

Minutes
West Virginia State University Board of Governors Special Meeting
October 14, 2010

Call to order. The special meeting of the West Virginia State University (WVSU) Board of Governors (BOG) was called to order at 10:05 a.m. by Chairman Eric Coleman. Other members present were: Dr. James Rowley; Mr. Tom Susman; Dr. Tom Guetzloff; Mr. Larry Salyers; and Mr. Kris Casdorff. Members who participated by conference call were: Mr. Eric Hicks; Mr. L. Vincent Williams; and Dr. John Thralls. Dr. Hazo W. Carter, Jr., President of West Virginia State University and Dr. Joseph Badgley, President of Kanawha Valley Community and Technical College, were also present along with a few members of the administration.

Approval of Agenda. Mr. Coleman asked for the approval of the agenda. Dr. Rowley moved that the agenda be approved as written and Mr. Salyers seconded the motion. The motion carried.

Chairman's Report. Mr. Coleman reviewed with the Board that on September 14, 2010, Dr. Carter submitted a letter to Dr. Badgley regarding a compromise proposal for the services agreement. The amount of the agreement was about \$1.85 million. Dr. Badgley replied that he did not feel good faith had been taken in terms of negotiation. After a meeting with several administrators, it was suggested that the two institutions work together from a compromise perspective. It was discovered that there were some services that the CTC had cut out in their initial proposal. They wanted to cut about \$1.5 million; if you take out the tuition that's about \$900,000 since tuition is paid directly to the institution. Some of the services that they wanted to cut would have also cut out some communications and telephone services. It was decided that those services could not be cut which made the price \$1.5 million. Because there was no movement, Dr. Badgley wants to move to the arbitration process. After reviewing this with the Board, Mr. Coleman suggested putting together a negotiation committee between both Boards to try to resolve this. On the 28th of September, the Chair of the CTC Board was agreeable to the process. On October 1st, the Chair of the CTC told Mr. Coleman she felt it would be best to go into arbitration. She said, "Currently, State is not being paid and this should expedite that process which should be of benefit to you." Mr. Coleman reminded the Board that the Legislation of the Statutes, says that if you're going to reduce services, it

should be 10% - a maximum of \$300,000. The first step is to inform the Chancellors of the desire to do that and if there's a dispute, there's a process that follows. Mr. Coleman spoke with Attorney Bruce Walker regarding the arbitration process and its initiation. He said the Boards will have to put together documentation stating their positions; submit that to the Chancellors; the Chancellors would take the documents to the Council; the Council Chairpersons would select arbitrators. Mr. Susman suggested going into Executive Session to discuss legal issues surrounding the service agreement between WVSU and KVCTC and that Dr. Carter remain in the room.

Executive Session. Mr. Susman, in accordance with West Virginia Code §6-9A-4, moved that the Board of Governors go into executive session to address legalities related to the KVCTC services agreement. Dr. Guetzloff seconded the motion. The motion carried.

Arising out of discussion during the executive session, and in accordance with West Virginia Code §6-9A-4, Mr. Susman moved that the Board of Governors proceed with its meeting and Mr. Williams seconded the motion. The motion carried.

Mr. Coleman asked what the next steps should be regarding the services agreement between WVSU and KVCTC. Mr. Susman moved that the executive committee and the administration be empowered to work through the issues relating to the service agreement and that the administration be empowered to retain necessary legal counsel to advise the Board on its obligations and rights and protections to make the decisions; and between Board meetings, the Executive committee be empowered to make the decisions on behalf of the Board. Dr. Guetzloff seconded the motion and the motion carried.

Mr. Coleman said that anything that is outside of the services agreement should be handled in the appropriate manner.

Adjournment. There being no further business, Chairman Coleman asked for a motion for the meeting to be adjourned. Mr. Salyers moved that the meeting adjourned. Dr. Guetzloff seconded the motion. The meeting was adjourned at 11:05 am.