

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

FOR

2018



Executive Summary

This Report for Calendar Year 2018 constitutes the annual report for the Virginia Military Institute's Board of Visitors. It is submitted to the Virginia General Assembly and the Governor in accordance with § 23.1-1303 of the Code of Virginia. It provides an overview of the Board's activities for this year and is an annual requirement.

The Board is comprised of sixteen members nominated by the Governor of the Commonwealth along with The Adjutant General of Virginia, who is an ex officio member. The VMI BOV enjoyed another year of superb participation by its members in 2018 for the three scheduled meetings, as well as in the varied work performed by its eight committees. One new member was appointed by Governor Northam in 2018.

During this past year, the Board considered and addressed a wide variety of issues to include fiscal and budgetary, personnel, academic, and athletic matters. VMI, like all public colleges and universities in the Commonwealth, continued to work through the difficult fiscal climate that exists. The Board spent considerable time and attention in this critical area, as did our Audit, Finance, and Planning Committee. Actions were also taken to ensure that VMI met all state legislative requirements.

Following each meeting of the Board, detailed written minutes were prepared in accordance with Va. Code § 2.2-3707 and posted as required by Va. Code § 2.2-3707. Further details beyond this Report may be obtained from those minutes, which are located on the VMI website. All meetings were conducted pursuant to notice, as required by Va. Code § 2.2-3707 (C). Our legal counsel from the Virginia Office of the Attorney General attended and was a full participant in all Board matters, on invitation pursuant to Va. Code § 23.1-1303 (B).

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

Date: _____

12/21/18



Mr. J. William Boland
President, VMI Board of Visitors

Report of the VMI Board of Visitors

2018

1. The following constitutes the Board's report. It is presented by subject matter with an appropriate heading. A summary of the major Board actions as well as Committee activities will be included in this report.

2. **Board Membership:** Pursuant to the Code of Virginia, the Board is composed of eight alumni from the Commonwealth, four non-alumni from the Commonwealth, and four out-of-state alumni. The Adjutant General serves on the Board, ex officio. Additionally, the cadet serving as President of the First (senior) Class serves as the student representative to the Board. In January of 2018, the members were as follows:

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. 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)
Major General Timothy P. Williams, VAARNG (ex officio)

Legal Counsel for VMI is provided by the Office of the Attorney General for the Commonwealth. Ms. Elizabeth Griffin from that Office serves as VMI's and the Board's Counsel. She was present at all meetings of the Board and worked closely with the Board officers, committee chairmen, and VMI staff on Board actions.

In June 2018, the term of Mr. Bruce Gottwald '81, Mr. Conrad Hall '65, Mr. Richard Hines V '66, and Mr. Joe Reeder ended. Governor Northam reappointed Mr. Hall, Mr. Hines, Mr. Reeder, and appointed Mr. Thomas Gottwald '83 (alumnus, in state) as the newest Board member.

Mr. John W. Boland was reelected by the Board to serve as President for the term beginning 1 July. The Board also reelected Mr. Hall, Mr. Hines, and

Mr. Collins to serve as Vice-Presidents; LTG Fran Wilson was reelected as the non-alumni member of the Executive Committee and Lieutenant Colonel Sean Harrington was appointed to serve as the Secretary to the Board. At the September meeting, Cadet Eli Facemire, President of the Class of 2019, began service as the cadet representative to the Board.

3. Board Member Orientations and Training: Each summer, new appointees to the VMI Board are brought to Lexington for a full day of orientation and training session. This occurred on 23 August 2018 with Mr. Gottwald attending. Participating in the briefings and orientation were the President, Mr. Boland, the Superintendent, General J.H. Binford Peay III, the Chief of Staff, Colonel James P. Inman, the Secretary to the Board, Lt Col Sean P. Harrington, and Ms. Elizabeth Griffin, VMI's counsel from the Office of the Attorney General. This Orientation provided a series of briefings on the Institute along with Freedom of Information Act and Conflict of Interests Act training from counsel. A full array of briefings was provided as well by the VMI senior staff. In addition to orientation at VMI, Mr. Gottwald attended the State Council of Higher Education for Virginia (SCHEV) training on 23-24 October in Richmond, as mandated by Va. Code § 23.1-1304(A).

In concert with the continuing education of Board members, legal counsel provided electronic training as well as printed materials highlighting legal issues, particularly the requirements of FOIA, for Board members in accordance with Va. Code § 23.1-1306. Accordingly, at the May meeting legal counsel and VMI's Title IX Coordinator educated the Board on VMI's Title IX programs and Title IX requirements. Legal counsel also addressed Virginia Freedom of Information Act requirements.

4. Board Meetings: The VMI Board meets as a body three times per year. Currently, those meetings occur in January, May, and September of each calendar year. The Executive Committee of the Board met with the Superintendent the evening before the full board session. The full board then met during the next two days. All Board meetings were conducted pursuant to notice, as required by Va. Code § 2.2-3707 (C). The full Board meetings occurred on 26-27 January, 4-5 May, and 11-12 September of 2018. A majority of Board members were present at each meeting. At each meeting, two plenary sessions of the full Board occurred in the mornings. A portion of the first morning and the afternoon of the first day were reserved for committee meetings. In Calendar Year 2018, the VMI Board continued a 99% attendance rate by its seventeen members for these three meetings. This demonstrates their high level of commitment to serve the Commonwealth and the Institute.

At each Board meeting, the Board received extensive briefings from the Superintendent, Dean of the Faculty, Deputy Superintendent for Finance, Administration and Support, Athletic Director, Commandant of Cadets, and other senior staff members. Additionally, the President and CEO of the VMI

Alumni Agencies presented updates to the Board. In order to obtain information directly from the Corps of Cadets, the First Class President, President of the Honor Court, and Regimental Commander also presented briefings to the Board at each of the three meetings.

At the January meeting, the Board performed its normal activity of visiting each of the academic departments and visit with faculty and staff. Additionally, the Presidents of the VMI Parents Council provided an update on their activities throughout the preceding school year. The May and September meetings served as the opportunity for public comment.

5. Board Actions for 2018: An overview of the significant Board actions for Calendar Year 2018 is detailed below.

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

b. The Board approved the Graduation Lists for all cadets graduating from VMI.

c. The Board approved the financial statements from the preceding fiscal year at its January meeting. In May, the Board approved the proposed operating budget for FY 2018/19.

d. The Board additionally performed annual reviews and approved a number of strategic and operational plans for VMI. These included the SWaM Plan for small, women-owned and minority-owned businesses; the Post Facilities Master Plan which outlined the physical infrastructure and capital needs for the Institute; the Six Year Plan; and the Institute's Strategic Plan Update for 2019.

e. For the potential appointment recommendation of outgoing Board members, the Board, Alumni Association, and Superintendent conferred to nominate candidates for these positions. This coordination occurred during the November-January timeframe with the Alumni Association providing the Institute's nominations in accordance with the Code of Virginia. The Board reviewed and recommended this list of candidates to the Governor for approval.

f. At the January Board meeting, the Board received a detailed report on the initiatives supporting Vision 2039, which is the Superintendent's overarching strategic plan for the Institute. This plan has fourteen principal objectives with a total of 181 specific action items supporting them in various states of completion.

g. The Board at its May meeting reviewed the Superintendent's Management by Objective (MBO) Report for 2017-18. This detailed report

addressed progress on the particular initiatives of General Peay for the fiscal/academic year. This report also served as the basis for the Board's annual evaluation of the Superintendent in a closed meeting, as now required by Va. Code § 23.1-1303(B). The Board also approved the Superintendent's proposed new MBOs for 2018-19.

6. **Committees:** The VMI Board structure contains eight committees with each comprised of a chairperson and 5-8 total members. These committees have staff liaisons assigned and at each of the three established meetings, individual committee agendas were developed with meeting minutes taken to record the activities. The BOV Committees are as follows:

Audit, Finance, and Planning: financial, budgetary, and fiscal matters; Strategic Plan; Information Technology; and compensation issues

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

Cadet/Military Affairs: all cadet activities; barracks operations; Regimental and Class Systems; ROTC activities; commissioning; club and intramural sports; and cadet welfare activities

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

External Relations: governmental relations; strategic communications and marketing; VMI Museum Program activities; and BOV Awards (New Market Medal and Jonathan Daniels Humanitarian Award)

Nominating and Governance: individual board appointments and officers; responsible for matters relating to the governance of the Board including the 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.

7. **Committee Activities:** The various committees are comprised of members with considerable expertise in the areas of responsibility for that committee. The Audit, Finance, and Planning Committee, for example, reviews all fiscal matters, to include the annual operating budget, and presented these matters to the full Board at a Plenary Session. That Committee has resident experience in financial and business matters.

In accordance with standard procedures, the entire Board was provided reports, proposals, and other documents a week in advance of the meeting to review. Committee chairs continued to work with their assigned staff liaisons throughout the year to ensure the various issues were prepared for Board action. The majority of the Board actions in 2018 were reviewed extensively by a particular Committee and briefed to the full Board prior to a vote being taken.

8. **Conclusion:** As noted previously, further details on the activities of the VMI Board of Visitors are contained in the minutes of those meetings and are available on the Board of Visitor section of the VMI website. Following each meeting, draft minutes and approved minutes were posted on both the Board's website and Commonwealth Calendar website approved minutes. If there are any questions or if further information is needed, the Secretary to the Board, Lieutenant Colonel Harrington, may be contacted at (540) 464-7132.