A meeting of the VMI Board of Visitors was held in Lexington, Virginia in the Turman Room of Preston Library at VMI beginning at 0800 hours on Friday, 25 January and continuing at 0800 hours on Saturday, 26 January pursuant to notice.

Present:  
Mr. John W. Boland ’73, President  
Mrs. Lara T. Chambers ’03  
Mr. Brian R. Detter  
Lieutenant General Charles E. Dominy, USA (Ret)  
Mr. Hugh M. Fain III ’80  
Mr. Mr. Thomas E. Gottwald ’83  
Mr. Conrad M. Hall ’65  
Mr. Richard K. Hines V ’66  
Mr. David L. Miller ’70  
Mr. Scot W. Marsh ’81  
Honorable Joseph R. Reeder  
Mr. Eugene Scott, Jr. ’80  
Lieutenant General Carl A. Strock ’70, USA (Ret)  
Mr. Thomas R. Watjen ’76  
Lieutenant General Frances C. Wilson, USMC (Ret)

Absent:  
Mr. George J. Collins ’62  
Major General Timothy P. Williams, VAARNG

Friday, 25 January 2019 – 0800

1. Mr. Boland presided and called the meeting to order. Lieutenant Colonel Sean P. Harrington, Secretary to the Board of Visitors, recorded the minutes. Also present was Ms. Cynthia Norwood, legal counsel, Office of the Attorney General.

2. Mr. Boland welcomed everyone and thanked them for their attendance. He thanked General and Mrs. Peay for hosting a social for the entire Board the evening prior. He introduced Cadet Eli Facemire ’19 as the cadet representative to the Board and Ms. Cynthia Norwood as VMI’s newest legal counsel. His opening remarks focused on the agenda for the day, an update on plans for continued rotation in committee assignments into the next academic year, a reminder on the role of the Board, an update on the self-assessment requirement which will be conducted in May, plans for the Legislative Reception on 12 February in Richmond, and a review of the afternoon academic tours.
3. General J. H. Binford Peay III ’62, VMI Superintendent, then addressed the Board. He thanked the Board for their support and provided a brief overview of the morning agenda. He commented that VMI breakout for the Class of 2022 will be on 2 February 2019. He discussed the ongoing legislative challenges going on in Richmond, and stated that there could be several changes coming out of this current session. He also provided the Board with a recent Money Magazine article listing VMI among the Top 10 “best value” liberal arts colleges in the nation.

4. Brigadier General Dallas Clark ’99, Deputy Superintendent of Finance, Administration, and Support, briefed the members on the Operating Budget Preliminary Assumptions, the Governor’s Proposed Budget Amendments, Government Relations, Capital and Non-Capital Improvements. A copy of his slides will be appended to these minutes as Appendix I.

a. BG Clark reviewed the VMI Operating Budget and the major elements to include enrollment, tuition and fees, local unrestricted funds, education and general programs (E&G), the auxiliary enterprises program, and the unique military activities program. The projected enrollment for the class of ’23 is 500 cadets (300 in-state/200 out-of-state), with a total projected census date enrollment of 1,711 cadets. The tuition and fees projection is $29,186 for Virginia residents (2.97% increase) and $57,082 for non-residents (3.44% increase). The proposed increases are within the parameters included in VMI’s Six-Year Plan submitted to the state in June 2018. BG Clark also provided the Board with a tuition and fees comparison of selected institutions across the Commonwealth.

b. BG Clark covered the Governor’s Proposed Budget for FY19 and FY20. The proposal retains the new FY21 base adequacy funding of $539K and STEM degree production funding of $395K. The Governor’s proposal retains the previously approved 2% employee salary increase and 2% classified employee merit increase, and authorizes an additional 1% bonus for full-time employees be paid 1 December 2019. Health insurance premiums, Maintenance Reserve, and Equipment Trust funding will remain at the FY19 levels. The proposal increases state general funds for student financial assistance by $11,071 for a total FY21 amount of $1,118,218. The proposal maintains a one-time UMA increase of $1.4M for conversion to OCP pattern ACUs, and also provides authorization to construct the CPTF Phase III Aquatic Center.

c. BG Clark provided an overview on current Government Relation efforts and existing climate. The tracking report includes over 75 bills that VMI is monitoring. Topics include partnership agreements and predictability, tuition controls, public comment periods prior to tuition increases, student debt/financial aid, BOV training, admissions, hiring practices, and pledges and donations. VMI remains committed to staying the course with regards to its mission, and the leadership team is planning to meet with new and rising legislative leaders to continue fostering positive relations.

d. BG Clark provided the Board with an overview of Capital and Non-Capital Improvements which included the Heat Plant upgrades, Anderson Drive and bridge improvements, Preston Library renovation, Scott Shipp Hall renovation and expansion,
Clarkson-McKenna expansion, the Chessie Nature Trail South River bridge replacement, the CPTF Phase III Aquatic Center, and several non-capital projects already underway.

5. Brigadier General Robert Moreschi, Deputy Superintendent for Academics and Dean of Faculty, updated the members on the Academic Program at VMI. A copy of his slides will be appended to these minutes as Appendix II. His topic items focused on the Core Curriculum update, upcoming major academic reviews, and major academic events for the spring.
   
a. BG Moreschi provided the Board with a historical overview of the VMI Core Curriculum and the Quality Enhancement Plan (QEP). The mission of the Core Curriculum is to provide a common and mutually reinforcing set of courses and experiences designed to cultivate the essential characteristics of the citizen-soldier—a person of character who is able to anticipate, respond, and lead in a complex and changing world—and spans all four years of the VMI cadetship. BG Moreschi reviewed the goals of the Core Curriculum and QEP, components of the Core Curriculum, and discussed the oversight process for how the Core Curriculum is managed and assessed.

b. BG Moreschi provided an overview of the major reviews to be conducted during the current academic year. Those reviews include the Core Curriculum and QEP, PS 344 (Leadership in Organizations), the American Civic experience, a minors and concentrations load study, the faculty handbook, and the Accreditation Board for Engineering and Technology.

c. BG Moreschi concluded his remarks by providing an update on the major academic events for the spring. The major events include the Spilman Symposium (9 Feb), Cyber Fusion (22-23 Feb), a Career Fair (4 Mar), the Jonathan Daniels ’61 Humanitarian Award (6 Mar), Environment Virginia (26-28 Mar), and the Business Leadership and Innovation Summit (11-13 Apr).

6. The morning session adjourned at 1005 hours. Visits to the faculty departments were conducted in the afternoon following the Board luncheon.

Saturday, 26 January 2019 – 0800 hours

7. Mr. Boland called the meeting to order at 0800. Mr. Boland began the meeting by opening it up for a Public Comment Period. Notice had been given which invited public comment during this morning session. Mr. Boland inquired whether there was anyone desiring to make comments to the Board. There was no one present wishing to do so, therefore he closed the public comment period.
8. A motion was made by Mr. Boland, seconded by Mr. Hines, to approve the minutes of the 11-12 September 2018 meeting of the Board of Visitors. The motion passed unanimously.

9. A motion to approve the Board of Visitors Resolution for the following person was made by LtGen Wilson, seconded by Mr. Hines: Mrs. Elizabeth Griffin. The motion passed unanimously. The resolution is filed with the minutes of this meeting as Appendix III.

10. First Class President Eli Facemire ’19, Regimental Commander Benjamin Dixon ’19, and Honor Court President John Keefe ’19 were introduced and made brief statements to the Board regarding their particular areas within the Corps of Cadets.

   a. Cadet Facemire thanked the Board for their kind hospitality at the BOV dinner the evening prior, and for their continued support. He provided the Board with a brief update on the successful ratline to date and the achievements made by the class over the past semester.

   b. Cadet Keefe provided the Board with an update on the Honor Court cases for the current year. As he mentioned in the fall, education remains a top priority as well as the Honor Court maintaining a positive image within the Corps each day. He attributed the low number of cases to increased educational initiatives.

   c. Cadet Dixon provided the Board with an update on the continued professionalism of the cadre and strong leadership team currently assembled within the Corps. He thanked the Board for their continued support of the Corps of Cadets.

11. The Board received remarks from the President of the VMI Association, Mr. Asa Page III ’79, the Chief Executive Officer of the VMI Alumni Agencies, Mr. Steve Maconi, and the Chief Financial Officer, Mr. David Prasnicki. Mr. Maconi briefed on the upcoming engagement opportunities for the VMIAA and a brief overview of the agency evolution over the past year. There has been a 15%-20% increase in donor visits, they have conducted over 220 events around the world over the past year, and have established 20 new chapters since 2017. Mrs. Amy Goetz provided the Board with the VMIAA strategic communication initiatives. Mr. Prasnicki concluded the agency remarks by providing a financial update on the restricted aid provided to VMI and status of the VMI Investment Holdings portfolio.
12. Lieutenant Colonel Ammad Sheikh, Director of Career Services, briefed the Board on the status of the 2017-2018 graduates as it relates to employment. Data from the 420 graduates revealed that 59% were commissioned officers, 32% accepted full-time employment with well-known public and private sector employers, 4% were pursuing graduate studies, and only 1% were still seeking employment as of 31 October. LTC Sheikh provided an overview of the list of major employers that have hired VMI graduates. Additionally, he provided a summary of the top graduate programs being attended by recent graduates. The trend lines for each area of post-graduation opportunities remain about the same from 2009 to present.

13. Colonel David Gray, Director of the Center for Leadership and Ethics (CLE), provided the Board with an overview of the spring programs for the remainder of the academic year. The Leader-in-Residence this coming semester is General (ret) Dennis Via who presently serves as Executive Vice President of the Global Defense Group with Booz Allen Hamilton. Colonel Gray concluded his remarks by providing an update on the progress of the Cadets Superintendent’s Advisory Board and the CLE initiatives for the remainder of the year. He reported on the status of the pilot course HI370L, Leadership and Followership in Organizations, which has been designed to introduce and integrate leadership and followership journey within the cadet leader development model.

14. Mr. Hines, Chair of Academic Affairs, reported on the meeting of his Committee.

a. A motion was made by Mr. Hines, seconded by Mr. Reeder: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 11 January 2019, and recommend that the Board of Visitors approve the changes in the Faculty and Staff and that the list be made part of the minutes. The motion passed unanimously. These Changes will be filed with the minutes as Appendix IV.

b. Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the attached Graduation List dated 11 January 2019 for January 2019 graduates. The Committee recommends the Board of Visitors approve the preliminary list of graduates (Enclosure 1). The Board of Visitors grants to the Deputy Superintendent for Academics and Dean of the Faculty the authority to delete the 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 Academic Affairs Committee further recommends that the final list of 15 September 2018 graduates (Memorandum Number 10, dated 17 September 2018 – Enclosure 2) and 19 December 2018 graduates (Memorandum Number 16, dated 19 December 2018 – Enclosure 3) be accepted and filed with the minutes of this meeting. The motion passed unanimously. The final list of September and December 2018 graduates is filed with the minutes of this meeting as Appendix V.
c. Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the recommended Curricular Changes dated 11 January 2019. The Committee recommends that the Board of Visitors approve these changes and that they be made part of the minutes. The motion passed unanimously. These changes will be filed with the minutes of this meeting as Appendix VI.

d. Mr. Hines made the following motion, seconded by LtGen Wilson: The Academic Affairs Committee has considered the Recommended Entrance Rate Guidelines for Faculty Salaries for the 2019-2020 academic year, dated 11 January 2019. The Committee recommends that the Board of Visitors approve these changes and that they be made part of the minutes. The motion passed unanimously. These changes will be filed with the minutes of this meeting as Appendix VII.

15. Mr. Hall, Chair of the Audit, Finance and Planning Committee reported on the meeting of his Committee.

a. The Committee approved their minutes from the 11 September 2018 meeting.

b. A motion was made by Mr. Hall, seconded by Mr. Scott, that the Board of Visitors approve VMI’s unaudited financial statements for the fiscal year ending on 30 June 2018. The motion passed unanimously. The FY 2018 unaudited financial statements are on file in the Office of the Comptroller and were provided to the members.

c. A motion was made by Mr. Hall, seconded by Mr. Collins, that the Board of Visitors amend VMI’s 2018-19 Operating Budget by the amount of $1,165,000 as outlined in Attachment A. The motion passed unanimously. The amendment is on file in the Office of the Comptroller and was provided to the members. The memorandum supporting these requests will be filed with the minutes as Appendix VIII.

d. A motion was made by Mr. Hall, seconded by Mr. Hines, that the Board of Visitors approve the Post Facilities Master Plan dated January 2019. The motion passed unanimously. The 2019 Post Facilities Master Plan is on file in the Office of the Deputy Superintendent for Finance, Administration, and Support and was provided to the members.

16. Mr. Miller, Chair of the Appeals Committee, reported on the meeting of his Committee.

a. The Committee met with the cadet Honor Court leaders. Also in attendance were Colonel George M. “Merce” Brooke IV ’94, Colonel Thomas C. Timmes ’92, and Captain Mary E. Schriver ’14, the Superintendent’s representatives to the Honor Court. The Committee received an update on current Honor Court cases and an update from Cadet Keefe on a status of their goals for the academic year. Mr. Miller reported that
Cadet Keefe also provided the committee with an overview of the process on how cadets are selected to the Honor Court by their peers.

b. Mr. Miller thanked Ms. Griffin for the education and guidance she provided to the Honor Court and the Appeals Committee over the past semester. Her experience and insight was very helpful in guiding the committee in their responsibilities, and helping to craft the current policies in place as it relates to the appeals process and procedures.

c. The committee was provided with a brief from Captain Schriver on the interaction and mentorship opportunities which exist between the cadets on the Honor Court and the Superintendent’s representatives. The representatives meet formally once a week with the cadets to discuss the various cases, reports, education opportunities, and any challenges facing the Court. Additionally, the cadets interact on a daily basis with the representatives on a myriad of issues as needed. A partnership between the Court and the Institute Representatives has made for a very successful system.

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17. Mrs. Chambers, Chair of the Athletics Committee, reported on the meeting of her Committee.

a. Mrs. Chambers briefed that the Committee had the opportunity to meet three cadet-athletes and hear their stories about the upcoming season and life as a cadet. The Committee was very impressed by those cadets in attendance.

b. Mrs. Chambers covered the fall 2018 VMI Academic Report and the Academic Progress Report by team. A review of the difference between NCAA cadet-athletes term grade point averages (GPA) compared to the VMI Corps of Cadets was discussed. The cadet-athlete term GPA was a 2.683, and the cumulative was a 2.675, compared to the Corps term GPA of a 2.821 and cumulative GPA of 2.816. There were 14 cadet-athletes with a perfect 4.0 term GPA, 69 with a 3.5 or higher, and 151 with greater than a 3.0 GPA.

c. Mrs. Chambers and Dr. Diles discussed the NCAA Transfer legislation and the ongoing challenges and concerns associated with the transfer portal. The Division I and II Transfer Portal went live on 15 October. The student-athlete’s notification of transfer information is now searchable by other institutions to confirm that permissible recruiting contact may occur. VMI currently has 6 cadet-athletes that are listed on the Transfer Portal.

d. Mrs. Chambers reviewed the NCAA Academic-Based Revenue Distribution (ABRD) policy and the Southern Conference policy decision. She covered the criteria necessary to be eligible for the revenue distribution, as well as the estimated 5-year distribution outlook. The Southern Conference has adopted a model so that 50% of the NCAA values-based distribution be awarded in 11 equal shares to all members and the Conference office, with the remaining 50% awarded equally among those schools that
earned a unit by achieving one of the fund’s academic benchmarks. The Southern Conference is projected to have six earners annually.

e. Mrs. Chambers provided an overview of the fall sports recap, and mentioned that Colonel Vern Beitzel ’72, and Colonel Tom Baur ’75 were selected to the All Southern Conference Faculty and Staff team. This was a great honor for the Baur family since his passing this past fall. Both gentlemen were honored for bringing out the best in others and creating conditions for cadet success. They will be recognized in a formal ceremony at a future basketball game this semester.

f. Mrs. Chambers provided the Board with an overview of the athletic scholarship budget growth which has grown by 54% since 2014. She highlighted that a history of scholarship support by sport is provided within their binders for review.

g. Mrs. Chambers discussed the VMI ESPN3/ESPN+ contract and schedule. A breakdown of the fall 2018 athletic broadcast and digital media coverage was provided in the Board binders.

h. Mrs. Chambers concluded her remarks by discussing the 90-seconds of depth videos produced by the Athletics Department. These videos are on the website and are available for subscription for anyone wanting to receive these highlights.

i. General Peay distributed the plan to enhance VMI athletics to each member on the Board. He discussed his conversations with the Keydet Club the weekend prior which focused on improving football. He discussed the efforts since 2003 toward improving the athletic program, and covered the remaining goals towards that effort. The current focus remains on 1) raising scholarships in all sports to fill limits with 50% out-of-state, 2) providing increased resources for recruiting, and 3) improving coaches’ salaries. He requested that the Board communicate this plan to enhance athletics to anyone that may question them on the status of the program and the way ahead.

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18. LTG Strock, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee.

a. LTG Strock provided an update on the role of his committee. Additionally, he mentioned that he is focused on ways the Institute can improve on the intervention process for cadets that may be struggling academically, militarily, or in other areas of their lives. This is something that his committee has asked to review at the next meeting as an emphasis item.

b. He reported that the ROTC and commissioning programs remain very strong. In FY18 the Institute commissioned 214 officers, but the projections for FY19 have decreased slightly to 188. Additionally, he covered the activities and programs being covered by each of the ROTC departments.
c. LTG Strock provided an update on the Headquarters Regimental Staff on the Guard Team training and professionalizing their duties; the S2 briefed GPAs by class and focused initiatives towards improving grades within the Corps; the S3 provided an update on the training and operations plan for the remainder of the year; the S4 discussed their efforts with inventory and their continuity of leadership plan; the S5 provided an update on the recent recruiting events and changes to the New Cadet Handbook; the S6 provided an update on the intramurals program and upcoming events this semester; and the S7 discussed the various morale, welfare and recreational activities that have occurred since the last Board meeting, and the way forward for the remainder of the academic year.

d. LTG Strock concluded his remarks by stating that VMI cadets have a wonderful opportunity at taking on significant leadership roles. The cadets that briefed his committee took on that role and demonstrated just how much trust and confidence the Institute places in each of them to support the Corps on a daily basis.

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19. Mr. Detter, Chair of External Relations, reported on the meeting of his Committee.

a. Mr. Detter briefed that his committee is charged with providing oversight to three main areas: governmental relations, communications and marketing, and museum structure. He applauded the effort of the Institute for performing exceptionally in each of these areas. He reminded the Board that the VMI Legislative Reception in Richmond will be held on 12 February at the Library of Virginia.

b. The Jonathan M. Daniels ’61 Humanitarian Award will be presented to Mrs. Carolyn Miles on 6 March 2019 in Cameron Hall. The event will be live streamed for anyone unable to attend. Carolyn Miles is the President and CEO of Save the Children.

c. Mr. Detter provided an update on the local community relations issues. He discussed ongoing easement issues on the Chessie Nature trail, removal of the Jordan’s Point Dam and potential impacts to VMI, and various other community related issues.

d. Mr. Detter briefed that the Stonewall Jackson House is currently under renovations. He distributed a handout on the various museum initiatives over the past year, as well as upcoming events.

e. Mr. Detter provided an update on current communications and marketing initiatives since the last Board meeting to include updates to the Parents Newsletter, and implementation of a new website using a management software system that will be more accessible for both internal and external customers. Additionally, the Foundation also briefed on all of the activities that they are conducting in 2019.
20. LTG Dominy, Chair of the Nominating and Governance Committee reported on the meeting of his Committee.

a. LTG Dominy stated that the Committee had reviewed a slate of candidates for reappointment to the Board. The terms for Mrs. Chambers, Mr. Detter, Mr. Miller and Mr. Scott are expiring at the end of the academic year and they are eligible for reappointment. The Committee voted to advance all four individuals for reappointment.

b. *A motion was made by LTG Dominy, seconded by LtGen Wilson, that the slate of candidates for reappointment be approved by the Board.* The motion passed unanimously. A copy of the approved slate of candidates will be provided to the VMI Alumni Association for consideration.

c. LTG Dominy reported that SACS implemented a requirement in their Principles of Accreditation for boards at each institution to perform a regular assessment of their responsibilities and expectations. After discussion, his Committee crafted language codifying this requirement and voted to add the following language into the BOV Manual. “The Board shall conduct a self-evaluation annually following the final meeting of the academic year with a process discussed by the Executive Committee and approved by the Board President.”

d. LTG Dominy concluded his report requesting that the Board Secretary provide each Committee chair with the roles, responsibilities and overall charge for their respective committees for review. He requested that these overarching responsibilities be added to the Board books for each committee as a reminder of their specific requirements during subsequent meetings.

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21. **Entered into Closed Session:** *A motion was made by Mr. Boland, seconded by Mr. Hall, to enter into a Closed Session.* The motion passed unanimously and the Board entered into Closed Session at 1105 hours to discuss:

1. 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 and cadet Honor Court cases.

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22. **Return to Open Meeting:** *At 1135 hours, a motion was made by Mr. Hines, seconded by Mr. Hall, certifying the Closed Meeting.* The motion passed unanimously. The Board returned to open session at 1135 hours.
23. Following the closed session, the Board discussed their views and observations from the faculty visits the day prior. The Board was impressed with the transparency, enthusiasm and professionalism from the various departments on the tour. GEN Peay was provided with feedback on a few issues that he will take for action and will provide an update at the next Board meeting on any areas requiring Board involvement.

24. There being no further business to come before the Board, the meeting was adjourned at 1204 hours.

[Signature]
SEAN P. HARRINGTON, Lt Col, USAF (Ret.)
Board Secretary