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, 3 May and continuing at 0800 hours on Saturday, 4 May, pursuant to notice.

Present:
Mr. John W. Boland ’73, President
Mrs. Lara T. Chambers ’03
Mr. George J. Collins ’62
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
Major General Timothy P. Williams, VAARNG
Lieutenant General Frances C. Wilson, USMC (Ret)

Absent: None

Friday, 3 May 2019 – 0800

1. Mr. Boland presided and called the meeting to order at 0800. Lt Col Sean P. Harrington, Secretary to the Board of Visitors, recorded the minutes. General Peay, Superintendent, and Ms. Cynthia Norwood, legal counsel, were also present.

2. Mr. Boland welcomed everyone and thanked them for their attendance. He thanked General and Mrs. Peay for hosting the Board at dinner the preceding evening.

3. A motion to approve the Board of Visitors Resolutions for the following persons was made by Mr. Hines, seconded by Mr. Hall: Colonel James Turner ’65, Colonel Lucy E. Hurlbut, Colonel Steven Biggs, Colonel Rose Mary Sheldon, and Lieutenant Colonel Gilberto Rolon. The motion passed unanimously. The resolutions are filed with the minutes of this meeting as Appendix I.
4. General J. H. Binford Peay III ’62, VMI Superintendent, and key senior members of the staff addressed the Board on a variety of topics. A copy of the briefing slides will be appended to these minutes as Appendix II. He provided the Board members with a Look Back of the events that have occurred since the last meeting in January and the remaining events up to graduation. The Institute conducted 11 parades, 6 home basketball games, 3 Admission Open House visits and 2 Reunion Weekends.

5. Brigadier Dallas Clark ’99, Deputy Superintendent for Finance, Administration, and Support, updated the members on Government Relations and the FY20 budget.

a. Colonel Kimberly Parker, VMI Government Relations Director, covered the 2019 General Assembly Session highlights. The session covered 47 days and produced a large number of bills. Higher education remains a topic of concern for legislators. The Amazon deal reinforced the importance of higher education to the economy and the benefits for the Commonwealth. The key themes for higher education remained focused on affordability and tuition predictability.

b. Colonel Parker covered the funding in FY20 which included the following: 1) $269K in base adequacy funding, 2) $395K to address degree production in STEM related fields, 3) $1.4M in one-time funding for new Official Camouflage Pattern uniforms, 4) $610K to address O&M for new facilities and Math that Matters, 5) $661K in new operating funds for freezing tuition at FY19 levels, 6) $70K in financial aid funding, 7) compensation increase of 3% for teaching and A&P faculty, and 8) construction phase funding for the new Corps Physical Training Facility Phase III.

c. Colonel Parker stated that there were 90+ bills on the Institute’s tracking report. Topics included tuition controls, public comment on tuition increases, student debt/financial aid, in-state tuition waiver bills, BOV training, student disciplinary proceedings, hiring practices, admissions practices, and Foundation records.

d. Colonel Parker provided an update on the “Tech Talent Pipeline” designed to deliver degrees in high-tech fields across the Commonwealth. Grants are available for degree production in eligible degree programs, with focus centered on Computer Science and Computer Engineering. VMI is evaluating participation.

e. BG Clark provided an overview of the VMI 2019-2020 Operating Budget. The FY20 Operating Budget is an increase of 6.5%. The Total Revenues and Expenditures for FY20 are $95.8M. Tuition for both in-state and out-of-state will remain at FY19 levels. Fees for all cadets will increase by $540. Fees include room, board, medical, cadet activities/facilities, athletics, laundry, haircuts, and UMA activities. The FY20 cadet enrollment projection is 500 new cadets and 1,726 total cadets. BG Clark provided the Board with a breakdown of the sources of revenue and expenditures for their review. Additionally, BG Clark discussed some key assumptions projected for the next fiscal year based on the Governor’s proposed budget to include the following: 1) $1.9M general fund increase (base
adequacy, STEM degrees, O&M, and tuition moderation), 2) $886K for the Equipment Trust Fund (no change), 3) $1.71M for Maintenance Reserve Program Funds, 4) $1.12M in state funds for Cadet Financial Aid, 5) a 5% state salary increase for classified employees and 3% for faculty and administrators, 6) $3.7M in tuition revenue used for cadet financial assistance, 7) $18.3M Auxiliary Fund balance, 8) no increases in employer health insurance premiums, 9) $158K increase in E&G Program budget for utilities, insurance and other unavoidable costs, 10) $400K for VMI Senior Executive Officers budget requests, and 11) $2.3M in local unrestricted funds from the VMI Alumni Agencies Board.

6. Brigadier General Robert Moreschi, Deputy Superintendent for Academics and Dean of the Faculty, provided an Academic update to the Board members to include 1) Peay Endowment Update, 2) Academic Chair Update, 3) Jackson-Hope Update, and 4) Major Academic Initiatives.

   a. BG Moreschi provided Board members with the Peay Endowment organizational chart and committee structure for their review. The primary focus of the endowment has been on improving compensation for the faculty. He briefed that the Peay Endowment beginning in AY 19-20 has available income for the following initiatives: 1) Peay Chairs ($669K), 2) Peay Fellows ($15.5K), and 3) Academic Excellence Fund ($6K). The Merit Scholars program designed to attract prospective cadets interested in returning to VMI to teach is still under development.

   b. BG Moreschi provided an update on the Academic Chair program. Chairs to be awarded for full-time faculty will be as follows: 1) two Academic Excellence Chairs, 2) the Jackson-Hope Distinguished Chair in Humanities, 3) the Nanette and Thomas Watjen 1976 Chair in Economics and Business, and 4) the John W. and Jane M. Roberts Professorship in Free Enterprise Business. The Visiting Chairs to be awarded include the Mary Moody Northern Chair, the Edwin P. Conquest Chair, the Eugenio Lopez Visiting Chair for Asian Studies, the Thomas Bahnson and Anne Bassett Professorship in Ethics and Integrity, and the Wachtmeister Chair in Physical Sciences and Engineering.

   c. BG Moreschi provided an update on the Jackson-Hope Fund. Jackson-Hope is funding two new awards in teaching and research. Colonel John Thompson in the Physics Department received an award for $64.8K to modernize his research lab with laser and optics. Major Mary Beth Manjerovic in the Biology Department received an award for $28.7K to redesign Biology 101/102 for non-STEM majors.

   d. BG Moreschi concluded his remarks by providing an overview of the major academic initiatives which included an update on the American Civics course, the Leadership in Organizations course (PS344), and a review of the process for approval of the next Faculty Handbook.

7. Colonel Vern Beitzel ’72 provided the Board with an Admissions Update for the Class of 2023. The target remains 490-500 for the incoming class with approximately 60+
females. Based on current deposits received the profile for the incoming class is as follows: 1) 61% in state/39% out-of-state composition, 2) 3.63 average high school GPA, 3) 1195 average SAT and an average ACT score of 25, 4) 85% interested in a commission, and 66% attended an Open House event.

8. Dr. David Diles, Director of Intercollegiate Athletics, provided the Board members with an update on the athletic program. He provided an overview of the Southern Conference Leadership topics of interest which included 1) SoCon by the numbers, 2) League Realignment efforts to date, 3) an update on the SoCon Digital Network, and 4) additional points of interest, which included the announcement of Commissioner Lammers’ decision to retire and the 100th Anniversary of the SoCon in 2020-21. Dr. Diles concluded his remarks by providing the Board members with an update on the NCAA Transfer Portal and number of student athletes across the NCAA that have signed up.

9. Ms. Cindy Norwood provided the Board members with Freedom of Information Act training. Specifically, Ms. Norwood covered when FOIA requirements for meetings apply, closed meetings, and the process for handling requests for VMI documents.

10. General Peay provided the Board with a Look Ahead of the upcoming activities and events through the remainder of the calendar year. Key events included the upcoming Institute Awards ceremony, New Market Ceremony/Award and Graduation Day parades, Cadre & Matriculation return dates, Parents and Reunion weekend dates, and the BOV meeting dates. He concluded his remarks by informing the Board that next fall VMI is scheduled to conduct 15 parades, 6 home football games, 3 Admission Open House visits, and 3 reunion weekends.

11. Mr. Boland concluded the morning session informing the Board that they will reconvene on Saturday, 4 May 2019, at 0800 hours. The meeting of the full Board was adjourned at 1002 hours.

Saturday, 4 May 2019 – 0800 hours

12. Mr. Boland called the meeting to order. MG Williams departed early and was not in attendance for the morning session. 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. Mr. Boland entertained a motion for the Board to approve the minutes from the previous meeting. *A motion was made by Mr. Collins, seconded by Mr. Hall, to approve the minutes of the 25-26 January 2019 meeting of the Board of Visitors.* The motion passed unanimously.
13. 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 provided an update on the successes from the year for the Corps. He thanked the Board for all of their support throughout their cadetship. Cadet Facemire introduced Cadet Samuel Trepp ’20, the President of the Class of 2020, for an update on plans for the upcoming academic year.

   b. Cadet Dixon provided an update on the regimental system and academic successes from the past academic year. He introduced Cadet Austin Stansberry ’20 as the upcoming Regimental Commander for the Corps. Cadet Stansberry provided the Board with his goals for the next academic year.

   c. Cadet Keefe provided an overview of the Honor Court highlights over the last year. He thanked the members of the Court and support of the Board during his cadetship. He introduced Cadet Skylar Birdie ’20 as the next Honor Court President for the upcoming academic year. Cadet Birdie provided the Board with his goals and points of emphasis for the next academic year.

   d. Mr. Boland and the Board congratulated the Class of 2019 leadership on their efforts and service to VMI and the Corps. He wished them well following graduation and acknowledged their personal sacrifice and leadership in making this past year a total success.

14. The Board received remarks from Mr. Steve Maconi, Chief Executive Officer of the VMI Alumni Agencies.

   a. Commander Maconi discussed the ongoing plan to embrace the plan for enhancing Athletics at VMI. The major areas of focus centered on governance, fundraising, engagement, print media and social media.

   b. Mr. Meade B. King ’85 discussed the changes in governance through the streamlining of the Keydet Club Board of Governors making it more purposeful and focused on fundraising/stewardship. He discussed ongoing fundraising efforts to raise scholarship support and the overall engagement initiatives to establish long lapsed athletic donors and young alumni support.

   c. Ms. Amy Goetz, Chief Communications Officer of the VMIAA, provided the Board with an update on communication efforts to best support the plan to enhance VMI Athletics. She provided the Board with the 203.8 landing page on the VMIAA website, and showed a 203.8 video and a football team thank-you video to the Board members.

15. Mr. Tim Hayes, Co-President of the VMI Parents Council, appeared and provided an end-of-year report to the Board. Mr. Boland and the Board thanked him and his wife for their unyielding support to VMI and their tremendous efforts this year. General Peay
presented Mr. Hayes with a VMI Certificate of Excellence and he also thanked the Hayes' for the wonderful support throughout the year.

16. Mr. Hines, Chair of Academic Affairs, reported on the meeting of his Committee.
   a. Mr. Hines provided an update on the status of the Academic Program which included discussion on ABET accreditation and approval of the engineering curriculum. He also discussed the process of Right Sizing across each of the majors as it related to new applicants and "change of major" decisions by current cadets to be sure that departments are not overloaded by these decisions.

   b. *A motion was made by Mr. Hines, seconded by Mr. Hall: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 19 April 2019, and recommends that the Board of Visitors approve these changes and that the list be made part of the minutes.* The motion passed unanimously. These Changes will be filed with the minutes as Appendix III.

   c. *Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the Graduation List dated 19 April 2019 for May 2019 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 Academic Affairs Committee further recommends that the final list of 31 January 2019 graduates (MEMORANDUM NUMBER 22, dated 1 February 2019) be accepted and filed with the minutes of this meeting.* The motion passed unanimously. The final list of graduates is filed with the minutes of this meeting as Appendix IV.

   d. *Mr. Hines made the following motion, seconded by Mr. Reeder: The Academic Affairs Committee has considered the Faculty Handbook, May 2019. The Committee recommends that the Board of Visitors approve the Faculty Handbook, May 2019 and that it be made part of the minutes.* The motion passed unanimously. The handbook will be filed with the minutes of this meeting as Appendix V.

   e. *Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the proposals approved for funding by the Jackson-Hope Board of Overseers at its 9 April 2019 meeting and recommends that the Board of Visitors approve these appropriations.* The motion passed unanimously. The proposal will be filed with the minutes of this meeting as Appendix VI.

   f. *Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the changes to the Academic Regulations dated 19 April 2019 and recommends that the Board of Visitors approve the changes*
and that these be made part of the minutes. The motion passed unanimously. The proposal will be filed with the minutes of this meeting as Appendix VII.

g. **Mr. Hines made the following motion, seconded by Mr. Scott:** The Academic Affairs Committee has considered the recommended Curricular Changes dated 19 April 2019. The Committee recommends the Board of Visitors approve the Curricular Changes and that they be made part of the minutes. The motion passed unanimously. The change will be filed with the minutes of this meeting as Appendix VIII.

17. Mr. Hall, Chair of the Audit, Finance and Planning reported on the meeting of his Committee. He thanked Colonel Kim Parker for her remarkable work during the recent legislative session. He also discussed the financial statement audit report being presently conducted by Mr. Quesenberry. He expects results of the audit to be completed by early summer.

a. **A motion was made by Mr. Hall, seconded by Mr. Hines, that the Board of Visitors approve the Proposed FY 2020 Operating Budget.** The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as Appendix IX.

b. **A motion was made by Mr. Hall, seconded by Mr. Detter, that the Board of Visitors approve and adopt the resolutions authorizing VCBA bond financing for the Construct Lackey Parking and Improvements: Turman House Renovations projects and declaring intent to reimburse the cost of certain expenditures.** The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as Appendix X.

c. **A motion was made by Mr. Hall, seconded by Mr. Hines, that the Board of Visitors approve and adopt the updated VMI Accounting Policies and Procedures (May 2019).** The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as Appendix XI.

d. Mr. Hall reported that it is the sense of his Committee that the Board no longer adopt or approve resolutions related to "unaudited" financial statements as it has in the past. There were no objections to this recommended course of action by the full Board.

e. Mr. Hall commented that Colonel Thomas Hopkins is retiring at the end of the fiscal year and thanked him for his work over the past several years. Changes to the IT infrastructure have been enormous and were executed successfully due to Colonel Hopkins' management and oversight.

f. Mr. Hall commented that Mr. David Prasnicki, Chief Financial Officer of the VMI Agencies, provided the committee with an update on the endowment and recent asset allocation changes. The endowment recently surpassed $500M.
g. Mr. Hall reported that his committee briefly reviewed the VMI Six-Year Plan which will need to be submitted in August. BG Clark commented that there were no major issues related to the plan, and fully expected approval.

18. Mr. Miller, Chair of the Appeals Committee, reported that his Committee had a briefing and discussion with the Superintendent’s Representative to the Honor Court, as well as the current and future cadet leadership of the Court. Mr. Miller discussed the number of cases the Honor Court handled for the entire academic year, and that a discussion on current cases would be mentioned during closed session. He commented that the committee reviewed procedures in General Order #6 (Procedures for Appeals of Honor Dismissals) as it relates to an independent versus collaborative discussion on appellate cases by the Appeals Subcommittee. The decision was to keep current procedures in place, and that the subcommittee will continue to review appeal requests independently. He concluded his remarks by thanking the Institute Representatives and the cadets on the Court for their hard work this academic year.

19. Mrs. Chambers, Chair of the Athletics Committee, delivered the report of her Committee. The Committee met and spoke with some of the new coaches and various cadet athletes. Biographies of the new coaches were provided in the BOV binders.

   a. Mrs. Chambers discussed in more detail the Southern Conference Leadership initiatives that were mentioned the day prior. Additionally, she provided an update on the NCAA Transfer Portal highlighting the changes in number of players entering into the portal over the last 24-hours. The Portal remains a very fluid system and poses challenges for smaller schools like VMI.

   b. Mrs. Chambers covered the upcoming construction projects which included construction of the new Aquatic Center (estimated start date of June 2022), Fiorini Field replacement with a new synthetic turf this summer, and the Clarkson-McKenna expansion project spurred by the SoCon requirement to implement Instant Replay.

   c. Mrs. Chambers provided an overview of the Winter Sports Recap. A handout covering the entire sports recap was contained within the Board binders for member review.

   d. Mrs. Chambers concluded her remarks by stating that Dr. Diles has built a very strong foundation regarding Athletics through the hiring of great coaches, his financial stewardship, overall organizational efforts, and his direct interaction with VMI’s cadet-athletes.

20. Lieutenant General Strock, Chair of the Cadet/Military Affairs Committee, reported on the meeting of his Committee.

   a. General Strock briefed that the Committee received an overview on all Cadet Government activities to include the Officer of the Guard Association (OGA), Cadet Equity Association (CEA), and Rat Disciplinary Committee (RDC) leaders.
He commented that there is a true cascade of leadership opportunities for cadets across a wide-range of opportunities which makes VMI so unique.

b. Commissioning across all the services remains strong and continues to remain steady. VMI expects to commission 189 officers in FY19 and is projected to commission 232 officers in FY20.

c. General Strock concluded his remarks by providing the Board with an overview of the various ROTC events and activities of the year for each Service. Each of the programs had another successful Spring FTX and conducted numerous training activities throughout the semester.

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

a. Mr. Detter provided a report on the Daniels Award Ceremony. Mrs. Carolyn Miles, CEO of Save the Children, received the Jonathan Myrick Daniels ‘61 Humanitarian Award on March 6, 2019. Her remarks at the ceremony were well received by the Corps and the members of the public present. The event was livestreamed, with advertising of the event in select media in Virginia, in Keene, New Hampshire, and in Hayneville and Montgomery, Alabama.

b. Mr. Detter provided a report on the VMI Museum. He reported that a key event for the Museum System during the spring semester was the funeral of former Secretary of the Army John O. Marsh on February 15, 2019 at the New Market State Historical Park. He commented that Colonel Gibson spoke at an alumni event at Ft. Lauderdale; gave a public lecture on the Muese-Argonne Offensive; participated in Legacy Day with the Alumni Association; spoke to the reunion of the Class of 1964; served on the accreditation committee reviewing the Army Medical Corps Museum; and moderated a discussion of racial integration at the Institute as part of the reunion of the Class of 1969.

c. Mr. Detter provided an update on the Government Relations Report. He reported that 15 cadets participated in the visit to the General Assembly in February, and that they were well received by legislators. The legislative reception was very well attended by legislators, which was quite helpful in government relations efforts. Mr. Reeder also reported that VMI is creating a good deal of good will locally by hosting events at the Corps Physical Training Facilities with local schools and colleges. During the Community FTX held in March, over 800 cadet-days of work were accomplished projects at public and non-profit sites in Lexington, Buena Vista, and Rockbridge County.

d. Mr. Detter provided an update on Communications and Marketing. He reported that C&M is beginning work on developing a new website that is designed with accessibility features required by the Americans with Disabilities Act. He also briefed that Major John Robertson, who has managed the Office of Communications and Marketing’s division of news and editorial services, is leaving the office May 31, 2019.
22. Lieutenant General Dominy, Chair of the Nominating and Governance Committee, reported on the meeting of his Committee.

   a. The nominations for new members and reappointments were submitted by the Alumni Association in January. The Secretary of the Commonwealth has them for action and the Board is waiting for official action by the Governor.

   b. The Committee considered a slate of candidates to be elected for the next academic year, which will begin on 1 July 2019. VMI considers and elects officers for the next academic year at the May meeting. The Committee considered a slate of candidates for nomination to the Board. *A motion was made by General Dominy, seconded by Mr. Collins to approve the following list of officers:*

   **President:** Mr. John William Boland ’73  
   **Vice President:** Mr. David L. Miller ’70  
   **Vice President:** Lieutenant General Carl A. Strock ’70  
   **Vice President:** Mr. Thomas R. Watjen ’76  
   **Non-Alumni Member of the Executive Committee:** LtGen Frances C. Wilson  
   **Secretary to the Board:** Lieutenant Colonel Sean P. Harrington ’94  
   **Cadet Non-Voting Advisory Representative to the Board, the President of the Class of 2020:** Cadet Samuel R. Trepp ’20.

   The motion passed unanimously.

23. Mr. Boland briefed the Board that they will be asked to complete a BOV Self-Evaluation. A self-assessment generated by Lieutenant Colonel Lee Rakes, Director of the Office of Institutional Research and Assessment, will be sent to each Board member electronically the week following the meeting. The questions incorporate the recommended assessment items as outlined in the Resource Manual for the Principals of Accreditation provided by SACSCOC, and were approved by the Executive Committee. Board members will be provided two weeks to complete the online self-assessment and the results will be discussed at the next Board meeting.

24. **Entered into Closed Session:** *A motion was made by Mr. Boland, seconded by Mr. Hall, to enter into a Closed Meeting.* The motion passed unanimously and the Board entered into Closed Session at 1032 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, sexual assault, and Honor Court cases.

   2. Personnel matters related to the employment, assignment, appointment, or performance of specific individuals (pursuant to Va. Code Section 2.2-3711(A)(1)), pertaining to (i) a member of the Faculty.

25. **Returned to Open Meeting:** During its closed meeting, the board discussed only public business matters lawfully exempted from open meeting requirements under the Virginia Freedom of Information Act, and only those public business matters identified in the motion convening the board in closed session. *At 1214, a motion was made by Mr. Hall, seconded by Mr. Collins, certifying the Closed Meeting.* The motion passed unanimously.

*A motion was made by Mr. Hines, seconded by Mr. Hall, to approve the MBO’s for 2019-20 and to approve the Superintendent’s Management by Objectives Report for 2018-2019.* The motion passed unanimously. Both documents will be filed with the minutes as **Appendix XII.**

A motion was made to approve the changes to the Superintendents contract. *A motion was made by Mr. Collins, seconded by Mr. Hall, to approve the changes to the Superintendent’s contract as discussed during the Closed Session.* The motion passed unanimously.

26. There being no further business to come before the Board, the meeting was adjourned at 1220 hours.

[Signature]

SEAN P. HARRINGTON, Lt Col, USAF (Ret)
Secretary, VMI Board of Visitors