive Committee, ongoing strategic enrollment prioritization, increased enrollment activities, SACSCOC 5th year report submission, key budgetary reporting, legislative affairs matters, and relevant athletic department topics. Additionally, the board approved VMI's audited 30 June 2021 financial statements, amendment and award of the New

Market Medal, VMI Board of Visitor By-Law updates, and an amendment to the Superintendent's contract.

k. On 24 October 2022 the Executive Committee met to discuss current VMI issues and matters, which included the status of Inclusive Excellence speakers, training, and strategic enrollment management, followed by a closed session and announcement that the Diversity, Equity, and Inclusion Committee would be renamed the Inclusive Excellence Committee.

l. On 14 November 2022, the Academic Affairs Committee met to provide a mid-period admissions, strategic enrollment management, and financial aid update for the committee. Agenda topics included the admissions strategy for the class of 2027 (and beyond), related milestones and timelines, measurement of progress, a board position statement on admissions, and ten-year VMI admissions trends. This was the concluding meeting of the board for calendar 2022.

m. For board appointee recommendations in consideration of outgoing and/or open board member positions, the board, VMI Alumni Agencies, and Superintendent conferred to suggest candidates to the Secretary of the Commonwealth based upon a Board of Visitors needs and required skillset matrix. This coordination occurred during the November-March timeframe, with the Virginia Military Institute Alumni Agencies submitting nominations to the Secretary of the Commonwealth in accordance with Virginia Code.

5. **Committees:** During 2022, the VMI Board of Visitors structure contained between nine and eleven committees, each comprised of a chairperson and four to nine board members. The Commemorations and Memorials Naming and Review and Recommendations Review Committees were retired in 2022 as previously noted. All committees had assigned VMI staff liaisons and, at each of the established meetings, individual committee agendas were developed and meeting minutes were recorded. The standing board committees as of December 2022 are as follows:

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

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.

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.

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 [committee was dissolved due to substantial charter accomplishment in April 2022].

6. Committee Activities: Committees are comprised of specific members to maximize requisite experience and expertise in the corresponding areas of responsibility, as well as overlapping tenures to ensure adequate 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 presents these matters to the full board. This particular committee membership includes individual acumen in financial and business-related matters.

In accordance with standard procedures, the board was provided reports, proposals, and other documentation a week or more in advance of the meeting to facilitate preparatory review and understanding. Committee chairs collaborated with their assigned staff liaisons throughout the year to ensure topical awareness and that necessary matters were presented for board action. The majority of 2022 board resolutions were reviewed extensively by a particular committee and briefed to the full board prior to a vote being taken.

7. **Conclusion:** As previously noted, further detail of VMI Board of Visitors actions and activities is available within the minutes and materials archives of the respective meetings on the Board of Visitor section of the VMI website, and via reference through the Commonwealth's Calendar.

The VMI Board of Visitors past meeting information web address is as follows:

<https://www.vmi.edu/about/governance/board-of-visitors/past-meetings/>

Further information may be obtained by contacting the Secretary to the VMI Board of Visitors, Lt. Col. Kevin Ryan at (540) 464-7132 or ryanka@vmi.edu.