

VIRGINIA MILITARY INSTITUTE

LEXINGTON, VIRGINIA 24450-0304

Board of Visitors Meeting Minutes September 12 - 13, 2023

A meeting of the VMI Board of Visitors Executive Committee was held in Lexington, Virginia beginning on September 12, 2023, pursuant to public notice.

Board of Visitors members present:

Thomas R. Watjen '76, president

John Adams '96

Ernie Edgar '87

Hugh Fain '80

Conrad Garcia

Thomas Gottwald '83

James Inman '86

James Joustra '76

Gussie Lord '01

Scot Marsh '81

Terence McKnight '78

Meaghan Mobbs

Nancy Phillips

Damon Williams '90

Maj. Gen. James Ring '88

Tuesday, Sept. 12, 2023

1. Tom Watjen presided and called the meeting to order at 8:02 a.m. Also present were Maj. Gen. Cedric Wins '85, VMI superintendent, Patrick O'Leary '90, VMI legal counsel and Senior Assistant Attorney General. Col. Bill Wyatt, director of Communications and Marketing, recorded the minutes.
2. Watjen welcomed everyone and recognized the new members of the Board of Visitors: Jamie Inman, Jim Joustra, Terry McKnight, Nancy Phillips, and Maj. Gen. Jim Ring. Watjen acknowledged the death of Lt. Gen. (ret.) Charles Dominy, who at the time of his death, was a member of the Board of Visitors. Watjen expressed his sympathies to board member Ernie Edgar, Dominy's son-in-law.

Jim Joustra spoke about the new board member orientation held in Richmond in August. He said issues emphasized during the orientation included budget management, free speech, diversity and inclusion, Supreme Court admissions, compliance, graduation rates and effectiveness of degree, behavioral health, and



safety on post.

3. Maj. Gen. Cedric Wins '85, VMI superintendent, provided an update to the board on a number of topics including an overview of the summer 2023 activities, enrollment, and recognitions; a summary and [video of Matriculation Week](#) activities; organizational personnel updates; overview of the proposed strategic plan; progress report on development of policies and procedures to accommodate transgender cadets; cadet conduct areas of emphasis for the current academic year; and an overview of the Institute's strategic communications plan for the year.

Lt. Col. Joseph Hagy, director of Admissions, provided the board with a recap of the 2022-23 recruitment cycle which included recruitment activity and a Class of 2024+3 class profile; VMI has joined the Common App which is now available to applicants for the 2023-24 recruitment cycle; data on admissions reservation cancellations; comparison of cumulative GPA for the incoming class vice previous classes; a point-in-time update on the current application numbers; and an update of class size targets through the Class of 2031.

Lt. Col. Shannon Eskam, director of Financial Aid, briefed the board on a number of issues including upcoming simplification changes to the FAFSA and its impact on VMI families; VMI Financial Aid website traffic; and statistics on Call to Duty scholarship awards.

Brig. Gen. Robert Moreschi, deputy superintendent for academics and dean of the faculty, discussed the Institute's efforts to retain cadets from year to year. His brief included three-, five-, and 12-year average retention rates to project retention for the current class.

Brig. Gen. Dallas Clark '99, deputy superintendent for Finance and Support, gave the board a budget update. He told the board the Institute finished the 2022-23 fiscal year with an \$882,000 surplus despite a projected deficit reported to the board in April; provided a updated budget projections for fiscal years 2024 – 2029 based on current enrollment; and summarized ongoing cost cutting measures.

Pat O'Leary, VMI's legal counsel and senior assistant Attorney General, briefed the board on their responsibilities based on statutory and by-law requirements and Conflict of Interest Act. He also provided them their annual Freedom of Information Act training.

A copy of the associated briefing slides will be appended to the archived minutes as **Appendix I**. A recording of the Sept. 12, 2023 superintendent's agenda items session is available at <https://www.youtube.com/live/YdtPd0Q0nRE?si=P1NvE2uMeLfiWxLU>.



4. During a working lunch, Maj. Gen. Wins briefed the Board of Visitors on the draft of a new strategic plan which had been circulated to the members more than a week prior. The draft strategic plan will be appended to the archived minutes as **Appendix II**. The superintendent's remarks included an overview of the strategic planning process; a reaffirmation of the mission and vision and a definition of the Institute values; highlights of the five strategic initiatives set forth in the draft plan; and next steps once the plan is approved.

The resulting discussion included comments regarding exploring offering graduate programs; operational efficiency and affordability; marketing and communications resources; building cohesive teams; VMI values; and how the initiatives are presented within the draft plan. The board agreed to continue to work on the draft plan and use the Executive Committee as a sounding board for suggestions.

A recording of the Sept. 12, 2023 working lunch is available at <https://www.youtube.com/live/6OD04QP3nd8?si=uVcVaySzcG2WI-Ha>.

At the conclusion of the working lunch, the board transitioned to committee meetings. Following afternoon committee meetings, the board reconvened on Sept. 13, 2023, for the remaining agenda topics and to receive individual committee reports.

Wednesday, Sept. 13, 2023

5. Tom Watjen opened the meeting and provided introductory remarks.
6. A motion was made by Hugh Fain to approve the minutes of the April 27-28, 2023, and May 18, 2023, minutes. The motion passed unanimously.
7. Maj. Gen. Wins introduced the cadet leadership for the 2023-24 academic year.

Cadet First Captain Mark Shelton from Stafford, Va. told the board his intent is to emphasize the Institute's core values, develop leaders, and produce honorable VMI cadets. Shelton said the Corps is off to a great start; thanked the board for all the efforts to recruit the current rat class; discussed the need for professionalism in the Rat Line; and talked about the busyness of the schedule.

Cadet Cole Cathcart of Lexington, Va. addressed the board in his role as 1st Class president. He discussed the Cadet Equity Association and their role checking on the wellness of the rats; the Officer of the Guard Association is taking the lead on investigating misconduct on stoop; the Rat Disciplinary Committee is getting off to a slow start because the class wants to make sure it is done right; the General Committee is taking an interpersonal approach to infractions; there's an upward



swing in Corps morale; an emphasis on interpersonal communication; and engaging with athletic teams.

The 2023-24 Honor Court president, Cadet Warner Collier from Richmond, Va., talked about the Honor Court's plans to focus on educating athletes about the Honor Court; implemented Honor Court representatives to each team; outreach to faculty members about identifying potential Honor Court issues that may be trending; education efforts among the Old Corps and the rats; upcoming 2nd Class elections; and the emphasis on being honorable instead of just sticking to the letter of the Honor Code.

8. Yancey and Dana Ruble of Roanoke, Va. were introduced as the 2023-24 Parents Council co-presidents. Mr. Ruble talked about the Parents Council's efforts to assist in new cadet recruiting, admissions open houses, providing a tailgate on gameday for all cadets, and the administration of rat parent Facebook pages.

There was some acknowledgement among members of the Board of Visitors about the value that the Parents Council provides to the Corps of Cadet.

9. David Prasnicki, VMI Alumni Agencies chief executive officer, reported on alumni engagement, fundraising, endowment management, and communications and marketing. He said fundraising is going very well as evidenced by an increase in giving over the past year; the endowment has weathered the market fluctuations over the years with an average return of 8.4% (net of all fees); there's been a lot of emphasis on communications and improving VMI's reputation among Google search results.
10. Gussie Lord, chair of the Academic Affairs Committee, provided a report on the committee meeting held the previous day. The committee discussed a number of topics including the state of the academic program and academic requirements for admissions.
 - a. *A motion was made by Mrs. Lord and seconded by Mr. Joustra: The Academic Affairs Committee has considered the Graduation List dated Aug. 28, 2023, for September 2023 graduates. The committee recommends the Board of Visitors approve this preliminary list of graduates. The Board of Visitors grants to the Deputy Superintendent for Academics and Dean of the Faculty the authority to delete names of cadets who do not meet the requirements for graduation from VMI and to add the names of graduates who may fulfill the requirements for graduation.* The motion passed unanimously. The final list of graduates will be filed with the minutes of this meeting as **Appendix III**.
 - b. *A motion was made by Mrs. Lord and seconded by Mr. Garcia: The Academic Affairs Committee has considered the Changes in Faculty list dated Aug. 28, 2023, and recommends the Board of Visitors approve these changes.* The motion passed unanimously. These changes will be filed with the minutes of



this meeting as **Appendix IV**.

- c. A motion was made by Mrs. Lord and seconded by Mr. Edgar: The Academic Affairs Committee has considered the recommended Curricular Changes dated Aug. 28, 2023. The committee recommends the Board of Visitors approve these changes and they be part of the minutes. The motion passed unanimously. These changes will be filed with the minutes of this meeting as **Appendix V**.

Lord said the committee discussed the recent Supreme Court ruling regarding the consideration of race in admissions and were advised by VMI's legal counsel that the Institute complies with the ruling since it has never considered race as a factor in admissions decision. The committee also had a conversation about admissions standards which were previously approved by the Board of Visitors. Since the standards have not changed, no action was required by the board. Lord continued the Academic Affairs Committee brief discussing the state of the academic program.

11. Thomas Gottwald, chair of the Audit, Finance, and Planning Committee gave a committee report.

- a. A motion was made by Mr. Gottwald and seconded by Mr. Marsh: The Audit, Finance, and Planning Committee recommends the approval of the Sept. 12, 2023, Delegation of Contractual Authority memorandum. The motion passed unanimously. The memorandum will be filed with the minutes of this meeting as **Appendix VI**.
- b. In accordance with Commonwealth of Virginia directives, VMI submits an annual plan to the Secretary of Administration which details efforts to increase or maintain spending with small, woman-owned, and minority-owned (SWaM) businesses for the current fiscal year. The Committee reviewed VMI's SWaM Plan during its meeting. A motion was made by Mr. Gottwald and seconded by Mr. Fain: The Audit, Finance, and Planning Committee recommends the Board of Visitors approve VMI's 2022-2023 SWaM plan. The motion passed unanimously, and the resolution will be filed with the minutes of this meeting as **Appendix VII**.
- c. A motion was made by Mr. Gottwald and seconded by Mr. Edgar: The Audit, Finance, and Planning Committee recommends the Board of Visitors approve VMI's audited financial statement for the fiscal year ended June 30, 2022. The motion passed unanimously, and the memorandum will be filed with the minutes of this meeting as **Appendix VIII**.
- d. A motion was made by Mr. Gottwald and seconded by Mr. Fain: The Audit, Finance, and Planning Committee recommends approval of VMI's updated Six-Year Plan for FY 2025 – 2030. The motion passed unanimously, and the



memorandum and plan will be filed with the minutes of this meeting as **Appendix IX**.

Gottwald said the committee had discussions on the Alumni Agencies strong performances; IT activities and personnel updates; VMI's operating budget particularly efforts to turn a \$5 million deficit to an \$882,000 surplus; the athletics budget has begun to run a deficit which will continue to get worse if left unaddressed.

12. Damon Williams, chair of the Athletics Committee provided the report. The committee discussed cadet-athlete attendance at the Summer Transition Program; personnel updates; budget projections and causes for the budget deficits; NCAA Division I landscape and operations of peer institutions; corporate sponsorships and ticket sales; a review of athletic scholarships; athletics fundraising; and athletic branding.
13. Scot Marsh, chair of the Cadet and Military Affairs Committee gave a report on committee activity. The committee discussed the ROTC programs; commissioning rates; ROTC scholarships; the impact of the Call to Duty scholarships; the need for cyber command cadets; the Rat Bible and Blue Book; a review of cadet demerits and discipline; and attrition.
14. Lester Johnson, chair of the Inclusive Excellence Committee briefed the board on the committee's recent activity. The committee met Aug. 24, 2023, to review the training curriculum for the 2023-24 academic year which, for the first time, will employ lessons for each cadet class that builds upon the lesson provided the year before. At the committee's meeting on Sept. 12, 2023, several cadets provided a brief on the Cadet Equity Association. The Committee had further discussions about cadets' Inclusive Excellence training.
15. Hugh Fain, chair of the External Relations Committee, provided a report for the committee.
 - a. *A motion was made by Mr. Fain and seconded by Meaghan Mobbs: In response to the governor's intent and direction, the Board of Visitors accept the Confederate Memorial for placement in the New Market Battlefield State Historical Park.* The motion passed unanimously. A copy of the memorandum will be filed with the minutes of this meeting as **Appendix X**.
 - b. *A motion was made by Mr. Fain and seconded by Ernie Edgar: The Board of Visitors institute a New Market Medal Award Selection Committee led by the chair of the External Relations 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 with the New Market Medal in accordance with the New Market Medal Award policy.* The motion passed unanimously. A copy of the memorandum will be filed with the minutes of



this meeting as **Appendix XI**.

Fain told the board the committee had discussions about cadet S5 activities; a government relations update including a consulting report, legislative visit schedule, funding priorities for the coming legislative session, a budget update from the recently completed special session, Pell Grant initiative funding, and a local government relations update; a year-end report from Communications and Marketing; the 2023-24 VMI and VMI Alumni Agencies strategic communications plans; and museum activities. At the end of the External Relations Committee report, Mr. Gottwald raised concern that alumni were not included among the list of key audiences of the Institute's strategic communications plan.

16. Conrad Garcia provided the Nominating and Governance Committee report. He said the committee reviewed the committee's charter, the Board of Visitor's by-laws, and a discussion of the board appointment and reappointment process.
17. John Adams, chair of the Appeals Committee, provided an update on committee discussions from the committee meeting the day before. The committee reviewed the process for handling Honor Court appeals; updates on the status of several cases; received a report from two of the Honor Court vice-presidents; and heard reports on cadet discipline from the commandant and inspector general.
18. Tom Watjen, president of the Board of Visitors, gave a report on the Executive Committee meeting held on Sept. 11, 2023. Watjen told the board the committee discussed a number of issues including admissions trends, policies and procedures related to transgender cadets, The Cadet newspaper, as well as legal and personnel issues during a closed session.

At this point in the meeting, the livestream experienced technical difficulties due to a post-wide internet outage. No business was conducted during this time. The outage lasted 23 minutes.

19. During "Other Business," Mr. Watjen acknowledged the existence of a new board management software available to members of the Board of Visitors. All committee and board materials should be available in the software. He also acknowledged written comments submitted by Dan Phelps of Buchanan, Va. regarding bringing back the reenactment of the Battle of New Market. Mr. Phelps comments will be filed with the minutes of this meeting as **Appendix XII**.

Mr. Gottwald raised the issues surrounding The Cadet newspaper. He encouraged the board members to read three articles in the Sept. 11, 2023, issue of the newspaper. In particular, the articles address a defense of cadets' honor, the conflict



between the administration and the newspaper, and free speech issues.

20. **Entered Close Session:** *A motion was made by Mr. Fain and seconded by Mr. Edgar to enter closed session.* The motion passed unanimously, and the board entered closed session at 12:11 p.m. to discuss:

- a. Disciplinary and other matters that would involve disclosure of information contained in the scholastic records of specific cadets, pursuant to Va. Code Section 2.2-3711(A.)(2.), relating to discipline, sexual assault, and Honor Court cases.
- b. Matters related to the employment, assignment, appointment, or performance of specific public officers, appointees, or employees of the public body, and evaluation of performance of departments or schools of public institutions of higher education pursuant to Va. Code Section 2.2-3711(A.)(1.), relating to review of the superintendent's performance objectives and to special staff and the evaluation of specific departmental operations.
- c. Consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel pursuant to Va. Code Section 2.2-3711(A.)(7.), pertaining to actual or probably litigation of the Institute.
- d. Consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel pursuant to Va. Code Section 2.2-3711(A.)(8.).

21. **Return to Open Session:** *A motion was made by Mr. Fain and seconded by Mr. Adams to certify the closed session.* A roll call vote of the members present was taken. The motion passed unanimously and the board returned to open session at 1:40 p.m.

Board members Gottwald, McKnight, and Lord certified via email the portion of closed session for which they were in attendance. Copies of those emails will be filed with minutes of this meeting as **Appendix XIII**.

22. There being no further business, the meeting was adjourned at 1:42 p.m. A recording of the Sept. 12 Board of Visitors meeting is available at <https://www.youtube.com/watch?v=nn53jpI1yFE>.

