



BOARD OF VISITORS

201 SMITH HALL, LEXINGTON, VIRGINIA 24450-0304

Meeting Minutes May 1 – 3, 2025

Several public meetings of the Virginia Military Institute Board of Visitors were held in Lexington, Virginia on May 1 – 3, 2025, pursuant to public notice. ***All meeting materials are publicly available at <http://www.vmi.edu/bovmaterials>.***

Board of Visitors Members Present

Ernie Edgar '87	Terry McKnight '78
Hugh Fain '80	Meaghan Mobbs
Conrad Garcia	Nancy Phillips
Teddy Gottwald '81	Stephen Reardon '84
Jonathan Hartsock '00	Maj. Gen. James Ring '88 (ex-officio)
Jamie Inman '86	Jose Suarez '82
Bill Janis '84	Kate Todd
Jim Joustra '76	Damon Williams '90

Others Present

Maj. Gen. Cedric Wins '85, Superintendent
Col. Bill Wyatt, Board of Visitors Secretary
Patrick O'Leary '90, Senior Asst. Attorney General

Thursday, May 1, 2025

The External Relations, Nominations and Governance, and Appeals committees held meetings beginning at 2:15 p.m. Following the committee meetings, the full board convened.

1. Board president, Teddy Gottwald, presided and called the meeting to order at 4 p.m. The meeting was streamed live and is archived on the VMI Board of Visitors YouTube channel: <https://www.youtube.com/watch?v=jlAua5ZqTkA>.
2. Gottwald recognized Jose Suarez as the newest member of the Board of Visitors and discussed the purpose of the meeting which was to discuss and come to general agreement on major issues the board should focus on during the 2025 – 2026 academic year.
3. A discussion ensued about ideas and issues that should be continued, implemented, or reinforced. These ideas and issues included:



- a. Creating an environment for character and virtue formation;
- b. Branding and communicating relevance especially with respect to prospective cadets and alumni;
- c. Focusing on academic excellence especially communicating career paths post graduation;
- d. Increasing the number of engineers and providing training in sub-specialties (e.g. design, management, construction, etc.);
- e. Ensuring leadership opportunities as a co-curriculum;
- f. Improving relationships with the General Assembly;
- g. Building trust among parents, alumni, and the General Assembly;
- h. Addressing affordability especially for out-of-state cadets;
- i. Developing strategy to increase endowment to \$2 billion range;
- j. Exploring graduate programs as an extension of the VMI experience and as a new revenue stream;
- k. Defining a culture to include ensuring the VMI experience is hard and cadets are held accountable for their actions;
- l. Reviewing the environment of NCAA athletics and how it impacts the culture of the Corps of Cadets (e.g. "cadets first, athletes second");
- m. Setting a goal to attract more women as cadets and as mentors for female cadets;
- n. Reinforcing the things that are important to build trust among alumni.

4. The meeting was adjourned at 5:30 p.m.

The Executive Committee held a brief meeting at the conclusion of the full board meeting.

Friday, May 2, 2025

5. The full board convened again on Friday, May 2, at 8:30 a.m. Teddy Gottwald called the meeting to order and recognized Maj. Gen. Wins, VMI's superintendent. The meeting was streamed live and is archived on the VMI Board of Visitors YouTube channel:
<https://www.youtube.com/watch?v=3A31SrfuUSM>
6. Maj. Gen. Wins shared highlights from the spring semester. These highlights include:
 - a. Psychology professors received \$150,000 to study veteran suicide;
 - b. Two cadets were honored by the Lexington Fire Department for their service as EMTs;



- c. The VMI basketball team made an appearance in the Southern Conference tournament semifinals;
 - d. Col. Steven Knepper earned several awards for his poetry from the Poetry Society of Virginia;
 - e. Eight first class cadets spent spring furlough in Greece as part of an Olmsted Foundation program which prepares officers for deployments once they're commissioned;
 - f. 35th Environment Virginia conference was held on post. The conference brings together professionals from government, non-profits, academia, and industry; and
 - g. VMI lacrosse had its best season ever as a Division I program. The team is the first VMI lacrosse team to win double-digit in a single season. VMI ended season receiving Top 20 votes.
7. Maj. Gen. Wins highlighted the commissioning / graduation schedule. The Air Force Chief of Chaplains, Maj. Gen. Trent Davis, will speak at the baccalaureate service. Lt. Gen. Karl Gingrich, deputy chief of staff for programs, will be the commissioning officers, and Gen. (ret.) Darren McDew '82 will be the graduation speaker.
8. A video was shown of the newly launched VMI virtual tour. The tour, which is accessible at vmi.edu, is designed for prospective cadets and visitors to gain a better understanding of the VMI post.
9. Maj. Gen. Wins recognized the accomplishments of several groups and individuals:
- a. Isaiah Glover '27 and Connor Cavazos '28 were national boxing champions in their respective weight classes at the USIBA National held in Macon, Georgia in April. The VMI Boxing team earned second place honors.
 - b. The VMI Ethics team won both the 2025 Senior Military College Intercollegiate Ethics Competition and the 2025 Military Ethics Case Competition. This is the first time the team has won both competitions in a single year.
 - c. Several cadets were honored for their heroic efforts to save the life of a fellow cadet after his heart stopped while playing basketball in Cocke Hall.
10. Col. Shannon Eskam, assistant superintendent for Strategic Enrollment Management briefed the board on financial aid automation efforts, retention software, and a project to use data and analytics with recruitment efforts.



11. Lt. Col. Joe Hagy, director of Admissions, told the board VMI has received 2,258 applications to date, the highest number of applications ever received. 24% of applications are from women. 470 deposits have been received.

Hagy shared the reasons given for prospective cadets to cancel their appointments. The most frequent reasons given include attending a federal service academy, enlisting, or the cost of attendance.

12. Brig. Gen. Dallas Clark provided a government relations update. He said VMI was not able to convince the General Assembly to provide increases to the school's annual budget, though they did provide a number of one-time funding appropriations. State actions also include a 1.5% employee bonus to be paid in FY 2025 and a 3% employee pay raise in FY 2026.

The state budget also retained funding for Moody Hall and the barracks windows replacement project. Funding for the CLE Phase II project was included in the governor's budget as submitted to the General Assembly, but that funding was removed from the budget sent back to the governor for his signature.

13. Brig. Gen. Clark presented the proposed FY 2026 operating budget. The proposed budget totals \$125 million. Staff showed scenarios for action of tuition and fees that included a 0% tuition increase (Option 1) or a 2.5% tuition increase (Option 2). Both options included a 3% increase in fees.

New expenses in the proposed budget included a 3% salary increase for employees, increases in employer health insurance premiums, increases in contractual spending, and an investment in deferred non-capital projects. Each option leaves an operating deficit of \$2.3 million (Option 1) and \$1.5 million (Option 2). Current Education and General (E&G) and Auxiliary fund balances would be used to cover the deficit.

Mr. Gottwald expressed concern over the deficit in the Athletics budget (\$1.2 million). Mr. Edgar expressed concern the budget was too conservative with respect to the corps size assumptions used for budgeting purposes. Mr. Suarez asked about attrition and comparisons to previous years.

14. In response to a request at a previous meeting, Brig. Gen. Bob Moreschi presented the SACSCOC accreditation standards as they pertain to governing boards and the superintendent. He highlighted several standards for the board to be aware of including reviewing the Institute's mission on a regular basis, distinguishing between the policy making function of the board and



the responsibilities of the administration and faculty, and evaluating the institution's chief executive officer.

The dean said VMI's Office of Institutional Effectiveness is far along in preparing a report that shows how the Institute is meeting the standards. He said thus far there are no concerns that VMI is not meeting the standard.

15. Maj. Gen. Wins and Brig. Gen. Moreschi introduced a proposal to allow cadets to stay at the Institute for a 9th or 10th semester. This would allow cadets who leave the Institute under the 10-credit rule to take a partial academic load to complete their degree. The proposal would also allow cadet-athletes who have additional eligibility but have completed their degree requirements to stay at VMI while they take additional hours toward a minor or a concentration. If adopted, the proposal would be similar to the academic regulations in effect from the early 1990s.

The administration asked the board to endorse the concept of the proposal to enable the dean to direct further development by the Academic Board. After some discussion, the board expressed enthusiasm and directed the dean to further develop the concept.

16. Maj. Gen. Wins briefed the board on the progress of implementation of the strategic plan. He discussed the key endstates of the strategic plan which include:
 - a. Grow and retain a Corps of Cadets sized for full operational capacity
 - b. Be a first-choice destination for talented students, faculty, and staff
 - c. Retain and graduate cadets at rates comparable to the nation's best institutions
 - d. Have a leadership and education model that others seek to emulate
 - e. Teach cadets to think critically, ethically, and work effectively in teams
 - f. Develop and graduate honorable men and women who serve with courage and compassion

The superintendent estimated the funding needed to implement the strategic plan over 10 years. The rough order of magnitude for a comprehensive campaign to cover the strategic plan initiatives is about \$490 million.

Each of the five strategic plan initiatives were briefed to the board by the respective initiative leads. The five initiatives are:

- a. Prepare exceptional leaders
- b. Strengthen academic excellence



- c. Foster esprit de corps
 - d. Recruit top cadets and boost success
 - e. Deliver 21st century infrastructure
17. VMI's athletic director, Jamaal Walton, updated the board on several athletic initiatives including the Keydet for Life program, marketing efforts, and the Compete to Win fundraising efforts.
18. Col. Ley Havird, VMI's commandant, updated the board on cadet discipline, Blue Book changes, and athletic engagements. He also discussed fitness program revisions that will go into effect for the Fall 2025 semester.
19. After Maj. Gen. Wins and senior leaders completed their briefs, Kate Todd suggested the board have a thoughtful conversation regarding the Feb. 14, 2025, "Dear Colleague" letter. Col. Travis Homiak, chief of staff, pointed out the Cadet and Personnel Affairs Committee will have a conversation on that topic later in the day.
20. The meeting adjourned at 11:38 a.m.

The full board reconvened for a working lunch at noon.

21. Ernie Edgar called the meeting to order at 12:30 p.m. and introduced consultants from the executive search firm, Buffkin / Baker, with whom VMI has contracted for the ongoing superintendent search. Ken Carrick, Janny Deloache, and Martin Baker from Buffkin / Baker participated via Zoom. The meeting was streamed live and is archived on the VMI Board of Visitors YouTube channel: <https://www.youtube.com/watch?v=9mo-JSKyuD4>

After introductions, the consultants gave the board an update on the process that they are following for the superintendent search. He told the board the team spent several days on post better understanding VMI and listening to cadets, faculty, and staff about the characteristics they would value in the next superintendent. Additionally, Buffkin / Baker completed a survey of cadets, faculty, staff, and alumni where they received more than 1,495 responses. More than 70% of survey respondents identified as alumni. Carrick said they are already evaluating more than 30 candidates who have expressed interest in the position or have been recommended by others.



Ernie Edgar asked Carrick to comment on the timeline for naming a new superintendent. Carrick said the direction given to them by the search committee has been hiring a quality superintendent is the priority and will not be sacrificed for expediency.

22. The meeting adjourned at 1:00 p.m.

Committee meetings comprised the remainder of the afternoon.

Saturday, May 3, 2025

23. Teddy Gottwald called the meeting to order at 8 a.m. The meeting was streamed live and is archived on the VMI Board of Visitors YouTube channel: <https://www.youtube.com/live/RF3Tm9b1HEo?si=zLLzVgQjVL54AWge>

He introduced the public comment portion of the meeting by welcoming and thanking those who came to speak to the board. He explained each person would have three minutes to speak.

Those participating in the public comment session were called by the board secretary in the order they had signed up. The following individuals were present and provided public comment to the board:

- a. Robert Morris '79
- b. Gene Scott '80
- c. Gregory Weaver '79
- d. Ronald Norman '75
- e. Vince Morton '86
- f. Cadet Isaiah Glover '27
- g. E. Sean Lanier '94

Several individuals submitted written comments to the board for this meeting. Those comments are publicly available in the May 3, 2025, Full Board Meeting at <https://www.vmi.edu/bovmaterials>.

24. The Class of 2025 regimental commanding officer, first class president, and Honor Court president made brief remarks and introduced the Class of 2026 leaders which include:

- a. RCO: Devin Auzenne, a history major from Opelousas, Louisiana
- b. First Class President: Maximus Ankrah, a biology major from Dumfries, Virginia



- c. Honor Court President: Grant Rose, an economics and business major from Virginia Beach, Virginia
25. David Prasnicki, CEO of the VMI Alumni Agencies, provided an update on the agencies' activities. He reviewed the legal structure of the agencies and its relationship to the Institute and also discussed the collaboration and engagement opportunities the Agencies employs among alumni and friends. Prasnicki said most measures including engagement and contributions are trending up. He told the board the value of the endowment is around \$801 million as of this morning.
26. A motion was made by Conrad Garcia and seconded by Hugh Fain to adopt the items included on the consent calendar. The motion passed unanimously. The following items were adopted:
- a. Approval of Feb. 6 – 8, 2025, meeting minutes
 - b. Resolutions
 - i. Kathleen Bulger-Barnett upon her retirement
 - ii. Hugh Fain '80 for 8 years of service to the Board of Visitors
 - iii. Maj. Gen. Wins for service as superintendent and granting Superintendent Emeritus status upon his departure
 - c. Approval of changes in faculty (Academic Affairs Committee)
 - d. Approval of May 2025 graduates (Academic Affairs Committee)
 - e. Approval of Jackson-Hope grants (Academic Affairs Committee)
 - f. Approval of changes to the Faculty Handbook (Academic Affairs Committee)
 - g. Approval of curricular changes (Academic Affairs Committee)
 - h. Approval of delegations of authority (Audit, Finance, and Planning)
27. Jamie Inman, chair of the Academic Affairs Committee, provided an update on the committee activity since the last board meeting. The committee discussed the motions approved on the consent calendar. They also discussed admissions and academic standards. The dean briefed the committee on academic trends, notification of merit scholarship recipients, and SACSCOC accreditation.
28. Damon Williams, chair of the Athletics Committee, said the committee spent most of their time discussing the Athletics budget during their last committee meeting.
29. Ernie Edgar, chair of the Corps and Military Affairs Committee, updated the board on their committee meeting. He said the committee discussion focused on ROTC activities and the transition from the Class of 2025 to the



Class of 2026. Edgar recognized Col. Nicole Scott who has served as the commander of the Air Force ROTC detachment for the past three years and will be leaving VMI over the summer for another assignment.

30. Meaghan Mobbs, chair of the Cadet and Personnel Affairs Committee, told the board the committee reviewed and discussed the Institute's compliance with the Feb. 14 "Dear Colleague" letter. The committee also adopted a committee charter and reviewed a list of the compliance reports required of the Institute.
31. Hugh Fain, chair of the Appeals Committee, said the committee received a brief from Col. Merce Brooke, superintendent's Honor Court representative, who discussed the activity of the Honor Court over the past academic year. He said artificial intelligence continues to be the source of many Honor Court investigations and cases this year. Fain expressed the committee's deep appreciation to Col. Brooke for his long tenure as a superintendent's Honor Court representative. Col. Brooke is stepping down from that role but will remain on the Physics faculty.
32. Nancy Phillips, chair of the External Relations Committee, reported on the committee's discussion from Thursday. The committee received reports on the actions of the 2025 General Assembly and ongoing government relations activity, communications and marketing including media relations, and a report from the outgoing and incoming S5 cadet captains.
33. Teddy Gottwald, board president, gave an update on the Executive Committee meeting where they reviewed and recommended bylaw changes.
34. Conrad Garcia, chair of the Nominations and Governance Committee, said the committee is recommending to the Executive Committee that a new committee structure be created to allow for greater oversight of the safety and security functions of the Institute.

Garcia made a motion to adopt the proposed bylaw changes as amended by the committee. The motion passed unanimously. A copy of the bylaw changes is available at the May 3, 2025, Full Board Meeting at <https://www.vmi.edu/bovmaterials>.

35. Ernie Edgar, co-chair of the ad-hoc Superintendent Search Committee, said the committee has been formed and includes representatives from throughout the VMI community. The committee has met three times and has contracted with an executive search firm, Buffkin / Baker. The search firm



conducted a survey to solicit feedback from the broader community and the firm spent several days on post listening to feedback from cadets, faculty, and staff. A draft position profile is now being circulated among committee members. He said the goal of naming a superintendent by August 1 is aspirational and will depend on the depth and breadth of the candidate pool. A search committee website has been created in the spirit of transparency. The website is available at <https://www.vmi.edu/about/governance/board-of-visitors/vmi-superintendent-search/>.

36. Kate Todd, chair of the Audit, Finance, and Planning Committee, said the committee had a very positive conversation with the auditors who had completed VMI's most recent audit.

The committee discussed the FY 2026 operating budget and tuition and fees. Todd made a motion that puts forward the committee's recommendation: "The VMI Board of Visitors approves the FY 2026 operating budget to include a 2.5% tuition increase for Virginia cadets, a 1% tuition increase for non-Virginia cadets, and a 3% fee increase for all cadets."

Bill Janis made a substitute motion, seconded by Jim Joustra, "The VMI Board of Visitors approves the FY 2026 operating budget to include a 0% tuition increase for all cadets and a 3% fee increase for all cadets." Discussion followed. A vote was taken by a show of hands and the motion passed by a vote of 9-5. Jonathan Hartsock recused himself from the vote. The substitute motion is adopted and the original motion is moot.

Kate Todd made another motion: "The Athletics subsidy will be limited to \$750,000 for FY 2026 and will be evaluated during the January 2026 board meeting with the opportunity to increase that amount to \$1,000,000 based on satisfactory FY 2027 projections that show operating deficit of approximately \$500,000." Discussion followed.

Terry McKnight made a substitute motion, seconded by Hugh Fain, to approve the Athletic budget as it is proposed in the FY 2026 operating budget. Discussion followed. The substitute motion failed by a vote of 3-12.

The original motion made by Kate Todd was considered and passed 12-3.

37. Enter closed session. A motion was made by Ernie Edgar and seconded by Kate Todd to enter closed session. The motion passed unanimously, and the board entered closed session at 10:37 a.m. to discuss:



- a. Matters related to the employment, assignment, appointment, or performance of specific public officers, appointees, or employees of the public body, and evaluation of performance of departments or schools of public institutions of higher education pursuant to Va. Code Section 2.2-3711 (A) (1), relating to the appointment of board officers and an acting superintendent and/or discussion of individual personnel matters.
 - b. 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.
 - c. Consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel pursuant to Va. Code Section 2.2-3711 (A) (7), pertaining to actual or probable litigation of the Institute.
 - d. Consultation with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel pursuant to Va. Code Section 2.2-3711 (A) (8).
38. Return to open session. A motion was made by Bill Janis and seconded by Conrad Garcia to certify the closed session. A roll call vote of the members present was taken. All members present voted to certify the closed session and the board returned to open session at 12:02 p.m.
39. Conrad Garcia made a motion, seconded by Kate Todd for the following slate of officers to serve for 2025 – 2026 beginning July 1, 2025:
- a. Jamie Inman, president
 - b. Ernie Edgar, vice president
 - c. Teddy Gottwald, vice president
 - d. Kate Todd, vice president
 - e. Conrad Garcia, non-alumnus, at-large Executive Committee member
 - f. Bill Wyatt, secretary
 - g. First-class president, non-voting, advisory representative to the board
- The motion passed unanimously.
40. Conrad Garcia made a motion, seconded by Bill Janis, to fill vacancies to the Executive Committee for the current unexpired term:
- a. Kate Todd, vice president
 - b. Jamie Inman, vice president
 - c. Conrad Garcia, non-alumnus, at-large member



The motion passed unanimously.

41. Bill Janis made a motion to appoint Brig. Gen. Dallas Clark '99 to be the acting superintendent to fill any gap between the departure of Maj. Gen. Wins and the arrival of the next superintendent. The motion passed unanimously.
42. The board recognized the service to the Institute and the country of Maj. Gen. Cedric Wins '85 by reading into the record the resolution enacted earlier in the meeting:

*Board of Visitors
Virginia Military Institute
Resolution*

WHEREAS, Cedric T. Wins earned a bachelor of arts degree in economics from VMI in 1985. During his cadetship, he was a standout member of the NCAA basketball team where he finished his career among the top five scorers in VMI history. Upon graduation, he received a commission as a field artillery officer and served 34 years in the United States Army retiring at the rank of Major General.

WHEREAS, Maj. Gen. Wins was the first commanding general of the U.S. Army Combat Capabilities Command, the Army's organic science, technology, and analysis organization dedicated to developing combat capabilities. During his Army career he held positions in the Office of the Deputy Chief of Staff G-8, the 2nd, 4th and 7th Infantry Divisions, Combined Army Support Command, and U.S. Special Operations Command. His overseas service included the Republic of Korea, peacekeeping in the Sinai Desert, Egypt, and wartime service in Afghanistan. His awards include the Distinguished Service Medal (with one Oak Leaf cluster), the Defense Superior Service medal, the Legion of Merit (with one Oak Leaf cluster), the Bronze Star and many others.

WHEREAS, in 2020, the VMI Board of Visitors appointed Maj. Gen. Wins VMI's interim superintendent and later the Institute's 15th superintendent. He assumed these duties amid a tumultuous time. Under Maj. Gen. Wins' leadership, VMI successfully navigated a worldwide pandemic, social unrest, and a decade-long decline in admissions applications. He led efforts that resulted in a 70 percent increase in state funding and procured major funding for capital projects. During his tenure, the Institute received funding to improve post-wide safety and security, update barracks, renovate and expand Nichols Engineering Building, and replace Moody Hall. His efforts modernized the Institute's strategic enrollment infrastructure resulting in the second largest number of applications in the school's history. He also focused on the well-being of the Institute's faculty and staff, finding the resources necessary to ensure all VMI



BOARD OF VISITORS

employees received salary and benefits competitive with other Virginia institutions of higher education. In 2023, the Board of Visitors approved his strategic plan, which charts the path for the Institute to produce the nation's leaders for the 21st century.

THEREFORE, Be It Resolved, That the VMI Board of Visitors expresses its sincerest gratitude to Maj. Gen. Cedric T. Wins '85 for his leadership and dedication to the Institute and do hereby confer upon him the status of

SUPERINTENDENT EMERITUS

Given this third day of May, two thousand twenty-five.

*Thomas E. Gottwald '83
President
VMI Board of Visitors*

43. A motion was made by Ernie Edgar and seconded by Kate Todd to adjourn. The motion passed unanimously and the board adjourned at 12:15 p.m.