

VIRGINIA MILITARY INSTITUTE

LEXINGTON, VIRGINIA 24450-0304

DRAFT

Board of Visitors
Nominations and Governance Committee
January 26, 2024

A meeting of the VMI Board of Visitors Nominations and Governance Committee was held in Lexington, Va. on Jan. 26, 2024, pursuant to public notice.

Committee Members present:

Conrad Garcia, chair
Jamie Inman
Gussie Lord
Lester Johnson
Kate Todd

Others present:

Maj. Gen. Cedric Wins '85
Col. Bill Wyatt
Patrick O'Leary '90
Anthony Moore '78

Other Board of Visitors members present:

Tom Watjen '76

1. Conrad Garcia called the meeting to order at 4:05 p.m.
2. A motion was made by Kate Todd and seconded by Jamie Inman to approve the minutes of the September 12, 2023, meeting. The motion passed unanimously.
3. Anthony Moore, president of the VMI Alumni Association, provided the committee an update on the board nomination process. It was mentioned that Scot Marsh will be leaving the board after eight years. Lester Johnson and Kate Todd are eligible for reappointment. Gussie Lord pointed out she is also up for reappointment since she was appointed to fill the unexpired term of Grover Outland.

Moore also mentioned there will be five vacancies / reappointments in 2025 and encouraged the board to start looking at next year's positions. He hoped the board could provide input no later than January 2025.

4. The committee discussed the proposed bylaw changes. Conrad Garcia asked why it was necessary to add a section to the bylaws on conflicts of interest since board members are subject to the Code of Virginia's conflict of interest laws. Kate Todd echoed Garcia's question and wondered what the board was trying to achieve by proposing such language and whether the proposal is something with which board members would be able to or know how to comply. Gussie Lord suggested the proposed provision was not necessary if it just restates existing law. Jamie Inman was concerned with the power it provides to the



president rather than the whole board.

The sense of the committee was the committee should continue to refine the proposed bylaw changes at a future meeting.

5. The committee adjourned at 4:44 p.m.

