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 Tuesday, 12 September and continuing at 0800 hours on Wednesday, 13 September 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. Bruce C. Gottwald, Jr. ’81
- 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 Collins ’62
- Major General Timothy P. Williams, VAARNG

Tuesday, 12 September 2017 – 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. Elizabeth Griffin, legal counsel, Office of the Attorney General.

2. Mr. Boland welcomed everyone and thanked them for their attendance. He introduced Mr. Hugh Fain III ’80 and Mr. Thomas Watjen ’76 as new Board members. He thanked General Peay for hosting the BOV farewell for General Jumper the evening prior. Mr. Boland also thanked the Institute staff for all of the hard work they did over the summer in preparation for this academic year. Mr. Boland requested the Board to review the Statement of Governance, Bylaws and statutory responsibilities of the Board and respective committees as a refresher each year. He further stated that under his tenure as President he would continue the policy of openness and transparency throughout all Board discussions, and would rely upon the strong quality of each of the Board members that have been appointed by the Governor. He concluded his remarks by highlighting the most recent media accolades bestowed upon the Institute over the
past few months, and stressed that the main focus this year will be on “Back to Basics”, increasing commissioning numbers, compensation, and building upon the great work already accomplished by the previous Board.

3. *A motion to approve the Board of Visitors Resolutions for the following person was made by Mr. Hines, seconded by Mr. Hall:* General John P. Jumper ’66, former Board President. The motion passed unanimously. The resolution is filed with the minutes of this meeting as Appendix I.

4. General J. H. Binford Peay III ’62, VMI Superintendent, then addressed the Board. A copy of the briefing slides will be appended to these minutes as Appendix II. He briefed the Board on “VMI’s 178th Year.”

a. General Peay highlighted the summer furlough activities for 2017. There were 386 cadets enrolled in summer session I and II, 196 cadets enrolled in the Summer Transition Program, 85 cadets participated in Study Abroad programs, and 36 cadets participated in the Undergraduate Research programs. The Summer ROTC programs had 299 commissioning track cadets participate in various service-related camps and training activities. Additionally, over 800 high school student athletes participated in various athletic camps sponsored by VMI over the summer. General Peay briefed that the Southern Association Accreditation results were closed out this summer with no requirements for VMI. He briefed that the Office of Civil Rights monitoring of VMI had been officially closed out and that the results yielded a better VMI based on the implementation of new policies and training programs. The College Orientation Workshop is in its 31st year and had 29 participants over the summer. The VMI basketball team traveled to Europe and played in three games as part of a 10-day cultural immersion program. The Virginia House Appropriations Committee visited VMI for a day, reviewed various facilities, and received a briefing from the Superintendent.

b. General Peay briefed the enrollment and program growth of VMI. He discussed the total Corps enrollment, STEM versus Liberal Arts degree balance, Virginia versus Non-Virginia enrollment, and commissioning percentages over the past 15-years. The Class of 2021 consisted of 504 rats, with 63 females, and 110 recruited NCAA athletes. The acceptance rate was 53% and the average GPA was a 3.66. The current Corps size is comprised of 1,754 cadets (62% Virginians/38% Non-Virginians), 430 NCAA athletes, 31 foreign cadets, and 213 females. He provided the Board a breakout of VMI Cadets by academic department and covered the ROTC program enrollment by Service, highlighting that 335 NCAA athletes are pursuing a commission. There are currently 451 NCAA athletes (18 sports) and 365 Club athletes (18 active clubs) in the Corps of Cadets. Finally, General Peay highlighted that 521 cadets (30%) at VMI are from Under
Represented Populations based on race, Pell, age, and Virginia locality as defined by SCHEV.

c. General Peay provided the Board with a Post Infrastructure update. He discussed pre-planning preliminary design projects which included an addition and modernization to Scott Shipp Hall, modernization of Preston Library, improvements to Post Infrastructure (roads, bridges, sidewalks, etc.) and the Corps Physical Training Facility Phase III (Aquatic Center).

d. General Peay provided the Board with an overview on ways VMI has been working to reduce the cost of attendance for cadets. Over 89% of the Corps receives some form of Financial Aid, with VMI providing 100% of the need for Virginia cadets and 70% for non-Virginia cadets. Of those graduating in 2017, 54% had federal loans with an average indebtedness of $18,463. Alumni scholarship dollars support 1 in every 2 cadets.

e. General Peay concluded his formal report to the Board by providing a review of the major events and activities for the upcoming academic year.

f. General Peay provided his insight on the recent challenges facing the VMI football program after two recent losses. He provided the Board members with a copy of a speech he gave to the Keydet Club in 2011 in which he addressed some of the similar issues facing the team and the athletics program today.

g. General Peay discussed the recent events in the news as it relates to statues and the ongoing political discussions across the Commonwealth. He briefed the Board that these discussions have grown into debating other VMI events such as the New Market parade in May. He provided the Board with some insights into the tragic events that recently occurred in Charlottesville, as well as the ongoing discussions between VMI and the local community as it prepares for Lee-Jackson Day in January. General Peay discussed the steps VMI has taken over the years to address issues of racial tension to include the removal of the Confederate flag across Post, the banning of the playing of Dixie by the band, and eliminating the requirement to salute the Stonewall Jackson statue by new cadets when exiting the barracks. General Peay commented that there is no place for discrimination at VMI and that we should build on the military strengths of our traditions, the right statues, and the right ceremonies that we have to make our graduates stronger and better for a nation that needs to move to the future and advance in a right way. Mr. Boland thanked General Peay for his comments and stated that it is his sense that the Board fully supports the Superintendent’s position to keep our statues and ceremonies in place. Mr. Boland further suggested the possibility of adding a plaque to honor VMI cadets who fought on the Union side during the Civil War for future consideration. Mr. Boland stated that this is a very difficult issue and that we must remain cognizant and respectful of other views on this topic moving forward, but it is in the best interest of VMI to remain steady as the Superintendent eluded.

h. Mr. Boland reminded the Board of the afternoon Athletic Facilities tour and asked that they begin their Committee meetings early and keep them on-time throughout the
remainder of the day. Pending no further questions from the Board, the meeting adjourned at 0935 hours to reconvene Wednesday, 13 September 2017, at 0800 hours.

Wednesday, 13 September 2017 – 0800 hours

5. Mr. Boland called the meeting to order at 0800.

6. A motion was made by Mr. Hines, seconded by Mr. Gottwald, to approve the minutes of the 5-6 May 2017 meeting of the Board of Visitors. The motion passed unanimously.

7. First Class President Joseph Brown ’18, Regimental Commander Finn Swenson ’18, and Honor Court President Liam Burke ’18 were introduced and made brief statements to the Board regarding their particular areas within the Corps of Cadets.

a. Cadet Brown thanked the Board for their service to the Institute. He commented that the strong relationship between all of the cadet leaders (class, regimental, and Honor Court) has made for a very successful start of the year. One of his major goals for the year is holding cadets accountable and setting the standard as the first class. Another goal for the year is adding more Corps support for the NCAA teams and players at games throughout the year.

b. Cadet Burke briefed the Board on the Honor Court goals for the year. Education of the Corps, specifically indoctrinating the new rat class, remains the top priority for the Court. He emphasized that the overarching theme this academic year will be that “Honor is a Lifestyle” and building upon the strong foundation that has been laid by his Honor Court predecessors. His final goal is to maintain strong relationships with the leadership of his class and regimental system, while insuring a system of transparency as it relates to honor issues throughout the year.

c. Cadet Swenson briefed the Board on his goals for the year. His first goal is standardizing the training system for the new cadets, and providing a system of documented training for each rat. A Google document spreadsheet has been established encompassing all of the required training for each new cadet. Cadre members are required to enter and sign off on the training for each rat once it is completed. This will help guarantee that every new cadet receives the required training expected of them. His second goal is to shift the Guard Team’s purpose from a perception of being a ceremonial duty to a function with a specific security purpose. Training will be conducted in how to respond to various incidents and the resources available to them in the event such incidents may occur. His final goal is on the improvement of Corps academic performance. Focus and emphasis will be on stressing proper study habits, providing resources to help improve performance, and encouraging cadets to seek assistance from their Academic Advisors.
8. The Board received remarks from the President and CEO of the VMI Alumni Agencies: Mr. Robert P. Louthan ’82, President and Commander Steve Maconi, Chief Executive Officer of the combined agencies.

a. Mr. Louthan discussed the results of the combined agencies recent Board meeting. The Board changed their name to the Alumni Agencies Board which was ratified by their members. CDR Steve Maconi was appointed to Chief Executive Officer and Mr. David Prasnicki was named Chief Financial Officer for the entire VMIAA. The Board’s job will be focused on governance, oversight, and policy direction for the overall Agency. The titles of the leadership for three agencies has changed from President to Chief Operating Officer.

b. CDR Maconi provided an update on the current status of the VMIAA and efforts to date. He discussed his initial perceptions, strengths and opportunities ahead for the VMIAA based on his first few months in the job. He thanked the members of the VMI leadership team for their support thus far and the information being passed along to make his transition a success. The successful VMI Campaign raised $344M with almost $200M of those dollars already being put to work to support the Institute in various funding programs and initiatives. He briefed that post Campaign priorities will be on growing endowments and gathering more corporate support down the road. Additionally, he discussed that the VMAA’s will have one gift officer assigned to each potential donor in an effort to eliminate redundancies in financial giving from our donors. He discussed the recent success of the VMIAA efforts at the USAFA football game, which combined alumni support efforts with fundraising initiatives. He provided the Board with ongoing initiatives within each of the agencies. He closed by thanking all of the players involved in making the combined agencies effort a reality and the institutional commitment to seeing the reorganization through to the end, despite the changes in key players throughout the process.

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

a. A motion was made by Mr. Hines, seconded by LTG Strock: The Academic Affairs Committee has considered the Changes in Faculty and Staff list dated 31 August 2017, and that the Board of Visitors approve these changes. The motion passed unanimously. These Changes will be filed with the minutes as Appendix III.

b. Mr. Hines made the following motion, seconded by Mr. Reeder: The Academic Affairs Committee has considered the Graduation List dated 30 August 2017. 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 Committee further recommends that the final list of graduates in May 2017 (Memorandum Number 44, dated 20 June 2017; and Memorandum Number 47, dated 20 June 2017 – Enclosure 3) be filed with the minutes of this meeting. The motion passed unanimously. The final list of May 2017 graduates is filed with the minutes of this meeting as Appendix IV.

c. Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the recommended Curricular Changes dated 31 August 2017. 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 V.

d. Mr. Hines made the following motion, seconded by Mr. Hall: The Academic Affairs Committee has considered the changes to the Academic Regulations dated 31 August 2017. 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.

10. 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 May 2017 meeting.

b. Mr. Hall briefed that the current Audit Project Manager provided the Committee with an update on the various ongoing audits. All audits are moving forward with no issue in Financial Aid, Information Technology, and within the Finance Office.

c. VMI’s Strategic Plan sets forth the Institute’s goals and strategies over a six year planning period and assists VMI in setting priorities and making appropriate budget decisions. The Board approves the Plan and all amendments to it. The Committee considered the updates to the Strategic Plan during its meeting. A motion was made by Mr. Hall, seconded by Mr. Miller, that the Board of Visitors approve and adopt the VMI Strategic Plan Update 2017. The motion passed unanimously. The Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.

d. In accordance with State 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 Board approves these plans. The Committee reviewed VMI’s SWaM Plan during its meeting. A motion was made by Mr. Hall, seconded by Mrs. Chambers, that the Board of Visitors approve the 2017-18 SWaM Plan as outlined in Attachment A. The motion passed unanimously. The 2017-18 VMI SWaM Plan is filed with the minutes as Appendix VII.
e. The Six Year Plan for SCHEV was reviewed and discussed. The Committee considered the Plan during its meeting. *A motion was made by Mr. Hall, seconded by Mr. Hines, that the Board of Visitors approve VMI’s updated Six Year Plan for FY 2019 to FY 2024.* The motion passed unanimously. The memorandum to the Board is filed with the minutes of this meeting as **Appendix VIII.** The Six Year Plan will be maintained within the office of the Deputy Superintendent for Finance, Administration, and Support.

f. The Delegation of Signature Authority was discussed by the Committee authorizing the Director of Finance, Administration and Support to sign, execute, and implement without limitation or restriction such agreements, contracts, and other instruments intended to bind the Institute, as necessary to accomplish the objectives of VMI. The Delegation Authority may further delegate this authority as they deem necessary and prudent provided that such authorization shall be in writing and include the specific types of contracts and agreements to which each delegation applies and any other applicable restrictions or limitations. Furthermore, all prior resolutions concerning delegation of the authority granted by these resolutions, including, but not limited to, the Board’s resolution made on 7-8 November 2003, are hereby rescinded and are no further force or effect. *A motion was made by Mr. Hall, seconded by Mr. Hines that the Board of Visitors approve the “Resolution” as provided in Attachment A.* The Resolution to the Board is filed with the minutes of this meeting as **Appendix IX.**

g. The Acquisition of Parcel 65A (Alexander Property) and Parcel 15 (Glass Property) was reviewed and discussed. The Committee considered the Resolution during its meeting. *A motion was made by Mr. Hall, seconded by Mr. Hines that the Board of Visitors approve the “Resolution” as provided in Attachment A.* The Resolution to the Board is filed with the minutes of this meeting as **Appendix X.**

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

a. The Committee met with the cadet Honor Court leaders and with Colonel Thomas S. Baur ’75 and Lieutenant Colonel George M. “Merce” Brooke IV ’94, the Superintendent’s lead and assistant faculty representatives, respectively, to the Honor Court. COL Baur briefed that they have a new member to their team, CPT Mary Schriver ’14 in the Admissions Office, who will make an excellent addition to the current group of representatives.

b. The Committee heard from Cadet Liam Burke ’18 and six of his fellow members of the Honor Court that were in attendance. Cadet Burke covered his goals and objectives for the Court this year. He also gave the committee a run down on the Honor Court composition, the election process, what constitutes honor violations, how violations are reported and investigated, and he walked the Committee through the trial process and procedures. The Committee also reviewed the responsibilities in the appeals process and
how those cases are handled in the event a former cadet elects to appeal their honor conviction. Each Committee member was provided an Appeals Continuity Book for their reference in conducting their responsibilities.

12. Mr. Scott, Chair of the Athletics Committee, reported on the meeting of his Committee.

a. He briefed that the Committee had the opportunity to meet several cadet-athletes and were briefed by each of them on their current plans. Dr. Diles also introduced six of the new coaches in the department.

b. He briefed the Board on the results of the recent trip the VMI Basketball team took to Europe as part of a cultural immersion program. The experience was a total success and the team was able to take in much of the local culture, as well as play games against some of the European teams. There is the potential for the team to take another trip in the future.

c. Dr. Diles briefed the Committee on the Spring 2017 Academic Review. The term cadet-athlete GPA was a 2.841, and the cumulative GPA was a 2.791. The NCAA cadet-athletes have consistently closed the GPA gap between themselves and the Corps as a whole over the last six semesters. Ten teams increased their term GPA, while Women’s Cross Country, Rifle, Soccer, Swimming and Water Polo each posted term GPA’s over a 3.0.

d. The Committee reviewed the projected 2016-2017 APR, with each of the teams on target to exceed their goals over the rolling 3-year average.

e. The Committee reviewed the new requirement by the SOCON to implement instant replay. This will not take effect at VMI until 2019 due to the challenges of hiring additional personnel and resources to support this requirement.

f. The Committee reviewed the 2017 Athletic Budget. The current budget stands at $7.3M which is currently $528K under budget. He praised Dr. Diles for his thoroughness and diligence in effectively managing the current athletic budget.

g. The Committee reviewed the current Athletic Event Security policy and improvements. Credentials for access to Clarkson-McKenna and Ferebee Lounge are in effect. The addition of barriers surrounding Alumni Field are in place to keep the sidelines free of spectators. A clear bag policy is being introduced with strict enforcement by game 4 of the season. Finally, no umbrellas are permitted inside of the stadium.

h. The Committee discussed Best Practices from the recent USAFA football game. Out of this discussion, the Committee discussed ways cadets can better prepare
themselves for competition, to include the possibility of hiring a nutritionist to help improve overall athlete performance.

13. LtGen Wilson, Chair of the Cadet/Military Affairs Committee, reported on the meeting of her Committee.

   a. The ROTCs expect 250 commissions in FY18 representing a significant increase from 182 in FY17. This increase comes with some support challenges in order to prepare these cadets for active duty. She provided an overview of the respective ROTC departments and their upcoming events for the academic year.

   b. She discussed the Cadet Life programs and initiatives for the academic year. Highlights for the fall included the matriculation week events, Homecoming week festivities, and the Ring Figure ceremony for the fall. Highlights for the spring included Midwinter Formal, Spring FTX, Club Sports banquet and the Commandant's Award Ceremony. She also discussed some of the happenings with VMI Club Sports and the Extracurricular Clubs currently being offered at VMI. There are 25 Extracurricular Clubs and 18 active Club Sports at VMI.

14. Mr. Gottwald reported on the activities of the Nominating and Governance Committee.

   a. The Committee approved the minutes from the 5 May 2017 meeting.

   b. The Committee conducted a review of the BOV Statement of Governance, BOV Bylaws, and Code of Ethics. As General Jumper recommended last year, the Board should review these documents annually. Based on the committee review, there were no recommended changes at this time.

   c. The BOV Nomination process was reviewed in preparation for discussions at the next Board meeting. There will be one vacancy to discuss and consider for recommendation to the VMI Alumni Agencies. This vacancy will be for an in-state alumnus. Any recommended nominees should be sent to Lt Col Harrington by 1 November 2017 for consideration at the next meeting of the Board.

15. Mr. Reeder, Chair of External Relations, reported on the meeting of his Committee.

   a. He reported on the progress on Stonewall Jackson House construction. COL Gibson reported a request for bids on the project is to be reissued within the next week or two, after previous bids came in too high. New bids should be more in line with the projected $600,000 cost to construct the visitor orientation facility.
b. COL MacInnis reported to the Committee that the Office of Communications and Marketing had conducted a readership survey of the Institute Report, the Institute’s flagship publication for reaching cadets, faculty, staff, and others. The survey allowed the office to draw conclusions about whether the publication is achieving its purpose and potential future directions it should take. This survey prompted two recommendations: 1) that the publication continue primarily in its paper format, and 2) that it should be distributed to a wider audience.

c. COL MacInnis briefed the Committee on the extensive marketing information developed by Simpson-Scarborough. These insights will be useful in guiding how VMI attracts new generations of cadets. Simpson-Scarborough will provide a briefing on September 20, 2017 to carry those insights and should provide its final report by the end of the semester.

d. COL Gibson reported to the Committee the conclusion of the accreditation process for the museum system in July. Only 3 percent of some 33,000 museums nationwide are professionally accredited. This will be the first time Stonewall Jackson House, which was added to the VMI Museum system in 2010, has been accredited.

e. The facility at the New Market Battle Field State Historical hosted the Rat Mass on 3 September for its new cadet orientation and for the rats to take the Cadet Oath. LTC Marshall reported that the event drew 1,841 parents and grandparents, and has become a memorable event in the rat experience.

f. Ms. Griffin, VMI legal counsel, reported to the Committee on a study by the State Council for Higher Education in Virginia of the viability of a proposal to create regional centers for investigation of campus sexual assault.

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16. Public Comment Period. Notice had been given that invited public comment at this meeting. Mr. Boland inquired at 1031 hours whether there was anyone desiring to make comments to the Board. There was no one present wishing to do so.

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17. Entered into Closed Session: A motion was made by Mr. Hines, seconded by Mr. Gottwald, to enter into a Closed Session. The motion passed unanimously and the Board entered into Closed Session at 1033 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 cases, 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) the VMI Police Department; (ii) the Commandant’s staff; and (iii) a probationary, non-tenured faculty member.
3. Discussion or consideration of honorary degrees or special awards, pursuant to Va. Code Section 2.2-3711 (A) (11), pertaining to the New Market Award.

18. **Return to Open Meeting**: *At 1125 hours, a motion was made by Mr. Boland, seconded by Mr. Hall, certifying the Closed Meeting.* The motion passed unanimously. The Board returned to open session at 1125 hours.

19. There being no further business to come before the Board, the meeting was adjourned at 1125 hours.

[Signature]

SEAN P. HARRINGTON, Lt Col, USAF (Ret.)
Secretary