

ANNUAL REPORT TO THE
VIRGINIA GENERAL ASSEMBLY
OF THE
VIRGINIA MILITARY INSTITUTE
BOARD OF VISITORS
FOR 2024



Executive Summary

This report for calendar year 2024 constitutes the annual report for the Virginia Military Institute (VMI) Board of Visitors. It is submitted to the General Assembly, the governor, and made publicly available on the VMI Board of Visitors website in accordance with § 23.1-1303 of the Code of Virginia. It provides an overview of board activities as is statutorily required. The VMI Board of Visitors is comprised of sixteen members nominated by the Governor of the Commonwealth, along with the Adjutant General of Virginia as an ex-officio member.

During the year, the board considered and addressed a wide variety of topics to include fiscal and budgetary oversight and determinants (i.e., approval of the fiscal 2025 operating budget and tuition and fees establishment), updated board bylaws to add provisions for compliance of Virginia's Conflict of Interest Act, elected a new slate of officers for the 2024 – 2025 academic year, addressed enrollment challenges, academic and athletic affairs, and personnel matters. With respect to academic outcomes, the board approved 195 Bachelors of Science and 176 Bachelors of Arts degrees that were awarded to the VMI Class of 2023 in May.

Regularly scheduled, full board meetings were live streamed via the internet to provide real-time public access in accordance with State Council of Higher Education for Virginia guidelines. An archive of agendas and other supporting material for each board meeting, as well as email addresses (individual and collective) allowing board members to receive public communications pertaining to board business, were prominently maintained on the Board of Visitors website. Following each full board meeting, detailed minutes were publicly posted on the board's website at: <https://www.vmi.edu/about/governance/board-of-visitors/past-meetings/> in accordance with Va. Code § 2.2-3707(H) and may be referenced for additional context beyond the scope of this report. All meetings were conducted pursuant to notice as required by Va. Code § 2.2-3707 (C). VMI's legal counsel, from the Virginia Office of the Attorney General, attended board meetings on invitation in accordance with Va. Code § 23.1-1303 (B).

By the authority vested in me by the VMI Board of Visitors, this Report is hereby tendered pursuant to § 23.1-1303 (B) of the Code of Virginia.

John Adams '96
President, VMI Board of Visitors

Report of the VMI Board of Visitors

2024

The following constitutes the board's annual report. A summary of major board actions and committee activities is included in this report.

1. **Board Membership:** Pursuant to the Code of Virginia, VMI's Board of Visitors consists of eight alumni residents of the Commonwealth, four non-alumni Commonwealth residents, and four alumni residing out-of-state. The Adjutant General of Virginia serves on the Board, ex officio. Additionally, the cadet serving as President of the First (senior) Class of the Corps of Cadets serves as the student representative to the board. As of July 2024, Board of Visitor membership was as follows:

John Adams '96, President
C. Ernest Edgar IV '87
Quintin Elliott '85
Hugh M. Fain III '80
Clifford Foster '93
J. Conrad Garcia
Thomas E. Gottwald '83
Col. James P. Inman '86 (ret.)
William R. Janis '84
Lt. Col. James G. Joustra '76 (Ret.)
Rear Adm. Terence E. McKnight '78 (Ret.)
Dr. Meaghan Mobbs
Mrs. Nancy W. Phillips
Kate Todd
Thomas R. Watjen '76
Mr. Damon Williams '90
Maj. Gen. James W. Ring '88, VAARNG (ex-officio_

In June 2024, Gussie Lord '01 and Lester Johnson '95 were not reappointed. Scott Marsh '81 had served two terms and rolled off the board. Governor Youngkin appointed Quintin Elliott '85, Clifford Foster '93, and William Janis '84 as the newest board members.

VMI legal counsel is provided by the Office of the Attorney General for the Commonwealth. Specifically, Mr. Patrick O. O'Leary '90, Senior Assistant Attorney General, serves as VMI and board counsel. He was present at board meetings and worked closely with board officers, committee chairs, and VMI staff on board activities and actions as necessary.

John Adams '96 was elected by the Board of Visitors to serve as president beginning July 1, 2024. The board also elected Thomas Gottwald, Thomas Watjen, and Damon Williams to serve as vice presidents. Kate Todd was elected as Executive Committee non-alumni member. The first class president was elected as a non-voting, advisory representative to the board.

Col. Bill Wyatt, executive officer to the superintendent, was elected to serve as the board secretary beginning July 1, 2024 after having served as the acting board secretary for the previous year.

2. Board Member Orientations and Training: Each summer, new VMI Board of Visitor appointees receive a day of orientation and training. This year's training was conducted in August 2024. Quintin Elliott, Clifford Foster, and William Janis were in attendance for the orientation. In addition to the board president and new members, the superintendent, chief of staff, academic dean, deputy superintendent for Finance and Support, secretary to the board of visitors, and VMI's legal counsel also participated in the training. The orientation provided a series of briefings on the Institute and board matters, along with Freedom of Information Act (FOIA) and Conflict of Interests Act training. The wide array of departmental briefings were provided by VMI senior staff. In addition to the VMI hosted orientation, board members Elliott, Foster, Janis, Inman, Phillips, Edgar, Williams, McKnight, and Ring attended the State Council of Higher Education for Virginia (SCHEV) training held in November in accordance with Va. Code § 23.1-1304(A). Kate Todd was unable to attend and will attend in 2025 in order to meet the legal requirement to attend an orientation session within the first two years of her term.

In further support of board continuing professional education, VMI Legal Counsel provided training highlighting relevant legal matters, particularly FOIA, conflict of interest, and financial disclosure requirements in accordance with Va. Code § 23.1-1306.

3. Board Meetings: The VMI Board of Visitors meets as a body three times per year for regular meetings. During 2024, regular meetings occurred in January, April, and September. The Board held numerous special meetings as well to discuss the Institute's strategic plan as well as budget and tuition planning. Special meetings occurred in March, June, October, and November. All board meetings were conducted pursuant to notice as required by Va. Code § 2.2-3707 (C). A quorum of board members was present at each meeting. The meetings in June and October were conducted virtually in accordance with Va. Code § 2.2-3708.3 (C).

During meetings, the board received extensive briefings from the superintendent, dean of the faculty, deputy superintendent for Finance and Support, athletic director, Commandant of Cadets, and other senior staff members. Additionally, the president and CEO of the VMI Alumni Agencies provided relevant updates to the board. Leaders and representatives of the VMI Corps of Cadets, the first-class president, regimental commander, and president of the Honor Court regularly briefed (and engaged with) the board.

4. Board Meetings and Actions for 2024: The following is an overview of significant board attention and actions for the current calendar year:

a. The board approved all changes in faculty appointments, to include hiring, promotion, and retirement recognition actions for faculty and staff.

b. The board approved the graduation lists for all cadets graduating from VMI, and curricular changes proposed through the Academic Affairs Committee.

c. The board performed annual reviews and approved a number of VMI strategic and operational plans. These included the Institute's Operating Budget; the SWaM Plan for small, women and minority-owned businesses; the Post Facilities Master Plan outlining the physical infrastructure and capital needs for the Institute; and VMI's Six Year Plan.

d. At the January 26-27, 2024 meeting, the board received a detailed report from the VMI superintendent, Maj. Gen. Cedric Wins '85, and senior leaders, which included key Institute events and activities, specifically he discussed implementation of the Forging 21st Century Leaders strategic plan. The board received updates on strategic enrollment efforts, academic performance, first destinations of graduates, budget, and legislative relations.

e. On March 19, 2024, the VMI Board of Visitors Audit, Finance, and Planning Committee held a special meeting to discuss VMI's fiscal year 2025 operating budget.

f. The board held their last regularly scheduled meeting of the 2023-2024 academic year May 2 – 4, 2024. Following a period of public comment in accordance with Va. Code § 23.1-307, the board received updates on post activities, events, and recognitions during the spring semester, strategic enrollment management, Call to Duty scholarships, academics, Corps training, the strategic plan, and the VMI Alumni agencies activities. The board approved the fiscal year 2025 budget and set tuition and fees for the 2024 – 2025 academic year. Among other approvals are the May 2024 graduation list, congratulatory resolutions for retiring faculty and staff, Jackson-Hope grant funding requests, changes to the faculty handbook, curricular changes, a resolution regarding the maintenance of Saunders Drive, the creation of a committee to consider nominees for the Jonathan Myrick Daniels '61 Humanitarian Award, and bylaw changes. A new slate of officers was also elected. Members of the board met in closed session for the evaluation of the superintendent's performance and approval was given for an adjustment to the superintendent's compensation.

g. On June 26, 2024, an Executive Committee meeting was held where Executive Committee members received an update from the superintendent on a possible agreement between VMI and Mountain Gateway Community College. The superintendent also briefed the Executive Committee on The Cadet newspaper.

h. On June 27, 2024, the Board of Visitors held a special meeting where Maj. Gen. Wins updated the board on the incoming Rat mass, the strategic plan, The Cadet newspaper, and a potential agreement between VMI and Mountain Gateway Community College. The board also discussed the Virginia Military Survivors and Dependents Education Program.

i. On September 10, 2024, an Executive Committee meeting was held in Richmond where members received an update from the superintendent on matriculation, the accreditation process, cadet in-town behavior, and the strategic plan. John Adams briefed his plan for broadening committee responsibilities and procedural changes to board meetings.

j. The board's last regularly scheduled meeting of the calendar year was held September 16 – 18, 2024. The board received briefings about Institute activities and initiatives since May, organization chart, general order changes, admissions recruiting, academic performance, fiscal 2024 budget performance, Corps discipline, athletics, and the strategic plan. The board approved the August 2024 graduation list, faculty changes, faculty handbook changes, the 2025 SWaM plan, Jonathan Myrick Daniels '61 Humanitarian Award Committee membership, and bylaw changes to reflect a new committee structure.

k. On October 23, 2024, the Executive Committee held an all-virtual meeting. VMI Superintendent, Maj. Gen. Cedric T. Wins, updated the committee on admissions recruiting, plans for rolling out the strategic plan, and the NCAA House settlement. The Executive Committee discussed The Cadet newspaper.

l. The Audit, Finance, and Planning Committee met on November 14, 2024, where they discussed development of VMI's 2026 operating budget. They also received reports on the VMI Alumni Agencies and information technology activities.

m. For board appointee recommendations in consideration of outgoing and/or open board member positions, the board, VMI Alumni Agencies, and superintendent conferred to suggest candidates to the Secretary of the Commonwealth based upon a Board of Visitors needs and required skillset matrix. This coordination occurred during the November 2023 – March 2024 timeframe, with the Virginia Military Institute Alumni Association submitting nominations to the Secretary of the Commonwealth in accordance with Virginia Code.

5. **Committees:** During 2024, the VMI Board of Visitors structure contained nine committees, each comprised of a chairperson and four to seven board members. All committees had assigned VMI staff liaisons and, at each of the established meetings, individual committee agendas were developed, and meeting minutes were recorded. The board changed the name and scope of

two of the committees at the September 2024 board meeting. The standing board committees as of December 2024 are as follows:

Audit, Finance, and Planning: financial, budgetary, and fiscal matters; strategic plan; Post Facilities Master Plan, SWaM plan, information technology; public safety and compensation topics.

Academic Affairs: all academic matters; curricula changes; undergraduate research; international programs; career services; admissions; and accreditation.

Corps and Military Affairs: all cadet activities; barracks operations; regimental and class systems; ROTC activities; commissioning; club and intramural sports.

Cadet and Personnel Affairs: health and well-being of cadets, faculty, and staff; Title IX; diversity and inclusion; mental and physical health; human resources.

Athletics: all matters involving VMI NCAA sports; review of academic progress reports; NCAA compliance matters; and NCAA certification.

External Relations: governmental relations; strategic communications and marketing; VMI Museum System activities; and Board of Visitor awards.

Nominating and Governance: individual board appointments and officers; matters relating to the governance of the board including the board by-laws.

Appeals: responsible for hearing the appeals of any cadet dismissed following an Honor Court trial or, in rare circumstances, an appeal of a cadet dismissed for disciplinary reasons by the superintendent.

Executive: elected members of the board including the president, three vice-presidents, and one non-alumnus. In addition to the duties specific to VMI's Executive Committee, the Executive Committee organizes the working processes of the board, recommends best practices for board governance, and coordinates the other responsibilities required by Va. Code § 23.1-1306.

6. Committee Activities: Committees are comprised of specific members to maximize requisite experience and expertise in the corresponding areas of responsibility, as well as overlapping tenures to ensure adequate continuity. The Audit, Finance, and Planning Committee, for example, reviews all fiscal matters, to include the annual operating budget and annual audited financial statements, and presents these matters to the full board. This committee membership includes individual acumen in financial and business-related matters.

In accordance with standard procedures, the board was provided reports, proposals, and other documentation a week or more in advance of the meeting to facilitate preparatory review and understanding. Committee chairs collaborated with their assigned staff liaisons throughout the year to ensure topical awareness and that necessary matters were presented for board action. The majority of 2024 board resolutions were reviewed extensively by a particular committee and briefed to the full board prior to a vote being taken.

7. **Conclusion:** As previously noted, further detail of VMI Board of Visitors actions and activities is available within the minutes and materials archives of the respective meetings on the Board of Visitor section of the VMI website, and via reference through the Commonwealth's Calendar.

The VMI Board of Visitors past meeting information web address is as follows: <https://www.vmi.edu/about/governance/board-of-visitors/past-meetings/>. Board meeting materials are published publicly at the time the materials are provided to board members. Such meeting materials are available and archived at <https://www.vmi.edu/bovmaterials>.

Additionally, video recordings of the full board meetings are archived on the VMI Board of Visitors YouTube page at <https://www.youtube.com/@VMI1839-BOV>.

Further information may be obtained by contacting the secretary to the VMI Board of Visitors, Col. Bill Wyatt at (540) 464-7170 or wyattwj@vmi.edu.