



BOARD OF VISITORS

**NOMINATING AND GOVERNANCE
COMMITTEE**

12 SEPTEMBER 2023

**NOMINATING AND GOVERNANCE
COMMITTEE - AGENDA**

**Tuesday, September 13, 2023
New Market Room, Marshall Hall**

Charter:

The Nominating and Governance Committee shall present nominations for President, Vice Presidents (3), and Secretary to the Board at the annual meeting of the Board. The Committee shall review the committee structure of the Board and other governance issues and submit any recommendations to the Executive Committee. The Committee shall periodically review these By-laws and recommend amendments to the Executive Committee. In addition, the Committee shall consult with, provide information to, and, in any other way identified as useful, assist the Alumni Association in support of the recommendation of highly qualified individuals for appointment to the Board of Visitors.

1. Approve Minutes from the April 2023 Nominations and Governance Committee Meeting
2. Annual Review of Statement of Governance, Code of Ethics, and BOV By-Laws
3. BOV Appointment/Reappointment Timelines & Nominating Process
4. Nomination of Board Secretary (page X)
5. Other Business

VIRGINIA MILITARY INSTITUTE BOARD OF VISITORS

BY-LAWS (Revised & Adopted by board action, September 2013, September 2014, May 2015, 6 May 2017, 10 June 2020, 1 May 2021, 21 September 2022, and 28 January 2023.)¹

Article I

Section 1 - Legal Status

The Board of Visitors of the Virginia Military Institute (the Board) is a public corporation created by †Virginia Code § 23.1-2500, and styled the Virginia Military Institute (the Institute). It is a supervisory board of the executive branch of the government of the Commonwealth of Virginia as such is defined by Virginia Code § 2.2-2100. The corporation is at all times subject to the control of the General Assembly of the Commonwealth of Virginia.

Section 2 - Composition

The Board has sixteen members, appointed by the Governor and subject to confirmation by the General Assembly. Of those, four must be non-alumni, twelve must be alumni. The Adjutant General of the Commonwealth of Virginia serves as the seventeenth member, *ex officio*. A regular term of Board membership is four years. Members shall serve and be eligible for reappointment as provided by statute. More specific and additional provisions concerning appointment and service of the members of the Board of Visitors are provided by statute.

Each year the Board shall appoint a cadet to serve as a non-voting, advisory representative to the Board. The appointment shall be made at the Board's Annual Meeting. The student representative shall participate in meetings of the Board, as the Board shall deem appropriate.

Section 3 - Duties and Authority

1. The Board shall define the mission of the Virginia Military Institute, as a public institution of higher education in the Commonwealth, and oversee the development, revision, and implementation of a strategic plan for the accomplishment of that mission.

2. The Board is responsible for oversight of the Institute's budget development process. It shall ensure that the Institute's mission and the priorities established by its strategic plan are reflected in the intentional allocation and reallocation of resources from year-to-year. †The Board shall fix the rates charged to cadets for tuition, mandatory fees, and other necessary charges. The Board must review and approve any request for funds to be made to the Governor

¹ †Changes adopted by the Board at its May 6, 2017 meeting.
++Changes adopted by the Board at its June 10, 2020 meeting.
*Changes adopted by the Board at its September 21, 2022 meeting.
**Changes adopted by the Board at its January 28, 2023 meeting.

or to the General Assembly. The Board shall also oversee the actual application of resources and ensure the cost-effective operation of the Institute.

3. The Board shall appoint a Superintendent, whose duties are described by Article II, Section 1 of these By-laws, and ensure that the Superintendent complies with all Board and statutory directives. It shall define its expectations and set goals for the Superintendent and annually review the Superintendent's performance with reference to those expectations and goals. The Board shall annually deliver, in closed session, its evaluation of the Superintendent's performance. Any change to the Superintendent's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of a majority of the Board's members.

4. The Board is ultimately responsible for the academic quality and integrity of the Institute. It shall determine what academic courses and programs will be offered, establish rules and regulations for the employment of faculty, and appoint them and fix their salaries. Faculty can be removed only for good cause and with the concurrence of a majority of the Board. Upon the removal of a faculty member, the fact of, and reasons for, such removal shall be reported to the Governor.

5. The Board may accept and expend gifts to the Institute. It is the Board's responsibility to ensure that all private gifts for the benefit of the Institute, both restricted and unrestricted, are applied in support of the mission and in a manner consistent with the priorities of the Institute. The Board shall ensure that any private organization permitted to operate in the name or for the benefit of the Institute provides regular and detailed reporting of expenditures and activities undertaken on its behalf.

6. The Board shall determine and define the requirements for admission to the Institute and establish rules and regulations for the acceptance of students, including the appropriate size of the Corps of Cadets, the nature and duration of their service, and the core curriculum requirements. With the concurrence of the Governor, the Superintendent, and the faculty, the Board shall confer degrees. The Board may adopt regulations for the management of the Institute and for the conduct of cadets.

7. The Board, with the approval of the Governor and as provided by statute, may lease, sell or otherwise convey whatever interest in real property the Institute may have, and may acquire interests in real property by purchase, will or deed of gift.

8. The Board may authorize the Superintendent or his designee to execute any instrument in the name and on behalf of the Virginia Military Institute. The Secretary to the Board shall have authority to affix the seal of the corporation to any such instrument.

9. The Board of Visitors of the Virginia Military Institute is a working Board and its members are expected to attend all meetings and to participate in the activities of the Board.

10. The Board shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the

procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.

11. The Board shall remain transparent in its actions and shall operate openly, to the extent required by law.

12. The Board shall comply with the requirements of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700, et seq., in the conduct of all meetings, as such term is defined by statute.

13. The Board has such additional powers and duties as provided by statute and as the General Assembly may see fit to amend such statutes, or otherwise act, from time to time.

14. The Board shall conduct a self-evaluation biennially that evaluates its committee structure, processes and procedures, and performance.

Section 4 - Meetings

1. There shall be ~~three~~ regular meetings of the Board each year. Specific dates for regular meetings shall be set by the Secretary of the Board upon consultation with, and the concurrence of, the President of the Board and the Superintendent. The Board's last regular meeting of the academic year is designated as its Annual Meeting.

2. Special meetings of the Board may be called by the President of the Board, the Superintendent, by a majority vote of the Executive Committee, or by the request of a majority of the members of the Board. Special meetings of the Board may be called only for specific and limited purposes which shall be stated in the notice of special meeting issued to the members of the Board. In accordance with Virginia Code § 2.2-3707(D), public notice, reasonable under the circumstance, of a special meeting shall be given contemporaneously with the notice provided members of the Board.

3. Notice of the time and place of all meetings of the Board of Visitors shall be given to every member of the Board at least 10 days in advance of each meeting, except for a special meeting or an emergency meeting, as defined by statute, in which case notice reasonable under the circumstance shall be provided. Public notice of all meetings, as that term is defined by Virginia Code § 2.2-3701, of the Board of Visitors shall be provided in accordance with Virginia Code § 2.2-3707(C) or (D), as applicable.

4. Six members of the Board shall constitute a quorum and must be present and voting in order to conduct the business of the Institute.

5. The Secretary to the Board, in consultation with the President, shall prepare an agenda for each regular meeting. A draft agenda shall be circulated in advance and any member may, upon receipt of said draft, propose to the President items for consideration by the Board in addition to those included on the draft. The President shall, in his or her discretion, determine whether or not to add such items to the final agenda. The agenda may be amended once a meeting is commenced by a vote of a majority of the members of the Board present.

6. Discussion and action on any topics not specifically exempted pursuant to Virginia Code § 2.2-3711 shall be held in open meeting. Any official action taken in a closed meeting shall be approved in an open meeting before such action has any force or effect, in accordance with Virginia Code § 2.2-3711(B).

7. The Board shall notify and invite the Attorney General's appointee or representative to all meetings of the Board, the Executive Committee, and other Board committees.

8. The Secretary to the Board or designee, in consultation with the President, shall prepare written minutes of all open meetings, in accordance with the requirements of Virginia Code § 2.2-3707. Draft minutes of meetings shall be posted on the VMI website and on the Commonwealth Calendar, in accordance with the requirements of Virginia Code § 2.2-3707.1.

*9. Pursuant to Virginia Code § 2.2-3708.3(B), individual Board members may participate in meetings by electronic means if in advance of a meeting, a Board member notifies the President or committee chair that:

- a. The member has a temporary or permanent disability or other medical condition that prevents the member's physical attendance; or
- b. A medical condition of a member of the member's family requires the member to provide care that prevents the member's physical attendance; or
- c. The member's principal residence is more than 60 miles from the meeting location identified in the required notice for such meeting; or
- d. The member is unable to attend the meeting due to a personal matter and identifies with specificity the nature of the personal matter.

In accordance with Virginia Code § 2.2-3708.3 (D), the following policy will apply to requests pursuant to this paragraph:

- a. Remote participation will be allowed pursuant to the circumstances outlined in Virginia Code § 2.2-3708.3 (B) (1-4);
- b. All requests must be in writing and sent by mail, fax, or email to both the Board President and the committee chair when applicable, with a copy to the Secretary of the Board, who is to create an appropriate record of such requests.
- c. A request must specify the reason the member cannot be physically present at a meeting, except that specific details of a medical condition are not required;
- d. All requests must be followed by a phone call to the Secretary of the Board advising that the written request is forthcoming to ensure that the request is received;

e. The President or committee chair will consider the request and inform the individual Board member whether the request is denied or approved;

f. If a member participates electronically, the reason the member is unable to attend the meeting and a general description of the remote location from which the member participates will be recorded in the meeting minutes; however, the remote location need not be open to the public; and

g. The member may not use remote participation due to personal matters more than two meetings per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater.

*10. Pursuant to Virginia Code § 2.2-3708.3 (C) the Board may hold all-virtual public meetings, provided that:

a. An indication of whether the meeting will be an in-person or all-virtual public meeting is included in the required meeting notice along with a statement notifying the public that the method by which the Board chooses to meet shall not be changed unless the Board provides a new meeting notice in accordance with the provisions of § 2.2-3707;

b. Public access to the all-virtual public meeting is provided via electronic communication means;

c. The electronic communication means used allows the public to hear all members of the Board participating in the all-virtual public meeting and, when audio-visual technology is available, to see the members of the Board as well;

d. A phone number or other live contact information is provided to alert the Board if the audio or video transmission of the meeting provided by the Board fails, the Board monitors such designated means of communication during the meeting, and the Board takes a recess until public access is restored if the transmission fails for the public;

e. A copy of the proposed agenda and all agenda packets and, unless exempt, all materials furnished to members of the Board for a meeting is made available to the public in electronic format at the same time that such materials are provided to members of the Board;

f. The public is afforded the opportunity to comment through electronic means, including by way of written comments, at those public meetings when public comment is customarily received;

g. No more than two members of the Board are together in any one remote location unless that remote location is open to the public to physically access it; and

h. If a closed session is held during an all-virtual public meeting, transmission of the meeting to the public resumes before the Board votes to certify the closed meeting as required by subsection D of § 2.2-3712.

In accordance with Virginia Code § 2.2-3708.3 (D), the following policy will apply to all-virtual meetings held by the Board:

- a. All-virtual meetings of the Board and subcommittees may be held at the direction of the President;
- b. The Board may not convene an all-virtual public meeting (i) more than two times per calendar year or 25 percent of the meetings held per calendar year rounded up to the next whole number, whichever is greater, or (ii) consecutively with another all-virtual public meeting; and
- c. Minutes of all-virtual public meetings held by electronic communication means will be taken as required by § 2.2-3707 and include the fact that the meeting was held by electronic communication means and the type of electronic communication means by which the meeting was held.

*11. Pursuant to Virginia Code § 2.2-3708.2, the Board may meet by electronic communication means without a quorum physically assembled at one location when the Governor has declared a state of emergency in accordance with § 44-146.17, provided that (i) the catastrophic nature of the declared emergency makes it impracticable or unsafe to assemble a quorum in a single location and (ii) the purpose of the meeting is to discuss or transact the business statutorily required or necessary to continue the operations of the Institute and the discharge of its lawful purposes, duties, and responsibilities. In accordance with this section the Board shall:

1. Give public notice using the best available method given the nature of the emergency, which notice shall be given contemporaneously with the notice provided to members of the Board conducting the meeting;
2. Make arrangements for public access to such meeting through electronic communication means, including videoconferencing if already used by the Board;
3. Provide the public with the opportunity to comment at those meetings of the Board when public comment is customarily received; and
4. Otherwise comply with the provisions of Chapter 37 of the Code of Virginia .

The nature of the emergency, the fact that the meeting was held by electronic communication means, and the type of electronic communication means by which the meeting was held shall be stated in the minutes.

The provisions of this section shall be applicable only for the duration of the emergency declared pursuant to § 44-146.17 or 44-146.21.

††12. Prior to the approval of any increase in undergraduate tuition or mandatory fees, the Board shall provide students and the public a projected range of the planned increase, an explanation of the need for the increase, and notice of the date and location of any vote on such increase at least 30 days prior to such vote. Additionally, prior to any vote on an increase in undergraduate tuition or mandatory fees, the Board shall permit public comment on the proposed increase at the Board meeting, in accordance with Virginia Code. § 23.1-307. Public comment will be limited to 3-minutes per individual. ††

Section 5 - Officers and Their Election

1. The Board shall elect annually, from among its members, a President and three Vice Presidents.

a. The President shall preside over all meetings of the Board and fix the order of business and direct the proper preservation of a record of the Board's proceedings by the Secretary. With the concurrence of the Board, he shall act as its spokesperson or representative and perform such additional duties as may be imposed on the office by statute, by these By-laws or by the direction of the Board.

b. The Vice Presidents shall assist the President in performance of his or her duties as the President directs from time to time. If the President must be absent from any meeting, the Board shall appoint one of the Vice Presidents to preside in his or her place, pro tempore.

2. The Board's officers shall be elected at the Board's Annual Meeting.

3. In the absence of the Secretary to the Board at any meeting, the Board may appoint a Secretary Pro Tempore.

4. Vacancies in any office shall be filled by the Board for the unexpired term.

Section 6 - Committees:

As soon as practicable after his or her election, the President shall appoint members of the Board to serve on the standing committees described below. The President may also appoint non-Board members to serve on committees of the Board in a non-voting advisory capacity, at his or her discretion.

Each Committee shall have the responsibilities delegated below and any other responsibilities as may be assigned by the President of the Board. From among the members appointed to each committee, the President shall designate a chairman and vice-chairman where needed.

1. Audit, Finance, and Planning: The Audit, Finance, and Planning Committee is responsible for oversight of all matters relating to the Institute's financial affairs, business operations, *risk management*, and the audits thereof. The Committee shall review and present for approval by the Board the annual budget, tuition rates, student fees, and other student charges. The Committee shall also review the performance of the investments controlled by the Board of Visitors, the management of buildings and grounds, and proposals for the purchase and sale of real estate. *This committee is responsible for oversight of all matters relating to health, safety and security, and emergency management.* This committee, in coordination with the Superintendent, is responsible for the long-range +annual and capital planning of the Institute,

including an ongoing strategic planning process. This committee is also responsible for oversight of information technology development and infrastructure *and cybersecurity for the Institute*.

2. Academic Affairs: The Academic Affairs Committee is responsible for oversight of all matters relating to academic programs, course offerings, faculty employment and compensation, and issues related to cadet enrollment, including admissions standards. The Committee in coordination with the Superintendent, shall also oversee the Library and review proposed major gifts to the Library. In addition, the Committee will be responsible for reviewing student performance, the Jackson-Hope Program, undergraduate research programs, international programs, career services, speaker programs, the registrar, and accreditation.

3. Cadet/Military Affairs: The Cadet/Military Affairs Committee is responsible for oversight of all cadet activities, military affairs, barracks operations, the Rat Line, the regimental system, the class system, the ROTC program, the commissioning of cadets, Intramural Sports, and Club Sports.

4. Athletics: The Athletics Committee is responsible for oversight of all matters relating to the Institute's intercollegiate athletics, including conference affiliation and compliance with NCAA rules and regulations. The Committee shall interface with the Keydet Club on financial support for scholarships and athletic department operations.

5. External Relations: The External Relations Committee is responsible for oversight of all governmental relations programs, strategic communications and marketing, and the VMI Museum system. The Committee also is responsible for recommending to the Board from time to time individuals to be awarded the New Market Medal, the Jonathan Daniels Humanitarian Award, and the Harry F. Byrd, Jr. Public Service Award as well as those who merit recognition by resolution of the Board of Visitors.

6. Appeals: The Appeals Committee is responsible for oversight of policies and practices of the Honor Court and shall meet as required in order to review, hear, and take final action on appeals from the Superintendent's decision to dismiss a cadet for violation of the Institute's Honor Code. The Committee shall adopt its own procedures for consideration of such appeals. During the appeal process, the Institute shall be represented by one of the Honor Court's Prosecutors and by the Superintendent's representative to the Honor Court. The Committee shall be advised by the Attorney General's appointee or representative.

7. Nominating and Governance: The Nominating and Governance Committee shall present nominations for President, Vice Presidents (3), and Secretary to the Board *typically* at the annual meeting of the Board. The Committee shall review the committee structure of the Board and other governance issues and submit any recommendations to the Executive Committee. The Committee shall periodically review these By-laws and recommend amendments to the Executive Committee. In addition, the Committee shall consult with, provide information to, and, in any other way identified as useful, assist the Alumni Association in support of the recommendation of highly qualified individuals for appointment to the Board of Visitors.

8. ****Inclusive Excellence:** The Inclusive Excellence Committee** is responsible for the oversight of all matters relating to the Institute's excellence in diversity across all programs and departments. This Committee shall consist of Board of Visitors members, and may also include ex-officio non-voting member representatives from the VMI faculty, staff, Corps of Cadets, Alumni, staff from the Alumni Agencies, and others, as the Board President deems appropriate. In exercising its oversight and providing recommendations to the full Board for approval, the Committee shall consider, among other things, VMI's mission and method of education and VMI's mission of producing citizen-soldiers imbued with honor, civility, and respect and shall ensure that all VMI policies properly reflect the Institute's commitment to diversity, equity, inclusion, and belonging. The Committee shall review the Institute's inclusivity performance and commonality of purpose, and compliance with the Institute's statement on equity and maintenance of a welcoming and affirming environment; and the timely review of reports on gender and ethnicity data related to recruitment, admissions, and composition of the Corps of Cadets, faculty, and staff.

9. **Executive:** †The Executive Committee shall be comprised of the President, three Vice Presidents, and one non-alumnus/alumna at large of the Board and shall be appointed by the Board at each Annual Meeting.‡ The Executive Committee shall have the power and authority to act upon any business of the Board on behalf of the full Board, as may become necessary between meetings of the Board. Any three members of the Executive Committee, one of whom shall be the President, shall constitute a quorum for the purpose of conducting the Committee's business. Any decision or action of the Executive Committee requiring ratification shall be reported to the full Board at its next regular meeting.

In addition, the Executive Committee shall:

- a. Organize the working processes of the Board;
- b. Recommend best practices for Board governance;
- c. Develop, periodically review, and recommend to the Board a statement of governance setting out the Board's role;
- d. Periodically review the board's By-laws and propose amendments, with recommendation from the Nominations and Governance Committee;
- e. Provide advice to the Board on committee structure, appointments, and meetings, with recommendation from the Nominations and Governance Committee;
- f. Develop an orientation and continuing education process for visitors that includes training on the Virginia Freedom of Information Act;
- g. Monitor, oversee, and review compliance with the VMI Code of Ethics that is applicable to visitors and all other members of the VMI community;
- h. Develop a set of qualifications and competencies for membership on the Board for approval by the Board and recommendation to the Governor.

10. Each standing committee shall meet at the call of its chairman, the President, or the Superintendent, and shall consider such matters as may be referred to it by these officers or by members of the committee. Each committee, by its chairman, shall report to the full Board, at

each regular meeting, all matters considered and recommendations for Board action developed since the last meeting of the Board.

11. The President may appoint ad hoc committees as deemed necessary. Such committees shall be created for limited purposes and exist for a finite period of time. The President shall define both the purpose and duration of any such committee upon its appointment. The President will appoint one member of the Board each year who will serve on both the Audit, Finance, and Planning and Athletic Committees. This member will attend, either in person or electronically, at least one of the semi-annual meetings of the NCAA Academic Progress Rate and Academic Improvement Plan Committee chaired by the Deputy Superintendent for Finance, Administration, and Support. The President may also appoint a member of the Board to serve as an ex-officio member of any Campaign Executive Committee that is established for capital funding campaigns conducted on behalf of the Institute.

12. The President is an ex-officio member of all standing and ad hoc committees.

Section 7 – Removal of Board Members

1. Board members are expected to maintain high standards of personal and professional behavior in accordance with General Order 46, Code of Ethics, as well as state legal requirements. These standards are absolute and failure to abide by them can result in the removal of a Board member.

2. In accordance with †§2.2-108 of the Code of Virginia, the Governor may remove a Board member for malfeasance, misfeasance, incompetence, or gross neglect of duty and fill the vacancy. In such cases the Governor will set forth in a written public statement the reasons for the removal.

3. In accordance with †§23.1-1300(E) of the Code of Virginia, any member who fails to attend meetings of the Board for one year or who fails to attend within the first two years of membership on the Board the mandatory educational program for governing boards detailed in †§23.1-1304 of the Code of Virginia without sufficient cause shall be removed.

4. In any case in which the above grounds for removal appear to be present, the President shall inform the member in writing and provide a reasonable opportunity for the Board member to respond and to provide cause for absences. Such notice and response may then be transmitted to the remaining Board members for action. A majority vote of the remaining Board members that the stated cause is not sufficient is required for removal. Upon such a vote, the Board's action will be certified, recorded in the minutes for the meeting at which the vote is taken, and transmitted to the Governor. †Following such actions, the office of such member shall be vacated.

Article II

Section 1 - The Superintendent

1. The Institute shall be managed by the Board through a Superintendent, appointed as provided by Article I, Section 3, paragraph 3 of these By-laws, who shall be responsible to the Board for the day-to-day operation of the Institute. The Superintendent of the Institute shall be the chief executive officer of the Institute, responsible and reporting to the Board in all respects.

2. The Superintendent shall:

a. attend all meetings of the Board and shall have notice of and the privilege of attending all meetings of its committees;

b. be responsible for the operation of the Institute in conformity with the purposes and policies determined by the Board, including management of the faculty and staff in such a way as to facilitate the accomplishment of the goals and priorities of the Institute;

c. act as advisor to the Board and recommend for its consideration those policies and programs, which in the Superintendent's opinion will best promote the interests of the Institute;

d. recommend to the Board long-range educational goals and programs and the new degrees which may be best suited to attain those goals and programs;

e. recommend to the Board the organization, hiring, compensation, promotion, sabbatical leaves, and termination of faculty;

f. have primary responsibility for the establishment and maintenance of proper relationships with the alumni of the Institute;

g. support the Board's efforts to promote the Institute and develop external support for its program, including participation in fundraising and governmental relations efforts;

h. at all times maintain cordial relationships with cadets while serving as the senior officer and ultimate authority with regard to cadet affairs, review and approve Honor Court prosecutions, and act on recommendations of dismissal for Honor and disciplinary offenses;

i. with the Audit, Finance, and Planning Committee of the Board, submit to the Board at the May meeting each year an annual budget for the operation of the Institute for the following fiscal year, and prepare and submit to the Governor, after approval by the Board, a biennial budget request as required by law and regulation;

j. account to the Board for the allocation and application of resources to support the mission and priorities of the Institute;

k. present the annual financial statements of the Institute to the Board of Visitors, the Secretary of Education, and to the Auditor of Public Accounts as required by statute, and to give the Board an update of Institute matters at each meeting of the Board;

l. be responsible for the Institute's academic, athletic, and military programs, including maintaining compliance with the regulations, rules, and standards of external organizations that accredit those programs; and

m. perform such other duties as may be assigned by the Board.

Section 2 - Secretary to the Board

1. At its annual meeting each year, the Board, in consultation with the Superintendent, shall appoint a member of the Superintendent's staff to serve as Secretary to the Board.

2. The Secretary to the Board, at the direction of the President and under supervision of the Superintendent, shall be responsible for providing notice and preparing minutes of all meetings of the Board. The Secretary shall make all necessary plans and arrangements for meetings and, generally, facilitate communication with and provision of information to the members of the Board. The Secretary also is responsible for ensuring that the Board complies with any and all statutory reporting requirements as may from time-to-time be established.

Section 3 - Other Officers and Employees

The Superintendent shall employ such other administrators, faculty, and staff as he or she, in consultation with the Board, shall determine are necessary to accomplish the mission of the Institute.

Article III

Section 1 - The Board of Visitors Manual

1. The Secretary to the Board of Visitors shall compile and maintain the Manual of the Board of Visitors of the Virginia Military Institute. A complete copy of the current Manual shall be made available by the Secretary to each member of the Board immediately following his or her appointment. The Secretary shall ensure that the information contained in the Manual is kept current and, to the extent that documents contained therein are amended or otherwise changed, provide current versions of those documents to each Board member.

2. The Manual shall include the following materials and documents:

a. The Institute's enabling legislation;

- b. The general statutory provisions applicable to Boards of Visitors, including the Virginia Freedom of Information Act and the Virginia State and Local Government Conflict of Interests Act;
- c. The By-laws of the Board of Visitors of the Virginia Military Institute;
- d. The Institute's Mission Statement;
- e. The Institute's current Strategic Plan and Annual Operating Budget;
- f. The Virginia Military Institute Code of Ethics; and
- g. The Statement of Governance of the Board of Visitors of the Virginia Military Institute.

3. The contents of the Board's Manual shall not be limited or reduced except by express direction of the Board. In addition to the Board Manual, the Secretary shall compile and maintain a collection of other documents and make them available for Board reference, including:

- a. The employment contracts of the Superintendent, the Deputy Superintendent for Finance, Administration, and Support, the Dean, the Commandant, and the Athletic Director;
- b. The Blue Book; and
- c. Other materials and documents, in addition to the foregoing, at the discretion and direction of the President of the Board.

This collection shall be referenced in the Board of Visitors Manual by a list of what is available and where it can be found. It shall be maintained in such a way and at such a location as to be available to any Board member for his or her convenient use.

Section 2 - Ratification

Actions taken by the Board in a manner contrary to the requirements of these By-laws are of no legal effect except that such action may be ratified by a vote of the Board and, thereby, made effective. Such ratification shall reach back in time and render the action effective as of the date originally taken, unless a different effective date is specified by the ratification or required by law.

Section 3 - Amendments

- 1. These By-laws are subject, at all times, to acts of the General Assembly and, where inconsistent with any provision of law, are superseded thereby.
- 2. The Board may amend these By-laws, at any regular meeting of the Board, by an

affirmative vote of a majority of the Board's members, as long as the proposed amendment was mailed to each member of the Board post-marked ten (10) days in advance of the meeting at which it will be voted upon.

Section 4 - Adoption, Effective Date

These By-laws are hereby adopted and made effective as of 28 January 2023.

VIRGINIA MILITARY INSTITUTE STATEMENT OF GOVERNANCE

In accordance with Virginia Code § 23.1-1306 and upon recommendation of the Executive Committee, the Board of Visitors of the Virginia Military Institute adopted on September 21, 2022, the following statement setting out the Board's role in the governance of the Institute:

1. The Board shall define the mission of the Virginia Military Institute, as a public institution of higher education in the Commonwealth, and oversee the development, revision, and implementation of a strategic plan for the accomplishment of that mission.
2. The Board is responsible for oversight of the Institute's budget development process. It shall ensure that the Institute's mission and the priorities established by its strategic plan are reflected in the intentional allocation and reallocation of resources from year-to-year. †The Board shall fix the rates charged to cadets for tuition, mandatory fees, and other necessary charges. The Board must review and approve any request for funds to be made to the Governor or to the General Assembly. The Board shall also oversee the actual application of resources and ensure the cost-effective operation of the Institute.
3. The Board shall appoint a Superintendent, whose duties are described by Article II, Section 1 of these By-laws, and ensure that the Superintendent complies with all Board and statutory directives. It shall define its expectations and set goals for the Superintendent and annually review the Superintendent's performance with reference to those expectations and goals. The Board shall annually deliver, in closed session, its evaluation of the Superintendent's performance. Any change to the Superintendent's employment contract during any such meeting or any other meeting of the Board shall be made only by a vote of a majority of the Board's members.
4. The Board is ultimately responsible for the academic quality and integrity of the Institute. It shall determine what academic courses and programs will be offered, establish rules and regulations for the employment of faculty, and appoint them and fix their salaries. Faculty can be removed only for good cause and with the concurrence of a majority of the Board. Upon the removal of a faculty member, the fact of, and reasons for, such removal shall be reported to the Governor.
5. The Board may accept and expend gifts to the Institute. It is the Board's responsibility to ensure that all private gifts for the benefit of the Institute, both restricted and unrestricted, are applied in support of the mission and in a manner consistent with the priorities of the Institute. The Board shall ensure that any private organization permitted to operate in the name or for the benefit of the Institute provides regular and detailed reporting of expenditures and activities undertaken on its behalf.
6. The Board shall determine and define the requirements for admission to the Institute and establish rules and regulations for the acceptance of students, including the appropriate size of the Corps of Cadets, the nature and duration of their service, and the core curriculum requirements. With the concurrence of the Governor, the Superintendent, and the

faculty, the Board shall confer degrees. The Board may adopt regulations for the management of the Institute and for the conduct of cadets.

7. The Board, with the approval of the Governor and as provided by statute, may lease, sell or otherwise convey whatever interest in real property the Institute may have, and may acquire interests in real property by purchase, will or deed of gift.

8. The Board may authorize the Superintendent or his designee to execute any instrument in the name and on behalf of the Virginia Military Institute. The Secretary to the Board shall have authority to affix the seal of the corporation to any such instrument.

9. The Board of Visitors of the Virginia Military Institute is a working Board and its members are expected to attend all meetings and to participate in the activities of the Board.

10. The Board shall submit to the General Assembly and the Governor an annual executive summary of its interim activity and work no later than the first day of each regular session of the General Assembly. The executive summary shall be submitted as provided in the procedures of the Division of Legislative Automated Systems for the processing of legislative documents and reports for publication on the General Assembly's website.

11. The Board shall remain transparent in its actions and shall operate openly, to the extent required by law.

12. The Board shall comply with the requirements of the Virginia Freedom of Information Act, Virginia Code § 2.2-3700, et seq., in the conduct of all meetings, as such term is defined by statute.

13. The Board has such additional powers and duties as provided by statute and as the General Assembly may see fit to amend such statutes, or otherwise act, from time to time.

14. The Board shall conduct a self-evaluation biennially that evaluates its committee structure, processes and procedures, and performance.

VIRGINIA MILITARY INSTITUTE
Lexington, Virginia

GENERAL ORDER)
NUMBER 46)

14 August 2020

CODE OF ETHICS

A. Statement of Ethical Values

Members of the Virginia Military Institute community are committed to the highest ethical standards in furtherance of our mission. Our policies and procedures provide guidance for application of the ethical values stated below in our daily lives and work as members of this community.

We are committed to:

Honor:

We will support the Cadet Honor System.

Integrity:

We will conduct ourselves with integrity in our dealings with and on behalf of the Institute.

Accountability:

We will be accountable as individuals and as members of this community for our ethical conduct and for compliance with applicable laws and Institute policies and procedures.

Respect:

We will respect the rights and dignity of others.

B. Standards of Ethical Conduct

Purpose:

Pursuit of the VMI mission requires a commitment to ethical conduct in all Institute activities. In that spirit, the *Standards of Ethical Conduct* is a statement of our belief in ethical, legal, and professional behavior in all of our dealings inside and outside the Institute.

Applicability:

The *Standards of Ethical Conduct* apply to all members of the VMI community, including the Board of Visitors, administrators, faculty, and other academic personnel, staff, cadets, volunteers, contractors, agents, and others associated with the Institute.

Standards:

1. Fair Dealing

Members of the VMI community are expected to conduct themselves ethically, honestly, and with integrity in all dealings. This means principles of fairness, good faith, and respect

consistent with laws, regulations, and Institute policies that govern our conduct with others both inside and outside the community. Each situation should be examined in accordance with the *Standards of Ethical Conduct*. No unlawful practice or a practice at odds with these standards can be justified on the basis of customary practice, expediency, or achieving a "higher" purpose.

2. Individual Responsibility and Accountability

Members of the VMI community are expected to exercise responsibility appropriate to their position and delegated authorities. They are responsible to each other, the Institute, and the Institute's stakeholders both for their actions and their decisions not to act. Each individual is expected to conduct the business of VMI in accordance with the *Standards of Ethical Conduct*, exercising sound judgment and serving the best interests of VMI and the community.

3. Respect for Others

VMI is committed to the principle of treating each community member with respect and dignity. VMI prohibits discrimination and harassment and provides equal opportunities for all community members. The Institute is committed to creating a safe and drug free workplace. The VMI Equity Committee serves as a barometer to monitor issues that affect this standard. The Equity Committee meets regularly to provide a forum in which to address any equity-related issue or concern that is submitted for review, and to recommend a resolution to the Superintendent.

4. Compliance with Applicable Laws and Regulations

Institutions of higher education are subject to many of the same laws and regulations as other enterprises, as well as those particular to public entities. There are also additional requirements unique to higher education. Members of the VMI community are expected to become familiar with the laws and regulations bearing on their areas of responsibility. Many but not all legal requirements are embodied in Institute policies. VMI business is to be conducted in conformance with legal requirements, including contractual commitments undertaken by individuals authorized to bind the Institute to such commitments.

5. Compliance with Applicable Institute Policies, Procedures, and Other Forms of Guidance

VMI policies and procedures are designed to inform our everyday responsibilities, to set minimum standards, and to give VMI community members notice of expectations. Members of the VMI community are expected to transact all Institute business in conformance with policies and procedures, and accordingly have an obligation to become familiar with those that bear on their areas of responsibility. Each member is expected to seek clarification on a policy or other VMI directive he or she finds to be unclear, outdated, or at odds with VMI objectives. It is not acceptable to ignore or disobey policies if one is not in agreement with them, or to avoid compliance by deliberately seeking loopholes. In some cases, VMI employees are also governed by ethical codes or standards of their professions, professional certifications, and/or disciplines. It is expected that those employees will comply with applicable professional standards in addition to laws and regulations.

6. Conflicts of Interest

Employee members of the VMI community are expected to devote primary professional allegiance to the Institute. Outside employment must not interfere with VMI duties. Outside

professional activities, personal financial interests, or acceptance of benefits from third parties can create actual or perceived conflicts between VMI's mission and the private interests of an employee or member of the Board of Visitors, as fully detailed in the State and Local Government Conflict of Interests Act, Virginia Code Section 2.2-3100, *et. seq.* VMI community members who have certain professional or financial interests are expected to disclose them in compliance with the State and Local Government Conflict of Interests Act. In all matters, community members are expected to take appropriate steps, including consultation if issues are unclear, to avoid both conflicts of interest and the appearance of such conflicts.

7. Ethical Conduct of Research

All members of the VMI community engaged in research are expected to conduct their research with integrity and intellectual honesty at all times. Members of the VMI community engaged in research are not to: fabricate data or results; change or knowingly omit data or results to misrepresent results in the research record; or intentionally misappropriate the ideas, writings, research, or findings of others. All those engaged in research are expected to pursue the advancement of knowledge while meeting the highest standards of honesty, accuracy, and objectivity. They are also expected to demonstrate accountability for sponsors' funds and to comply with specific terms and conditions of contracts and grants (as well as state and/or federal regulations as applicable).

8. Records: Confidentiality/Privacy and Access

VMI is the custodian of many types of information, including that which is confidential, proprietary, and private. Individuals who have access to such information are expected to be familiar and to comply with applicable laws, VMI policies, procedures, and agreements pertaining to access, use, protection, and disclosure of such information. Corresponding required trainings are to be taken diligently and timely. Computer security and privacy are also subject to law and VMI policy. The public right to information access and the individual's right to privacy are both governed by state and federal law, as well as by VMI policies and procedures. The legal provisions and the policies are based upon the principle that access to information concerning the conduct of the people's business is a fundamental and necessary right of every person, as is the right of individuals to privacy. Members of the VMI community will be mindful of the obligations imposed under the Virginia Freedom of Information Act, Virginia Code Section 2.2-3700, *et. seq.*

9. Internal Controls

Internal controls are the processes employed to help ensure that the Institute's business is carried out in accordance with these *Standards*, VMI policies and procedures, applicable laws and regulations, and sound business practices. They help promote efficient operations, accurate financial reporting, protection of assets, and responsible fiscal management. All members of the VMI community are responsible for internal control improvement and execution. Each business unit or department head is specifically responsible for ensuring that internal controls are established, properly documented, and maintained for activities within their jurisdiction. Any individual entrusted with public funds is responsible for ensuring that adequate internal controls exist over the use and accountability of such funds.

10. Use of Institute Resources

VMI resources may only be used for activities on behalf of the Institute. They may not be used for private gain or personal purposes except in limited circumstances permitted by existing policy where incidental personal use does not conflict with and is reasonable in relation to VMI duties. Members of the VMI community are expected to treat VMI property with care and to adhere to laws, policies, and procedures for the acquisition, use, maintenance, record keeping, and disposal of VMI property. For purposes of applying this policy, *VMI resources* is defined to include but not be limited to the following:

- Cash and other assets whether tangible (e.g. computer equipment, departmental inventory, vehicles) or intangible (e.g. patents, trademarks, copyrights);
- Receivables and other rights or claims against third parties;
- Intellectual property rights;
- Effort of VMI personnel and of any non-VMI entity billing the Institute for effort;
- Facilities and the rights to use of Institute facilities;
- The Institute's name;
- Institute records, including cadet records; and
- VMI information technology infrastructure.

11. Financial Reporting

All VMI accounting and financial records, tax reports, expense reports, time sheets, and other documents must be accurate, clear, and complete. All published financial reports will make full, fair, accurate, timely, and understandable disclosures as required under generally accepted accounting principles for government entities, bond covenant agreements, and other requirements. Certain individuals with responsibility for the preparation of financial statements and disclosures, or elements thereof, may be required to make certifications in support of the *Standards*.

12. Reporting Violations and Protection from Retaliation

Members of the VMI community are strongly encouraged to report all known or suspected improper activities. Managers and persons in supervisory roles are required to report allegations presented to them and to report suspected activities that come to their attention in the ordinary course of performing their supervisory duties. Reporting parties, including managers and supervisors, will be protected from retaliation for making such a report.

Following is a list of the principal policies and reference materials available in support of these standards:

Institute Regulations

The Administrative and Professional Faculty Handbook

The Faculty Handbook

Classified Employee Handbook

Superintendent's Statement on Equity

Institute Discrimination, Harassment, Sexual Misconduct, and Retaliation Policy

VMI FERPA Policy

VMI Accounting Policies & Procedures

Information Technology use and accessibility policies

Virginia Freedom of Information Act, Virginia Code Sec. 2.2-3700 et. seq.
Virginia Local Government Conflict of Interests Act, Virginia Code Sec. 2.2-3100 et. seq.

NOTES –

This Code of Ethics was adapted from and used with permission of the University of California.
The VMI Code of Ethics was approved by the Board of Visitors in September 2013.

FOR THE SUPERINTENDENT:

James P. Inman
Colonel, US Army (Ret)
Chief of Staff

DIST: E, Cadets

OPR: CoS

ANNEX A – Glossary of Terms

ANNEX A

Glossary and Related Terms

Adapted from and used with permission of the Ethics Resource Center, 1747 Pennsylvania Avenue NW, Suite 400, Washington, DC, 20006 (www.ethics.org) October 2006

Accountable	Taking responsibility for one's actions
Bribe	Something that is given or offered to a person or organization to encourage that person/organization to take an action of benefit to the giver
Code of Conduct or Code of Ethics	A central guide and reference for users in support of day-to-day decision making. It is meant to clarify an organization's mission, values, and principles, linking them with standards of professional conduct. As a reference, it can be used to locate relevant documents, services, and other resources related to ethics within the organization.
Code of Conduct	A listing of required behaviors that if violated might result in disciplinary action. In practice, used interchangeably with Code of Ethics.
Code of Ethics	<p>A document that conveys organizational values, a commitment to standards, and a set of ideals. In practice, used interchangeably with Code of Conduct.</p> <p>In Section 406(c), the Sarbanes-Oxley Act defines "code of ethics" as such standards as are reasonably necessary to promote (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the issuer; and (3) compliance with applicable governmental rules and regulations.</p>
Compliance	Conforming or adapting one's actions to rules.
Conflict of Interest	A conflict between the private interests and the official responsibilities of a person in a position of trust (Merriam-Webster Dictionary)
Conflict of Time	A situation in which an employee does not devote the amount of time to his or her job as is required by the job duties.
Ethical Dilemmas	Situations that require ethical judgment calls. Often, there is more than one right answer and no win-win solution in which we get everything we want.

<p>Ethics</p>	<p>1. The decisions, choices, and actions (behaviors) we make that reflect and enact our values.</p> <p>2. The study of what we understand to be good and right behavior and how people make those judgments. (From "What is the Difference Between Ethics, Morals and Values?," Frank Navran)</p> <p>3. A set of standards of conduct that guide decisions and actions based on duties derived from core values. (From "The Ethics of Non-profit Management," Stephen D. Potts)</p>
<p>Ethical Decision-making</p>	<p>Altruistic considerations: What impact will this action or decision have on others or my relationship with them?</p> <p>Idealistic considerations: What is the right thing to do - as defined by the values and principles, which apply to this situation?</p> <p>Individualistic considerations: What will happen to me as a consequence of this action or decision?</p> <p>Pragmatic considerations: What are the business consequences of this action or decision?</p>
<p>Fraud</p>	<p>To intentionally lie or cheat to get something to which you aren't entitled.</p>
<p>Governance</p>	<p>The act, process or power of exercising authority or control in an organizational setting.</p>
<p>Gray Areas</p>	<p>Situations in which it is not clear to an individual how to respond to an ethical dilemma. Sometimes, the individual may not be familiar with a guideline, or the guidelines may be vague and subject to interpretation. Guidelines are often written to provide managers with as much latitude as appropriate, and this may create gray areas.</p>
<p>Independence</p>	<p>In the most general usage, freedom to act without control or influence from others, to be free to make decisions and act without external constraint. In the business world, independence has come to have a specialized meaning. It is most commonly understood to mean freedom from conflicting interests - the specialized case of having the ability to make a decision or act in ways that are free from conflict between one's personal interests and the interests of the party on whose behalf we are making the decision. (From "No Virginia, There Is No Such Thing as Independence," Frank Navran)</p>
<p>Integrity</p>	<p>Making choices that are consistent with each other and with the stated and operative values one espouses. Striving for ethical congruence in one's decisions.</p>

Morals	Values that we attribute to a system of beliefs that help the individual define right versus wrong, good versus bad. These typically get their authority from something outside the individual -- a higher being or higher authority (e.g. government, society). Moral concepts, judgments, and practices may vary from one society to another.
Transparency	<p>1. Sharing information and acting in an open manner.</p> <p>2. A principle that allows those affected by administrative decisions, business transactions or charitable work to know not only the basic facts and figures but also the mechanisms and processes. It is the duty of civil servants, managers, and trustees to act visibly, predictably, and understandably. (From the Transparency International website.)</p>
Values	The core beliefs we hold regarding what is right and fair in terms of our actions and our interactions with others. Another way to characterize values is that they are what an individual believes to be of worth and importance to their life (valuable). (From "What is the Difference Between Ethics, Morals and Values?," Frank Navran)
Values-centered Code of Ethics	Offers a set of ethical ideals, such as integrity, trust-worthiness, and responsibility, which companies want employees to adopt in their work practices.
Whistleblower	A person or entity making a protected disclosure is commonly referred to as a whistleblower. Whistleblowers may be Institute employees (academic or staff), applicants for employment, students, patients, vendors, contractors or the general public. The whistleblower's role is as a reporting party. They are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.

**2024 BOV Member Nominations
Key Dates and Activities**

Organization

The VMI Board of Visitors (BOV) is organized in accordance with Virginia Code §23.1-2501 comprising 17 members wherein the Governor appoints 16 members to the BOV according to prescribed membership composition including 12 alumni (8 residents; 4 nonresidents) and 4 non-alumni residents. The Adjutant General is a non-voting member of the BOV.

The alumni association of the Institute may submit to the Governor a list of not more than three nominees for each vacancy on the board, whether the vacancy occurs by expiration of a term or otherwise. The Governor may appoint a member from the list of nominees.

The VMI Alumni Association, in coordination with the Board of Visitors and the Superintendent submit recommendations to the Governor through the Secretary of the Commonwealth.

Terms Expiring and Re-Appointment Eligibility Summary effective 30 June 2024

Terms Expire for the following members of the VMI Board of Visitors:

Mr. Scot Marsh '81	In-state Alumnus
Lt. Gen. Charles Dominy (Ret)	Non Alumni

Terms eligible for reappointment to the VMI Board of Visitors:

Mr. Lester Johnson	In-state Alumnus
--------------------	------------------

Roles and Responsibilities

VMI Alumni Agencies

The VMI Alumni Agencies, through the VMI Alumni Association Nominating and Governance Committee develops in concert with the President of the Board of Visitors and the Superintendent a slate of individuals to be submitted to the Governor through the Secretary of the Commonwealth.

Secretary to the Board of Visitors

Coordinate the organization of meetings and briefings with the Superintendent, President of the Board of Visitors, and Alumni Agencies.

DS-FS/Government Relations Director

Coordinate and schedule meetings with the Governor and the Secretary of the Commonwealth.

DRAFT Key Dates and Timeline

For Discussion/Pre-Decisional

August 2023

- TBA SCHEV Orientation for new BOV Members
- 21 Aug Staff Kick Off Meeting and Review of Key Activities and Dates
(Wins, Clark, Wyatt, Hemenez, Moore)
- 24 Aug VMI BOV Orientation for the 2023 Board Member Appointments

September 2023

- ~1 Sep Mr. Watjen and MG Wins discuss Skills Assessment and Review Nomination Process
- 11-13 Sep BOV Meeting
- BOV Nominating Committee Meeting

October 2023

- 2 Oct VMI and Alumni Agencies Chairs of Nominating and Governance Committees
Discuss and review timeline of events
1. Review term dates of each BOV member
 2. Discuss needs analysis and identify any specific competency focus areas
 3. Review Key Dates and Timelines
 4. Attendees: Secretary to the Board of Visitors, Deputy Superintendent for Finance and Support, Director of Government Relations, COO Alumni Agencies, Nominating Committee Chairs
- 16 Oct Review and Discuss Competencies and Focus Areas with BOV President and Superintendent to be issued to the President of the VMI Alumni Association for nomination criteria (BOV President, Superintendent, Secretary to the BOV, Deputy Superintendent for Finance and Support, Government Relations Director,)
- Update BOV Matrix
- 19 Oct Conference Call to communicate nomination criteria with President of the VMI Alumni Association (Mr. Watjen, MG Wins, BG Clark, COL Parker, COL Wyatt, Mr. Anthony Moore '78, Mr. Matthew Hemenez '90)

November 2023

- Mid-Nov Schedule Office Call for Superintendent to meet with Secretary of the Commonwealth
- Communicate BOV assessment, gather governor's priorities*

December 2023

15 Dec Alumni Association provides preliminary slate of names for consideration and discussion.

January 2024

early Jan Superintendent Meets with Secretary of the Commonwealth to discuss BOV Nomination Process and VMI's initial review of needs/competency analysis, review of proposed slate of nominees

early Jan Superintendent meets with Governor to discuss nominations.

25-27 Jan BOV Meeting includes discussion of proposed submission of nominations

February 2024

1 Feb DRAFT Letter from Alumni Association delivered to the Superintendent

At Cross Over Superintendent meets with Governor and Secretary of the Commonwealth to discuss nominations (T)

15 Feb FINAL Submission of Nominations due to the Secretary of the Commonwealth

March 2024

April 2024

May 2024

2-4 May BOV Meeting

June 2024

July 2024

DATE Oath Administered by the Governor

August 2024

SCHEV Orientation for new BOV Members

VMI Orientation for new BOV Members



Virginia Military Institute
Lexington, Virginia