

VIRGINIA MILITARY INSTITUTE  
Lexington, Virginia  
Minutes  
BOARD OF VISITORS MEETING  
29 October 2020

A special meeting of the VMI Board of Visitors was held in Lexington, Virginia in the Smith Hall Board Room at VMI on Thursday, 29 October 2020 pursuant to notice.

Present: Mr. John W. Boland '73, President  
Mrs. Lara T. Chambers '03  
Lieutenant General Charles E. Dominy, USA (Ret)  
Mr. Hugh M. Fain III '80  
Mr. Thomas E. Gottwald '83  
Mr. Conrad M. Hall '65  
Mr. Michael L. Hamlar  
Mr. Richard K. Hines V '66  
Mr. Lester Johnson, Jr. '95  
Mr. David L. Miller '70  
Mr. Scot W. Marsh '81  
Mr. Grover C. Outland III '81  
Honorable Joseph R. Reeder  
Mr. Eugene Scott, Jr. '80  
Mr. Thomas R. Watjen '76  
Major General Timothy P. Williams (ex officio)  
Lieutenant General Frances C. Wilson, USMC (Ret)

Absent: None

**Thursday, 29 October 2020 – 1000**

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. Major General Williams and LtGen Wilson participated via teleconference in accordance with requirements stated under the Code of Virginia.

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2. **Entered into Closed Session:** *A motion was made by Mr. Boland, seconded by Mr. Miller, to enter into a Closed Session.* The motion passed unanimously and the Board entered into Closed Session at 1003 hours to discuss:

1. **Discussion of the resignation of the former Superintendent, appointment of a new Superintendent, and selection of an interim Superintendent pursuant to Va. Code Section 2.2-3711 (A)(1).**

2. **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 allegations in a Washington Post article dated 17 October 2020.**
3. **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 faculty member’s conduct and (ii) staff member’s conduct, both relating to allegations in a Washington Post article dated 17 October 2020.**
4. **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), relating to a pending independent investigation of the Institute.**

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3. **Return to Open Meeting:** *At 1205 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 1205hours. Mr. Gottwald and Mr. Outland departed the meeting following the closed session.

*A motion was made by Mr. Boland, seconded by Mr. Hines to approve the Post Employment Quarters Agreement for General Peay as discussed during the closed session.* A copy of the contract is on file with the VMI Office of Finance, Administration and Support.

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4. Mr. Boland opened the meeting by asking each Board member to review their book material. He commented that the decisions being made at this meeting need to be held up against the VMI Mission and determine if any decision will help/adversely impact the existing VMI educational model. The following material was contained within the binders: Tab A contained the 19 October 2020 Letter from Governor Northam, Tab B contained General Peay’s “Way Forward” Plan dated 29 July 2020, Tab C contained VMI’s Specified and Implied Tasks on Diversity Initiatives, and Tab D contained Delegate Carroll Foy’s Seven Guiding Principles.

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5. Mr. Boland covered Delegate Foy’s Seven Guiding Principles for adoption into the VMI Specified and Implied Task list. He discussed that some of the principles are already covered in the task list. He recommended that principle #3 (*Racism, sexism, and bullying should be handled by the cadet run General Committee, and elevated to the same level as the Honor System—single sanction*) be further studied by the new BOV Diversity, Equity, and Inclusion Oversight Committee (pending BOV adoption) with a recommendation to the full Board. Specifically, the definition of key terms and input from constituencies prior to fully adopting this principle. Additionally, he recommended that principle #7 (Partnerships with organizations with proven track records of identifying qualified minority applicants who are

seeking careers in civil and/or military service) be reviewed by the soon to be formed BOV Diversity, Equity, and Inclusion Oversight Committee for recommendation to the full Board after further development and consideration. After full consensus the Board of Visitors endorsed a “general adoption” of Delegate Carroll Foy’s Seven Guiding Principles.

6. Mr. Boland discussed several immediate and new initiatives for Board consideration as included in the agenda.
  - a. Mr. Boland addressed the establishment of a VMI Chief Diversity Officer. This position will report directly to the Superintendent, with oversight by the new BOV Diversity, Equity, and Inclusion Oversight Committee. He recommended that the Board direct administration to develop an immediate job description, make changes to the appropriate VMI General Orders, and make the necessary changes to the Board Bylaws. A motion was made by Mr. Watjen, seconded by Mr. Hamlar, to implement a new Chief Diversity Officer and subsequent administrative action items associated with this new position. The motion was unanimous.
  - b. Mr. Boland addressed the issue of statues at VMI recognizing that this issue remains contentious. He commented that it was his sense of the Board that the administration should expeditiously develop a plan for the moving of the Stonewall Jackson statue from the front of barracks and off the VMI Post. A motion was made by Mr. Hines, seconded by Mr. Miller for moving the statue of Stonewall Jackson away from the front of barracks and off the VMI Post. The motion passed unanimously. Mr. Boland recommended that plans should be made to move the statue only once to another location if possible in an effort to save on expenditures.
  - c. Mr. Boland addressed the implementation of the BOV Diversity, Equity, and Inclusion Oversight Committee. The BOV Secretary will prepare proposed amendments to the BOV Bylaws, to include committee responsibilities, composition, a dotted line for the Chief Diversity Officer to report directly to this committee, and that the Executive Committee determine which members will serve on this committee. Mr. Fain further recommended that an ex-officio member also be appointed to serve on this committee. A motion was made by General Dominy, seconded by Mr. Hamlar to adopt these measures and create the establishment of a BOV Diversity, Equity, and Inclusion Committee. The motion passed unanimously.
  - d. Mr. Boland addressed the formation of a BOV led Building and Naming Committee. The committee would consist of Board members, faculty/staff members, cadets and the VMI Historian. This committee would make recommendations to the Board with regards to existing statuary/monuments and building names across the Post. The BOV Secretary will prepare proposed amendments to the BOV Bylaws, to include committee composition, reporting requirements to the Executive Committee, and that the Executive Committee determines which members will serve on this committee. A motion was made by Mr. Hines, seconded by Mr. Miller to adopt these measures and create the establishment of a VMI Building and Naming Committee. The motion passed unanimously.

- e. Mr. Boland discussed the diversity initiative to provide greater focus on gender at VMI. This initiative would be a counterpart in the direction laid out by Delegate Carroll Foy for her principle calling for an update and review of VMI's policies and plans and goals to include a diverse constituency. Mr. Boland commented that all future diversity initiatives should continue to focus on the racial component, as well as focus on the gender component. Mr. Boland commented that it is the will of the Board to adopt this review and for administration to also keep focus on gender diversity issues.
  - f. Mr. Boland covered VMI hiring practices and the diversity hiring plan. Brigadier General Dallas Clark, Deputy Superintendent of Finance, Administration and Support provided a brief overview of the current hiring plan. BG Clark commented that VMI aligns with the Virginia Department of Human Resource Management (DHRM) in the management of all personnel. The Teaching/Administrative and Faculty Handbooks are reviewed and approved by the Board, and classified employees are governed by DHRM policies. BG Clark briefed that all hiring managers complete interview skills training provided by DHRM, for each time they are a hiring authority or are placed on a hiring committee. He commented that the demographics of minority, female, disabled, and veteran personnel hires are trending in a positive direction, but more work is needed in this area over the time ahead. Mr. Boland commented that part of the VMI Way Forward is the establishment of a VMI Dashboard which will include reporting on hiring and composition of the overall workforce. This dashboard will be briefed to the BOV at all future Board meetings. Mr. Watjen requested that additional measures and initiatives at improving diversity hiring should also be briefed to the Board in addition to the dashboard. Mr. Boland stated that it is the will of the Board that the senior administration begin taking these initiatives in the right direction, and be prepared to brief their progress at the next Board meeting.
  - g. Mr. Boland commented that the changes and initiatives the Board has made have been appropriate, and in no way impacts the VMI Mission or method of education. Additionally, the Board discussed the implementation of a Past President's Advisory Council that will meet with the board leadership on an ad hoc basis. *A motion was made by Mr. Hines, seconded by Mr. Miller to adopt the initiative of a Past President's Advisory Council.* The motion passed unanimously.
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- 7. The Board received a report from Mr. Steve Maconi, CEO of the VMI Combined Agencies. He thanked General and Mrs. Peay for their decades of support to VMI. Mr. Maconi provided a brief update on the Foundation's investment portfolio. The portfolio has performed well and has recovered to its financial level of December 2019. Mr. Maconi commented that the recent events have caused concern for the agency, and based on feedback from many alumni he is concerned that there may be a reduction in philanthropic support. It

is still too early to determine the full impact, however, he is concerned over the short-term impact the recent events will have on VMI over the time ahead.

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8. Brigadier General Moreschi, Acting Superintendent and Dean of the Faculty, briefed on cadet and faculty retention. At this time there has been no impact on faculty retention. Colonel Bill Wanovich, Commandant of Cadets, commented that cadet retention remains on target with no significant impacts. Colonel Wanovich stated that the ratline has been executed very well despite the COVID-19 environment, and that attrition of first year cadets remains lower than in prior years.
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9. Mr. Boland discussed the process on the selection of the next VMI Superintendent. Colonel Lee Rakes, Secretary to the Search Committee, briefed the Board on the process and projected timelines moving forward. Colonel Rakes covered the search firm selection process and the need to appoint an immediate chair to the selection committee in order to get that process started. He also discussed several of the administrative processes that will be implemented in conducting a thorough, transparent search over the next several months. Mr. Hall recommended that the Superintendent's job description and criteria be provided to the Board for approval and provided to the Search Committee in their efforts. Mr. Boland commented that the Board should appoint a chair to the Search Committee and that the overall composition of the committee be vetted and approved by the Executive Committee. Mr. Boland recommended that Mr. Eugene Scott serve as the chair to the Selection Committee. *A motion was made by Mr. Fain, seconded by Mr. Watjen, to approve Mr. Eugene Scott as Chair of the Superintendent Selection Committee.* The motion passed unanimously. Mr. Boland thanked Mr. Scott for his superb leadership to date and the Board is very lucky to have him leading this effort. Mr. Boland asked the board to provide Colonel Rakes recommendations on the job description and characteristics of the next Superintendent by the end of the following week.

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10. There being no further business the meeting concluded at 1345 hours.

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