

ANNUAL REPORT TO THE

VIRGINIA GENERAL ASSEMBLY

OF THE

VIRGINIA MILITARY INSTITUTE

BOARD OF VISITORS

FOR 2023



Executive Summary

This report for calendar year 2023 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 fiscal and budgetary oversight and determinants (i.e., approval of the fiscal 2024 operating budget and tuition and fees establishment), finalization of an institute strategic plan, 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 152 Bachelors of Science and 159 Bachelors of Arts degrees that were awarded to the VMI Class of 2023 in May. The Board's diversity, equity and inclusion efforts continued to be supported by its Inclusive Excellence Committee, guided by the following objectives adopted by the Board 8 July 2021:

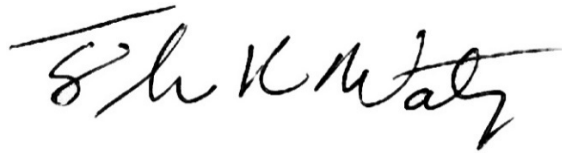
- To create and foster a more diverse VMI.
- To create and foster a safe, equitable and inclusive environment for all on Post.
- To assure that we maintain a safe, rigorous process for escalating issues which have the potential to violate the Code of a Cadet.

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 style with a long horizontal stroke at the end.

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

Report of the VMI Board of Visitors

2023

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 2023, Board of Visitor membership was as follows:

Mr. Thomas R. Watjen '76, President
Mr. John Adams '96
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
Col. James P. Inman '86 (Ret.)
Mr. Lester Johnson, Jr. '95
Lt. Col. James G. Joustra '76 (Ret.)
Mrs. Gussie Lord, '01
Mr. Scot W. Marsh '81
Rear Adm. Terence E. McKnight '78 (Ret.)
Dr. Meaghan Mobbs
Mrs. Nancy W. Phillips
Mr. Damon Williams '90
Maj. Gen. James W. Ring '88, VAARNG

In June 2023, the terms of Mrs. Lara T. Chambers '03, Mr. Michael L. Hamlar, Mr. David L. Miller '70, and Mr. Eugene Scott, Jr. '80, ended. Governor Youngkin appointed Col. James P. Inman '86 (Ret.), Lt. Col. James G. Joustra '76 (Ret.), Rear Adm. Terence E. McKnight '78 (Ret.), and Mrs. Nancy W. Phillips as the newest Board members. Maj. Gen. James W. Ring '88, VAARNG, was appointed to fill the vacancy left by retiring Adjutant General Timothy P. Williams.

Additionally, Lt. Gen. (ret.) Charles Dominy passed away on Sept. 1, 2023. On October 27, 2023, Gov. Youngkin appointed Kate Comerford Todd to serve the remainder of Dominy's term.

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 2023. The board also elected Mr. Gottwald, Mr. Fain, and Mrs. Lord to serve as Vice-Presidents. LTG Charles Dominy was elected as Executive Committee non-alumni member. However due to Lt. Gen. Dominy’s death in September, the Executive Committee non-alumni member remains vacant as the board by-laws only allow for the election of Executive Committee members at the annual meeting held each spring.

Lt. Col. Kevin Ryan ’01, who had served as the board secretary since 2021, resigned from VMI employment in May. Col. Bill Wyatt, director of communications and marketing, has served as acting board secretary since then.

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 2023. Maj. Gen. Ring, Col. (ret.) Inman, Adm. (ret.) McKnight, and Ms. Phillips were in attendance for the orientation. Mr. Joustra participated virtually. In addition to the Board President and new members, the Superintendent, Chief of Staff, Academic Dean, Deputy Superintendent for Finance and Support, Director of Communications and Marketing, 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 Ring, Inman, Joustra, and Phillips attended the State Council of Higher Education for Virginia (SCHEV) training held in November in accordance with Va. Code § 23.1-1304(A). Adm. (ret.) McKnight was unable to attend and will attend in 2024 in order to meet the legal requirement to attend an orientation session within the first two years of his term.

In further support of board continuing professional education, VMI Legal Counsel provided training highlighting relevant legal matters, particularly FOIA, conflict of interest, and financial disclosure requirements in accordance with Va. Code § 23.1-1306.

3. **Board Meetings:** The VMI Board of Visitors meets as a body three times per year for regular meetings. During 2023, regular meetings occurred in January, April, and September. The Board held numerous special meetings as

well to discuss diversity, equity, and inclusion efforts, awards recognition, Governor's Office tuition and fee guidance, enrollment management initiatives, and a proposed strategic plan. Special meetings occurred in March, April, May, July, August, 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. The meetings in July and November were conducted virtually in accordance with Va. Code § 2.2-3708.3 (C).

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 2023: 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.

d. At the 26-28 January 2023 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, specifically, Founders Day and the events honoring 14th VMI Superintendent Gen. J.H. Binford Peay III '62 and the 31st VMI Sports Hall of Fame event, COVID-19 affects as considered presently contained, 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 reopening of Moody Hall and associated expenditures, staffing changes, VMI's statement on Free Speech and alignment with Governor Youngkin's direction for Higher Education, the proposed Academic Achievement Fund resolution, ongoing admissions efforts, the status of VMI's Strategic Plan, and intentional state legislator engagement.

e. On 20 March 2023, the VMI Board of Visitors Executive Committee held a special meeting to discuss the strategic planning process to include incorporation of strategic plan exposure to new members during Summer 2023 onboarding to ensure member voting comfortability; academic excellence prioritization; VMI Stakeholder Survey feedback and the request to share with the board; new strategic plan naming importance and orientation to the VMI bicentennial and the anticipated degree to which Inclusive Excellence will be incorporated. Additional discussion included a legislative and government relations update, a summary review of admissions and financial aid offices, recent Superintendent travel and its relation to alumni engagement and enrollment recruiting efforts; demand, effectiveness and targeted longevity of the VMI Call to Duty scholarship; retention of merit scholarship applicants; potential value of collaborating admissions and possible synergies with targeted Virginia public universities; areas of focus related to Inclusive Excellence and VMI DOI office update; board level VMI General Orders, policies and procedures and the Virtual VMI Alumni Town Hall hosted by the Superintendent and Board President. Further discussion included a request considering relocation of a monument created by Moses Ezekiel, VMI Class of 1866, that is not currently owned or held by VMI, to the Virginia Museum of the Civil War in New Market, VA and the in progress Institute review of possible courses of action with an anticipated update at the 27 – 29 April 2023 board meeting; and efforts to ensure a smooth transition when filling committee chair roles of outgoing board members.

f. On 20 March 2023, an Academic Affairs Committee meeting was held which included an Admission, Financial Aid, and Enrollment Marketing Update for the Class of 2027 as of 17 March; a breakdown of demographics for the incoming class of 2027, a total number of reservations and deposits for the incoming class, an overview of the academic quality of the Class of 2027, the latest fall enrollment projections for the Class of 2027, and updates on several admissions activities.

g. On 12 April 2023, an Audit, Finance and Planning Committee meeting was held. The Deputy Superintendent for Finance & Support provided the board with an overview of existing 2022 – 2024 budget amendments recently passed by the House and Senate that potentially could impact the second year of the budget; FY 2024 preliminary budget notes and related assumptions regarding enrollment, tuition and fees, State funding and potential employee salaries and benefits. The Deputy Superintendent for Finance & Support also presented a proposed tuition and fee schedule, budget modeling and fund balances from FY 2023 through FY 2029, and addressed key questions and answers; and budget reduction strategies.

h. The board held their second regularly scheduled meeting 27 – 29 April 2023. The board offered a public comment period and full board portions were live streamed in accordance with House Bill 2120 to provide real-time public

electronic access. The board expressed appreciation for departing board members and retiring VMI faculty and staff. The graduating First Class (Senior) leaders made remarks to the board and introduced their successors. Superintendent Maj. Gen. Cedric T. Wins briefed the board on matters pertaining to upcoming key events; personnel changes due to retirements/turnover, Strategic Enrollment efforts and cross-departmental synchronization; takeaways from Superintendent's Cadet Focus Groups; developments regarding other organizations (Parents Council, Women's Faculty Advisory Group, Cadet Ethics Team, Army Research Laboratory partnership outcomes); implemented VMI workforce compensation to improve salary competitiveness. The board was also briefed by senior staff on matters related to admissions, financial aid, and enrollment marketing; Class of 2027 enrollment projections; other admissions data; upcoming Common App and Customer Relationship Management integration; significant budget assumptions for FY 2024 – 2029; proposed tuition and fee increases; mandatory salary increases funding; and other financial and budgetary matters; implementation of the Commandant's leadership development model; VMI Center for Leadership & Ethics lesson integration and other issues related to the Corps of Cadets to include retention, graduation, and commissioning rates and intentional activities to reduce attrition.

i. On 18 May 2023 the board met virtually in accordance with Va. Code § 2.2-3708.3 (C). The purpose of the meeting was to evaluate the Superintendent's performance. Superintendent Maj. Gen. Cedric T. Wins also briefed the board on just concluded end of year events such as commencement and referenced work to be undertaken during the summer to include a new strategic plan, policies review, and retention and recruiting.

j. On 13 July 2023, the Executive Committee held a meeting. VMI Superintendent, Maj. Gen. Cedric T. Wins, updated the committee on VMI's summer term and the Summer Transition Program; current full and partial reservations for Matriculation Day totaling 515 with the number of new cadets at Matriculation expected to be between 500 and 505; new cadet recruiting; financial aid strategies, updates to the Rat Line procedures; development of a transgender cadet policy and procedures; a budget update; and other administrative and legal updates.

k. On 24 August 2023, the Inclusive Excellence Committee held a meeting. The committee was briefed by VMI Superintendent, Maj. Gen. Cedric T. Wins, on issues including the hiring of a Chief Diversity Officer in 2021 in accordance with the Board's directive to establish an inclusive excellence program and the development and goals of the VMI Office of Diversity, Opportunity and Inclusion. Acting Director of VMI's DOI office, Maj. Briana Williams, briefed the committee on development of inclusive excellence training over the summer of 2022; various sources of feedback related to the training, details regarding tailoring training to each VMI Class; integration of facilitator

training into VMI's mission and the importance of aligning this training with the leadership development model used by the VMI Center for Leadership and Ethics; and other areas impacting DOI such as NCAA athletics and DoD. Two cadets spoke on their experiences related to DOI and expressed a desire to engage first-year cadets as well as upperclassmen, actively contributing to the culture of VMI and diversity, and input regarding the prior year's training. Further discussion included addressing cadet DOI exercises and questions pertaining to how the exercises aligned with VMI's core values.

l. The final regularly scheduled board meeting was held 11-13 September 2023 and full board portions were live streamed in accordance with House Bill 2120 to provide real-time public electronic access. There was no public comment period, but written comments were distributed to the board. The board was briefed by Superintendent, Maj. Gen. Cedric T. Wins, and other senior leaders on matters pertaining to summer 2023 activities, enrollment, recognitions, Matriculation Week activities, personnel updates, the strategic plan, an update on the progress of adopting policies and procedures regarding accommodating transgender cadets, cadet conduct, and an overview of the strategic communications plan. Other senior leaders briefed the board on matters related to recruitment, admissions, financial aid changes and statistics, cadet retention, budgetary updates, and board responsibilities per statutory and by-law requirements and FOIA training.

m. On October 31, 2023, the Executive Committee held a meeting to discuss matters applicable to VMI. The committee was briefed by VMI Superintendent, Maj. Gen. Cedric T. Wins, and other senior leaders on matters related to the proposed strategic plan, the proposed transgender policy and procedures, and the athletic budget.

n. On November 30, 2023, the Board met virtually to further discuss matters related to the strategic plan, proposed transgender policy and procedures, and the athletic budget. Maj. Gen. Cedric T. Wins, VMI Superintendent, briefed the board on changes made to the proposed strategic plan since its September introduction to the board and encouraged board approval of the plan. Maj. Gen. Wins also updated the board on the proposed transgender policy and procedures, informing the board VMI legal counsel will provide a brief at the first scheduled meeting of 2024 in January with review by the Cadet and Military Affairs Committee and will be brought before the full board when appropriate. Discussion ensued related to ensuring a safe experience and environment for all cadets and compliance with state guidelines and how best to achieve these objectives. Maj. Gen. Wins then briefed the board on the athletics budget, emphasizing the importance of athletics at VMI, and explained the correlation between athletic performance and athletic funding. He also presented strategies for implementation to address the athletics budget moving forward. Further board discussion covered topics

such as admissions, improved communications and marketing efforts and the feasibility of hiring an outside firm to assist with communication and marketing objectives, and approval of the Superintendent's performance objectives.

o. 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 2022 – March 2023 timeframe, with the Virginia Military Institute Alumni Agencies submitting nominations to the Secretary of the Commonwealth in accordance with Virginia Code.

5. **Committees:** During 2023, the VMI Board of Visitors structure contained nine committees, each comprised of a chairperson and four to seven board members. 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 2023 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.

Inclusive Excellence: 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.

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 2023 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/>

Additionally, video recordings of the full board meetings are archived on the VMI Board of Visitors YouTube page at <https://www.youtube.com/@VMI1839-BOV>.

Further information may be obtained by contacting the Acting Secretary to the VMI Board of Visitors, Col. Bill Wyatt at (540) 464-7170 or wyattwj@vmi.edu.