

**West Virginia State University Board of Governors
 Bylaws & Policy Review Special Committee
 Erickson Alumni Center, Grand Hall
 January 26, 2017
 9:00 a.m. – 9:30 a.m.
 Agenda**

- | | | |
|---|-------------|----|
| 1. Call to Order and Roll Call -- Committee Chair Paul Konstanty, presiding | | |
| 2. Verification of Appropriate Notice of Public Meeting | Action | 2 |
| 3. Review and Approval of Agenda | Action | 1 |
| 4. Review and Approval of Minutes of Previous Meeting | Action | 3 |
| 5. Committee Recommendations and Report on Proposed Amendments to the Full Board for: | | |
| 5.1 Bylaws | Information | 12 |
| 5.2 Board Policy #36 | Information | 3; |
| 5.3 Board Policy #61 | Information | 22 |
| 6. Next Meeting Date – <i>March 16, 2017</i> | | |
| 7. Adjournment | | |

West Virginia State University
Bylaws & Policy Review Special Committee

Date/Time: 1/26/2017 --9:00AM

Location:

West Virginia State University
Erickson Alumni Center
Grand Hall
Institute, WV

Purpose: To conduct the regular business of the Committee in preparation for the January 26, 2017 Board of Governors meeting.

Notes:

This is a compliant meeting.

Meeting was approved: 1/17/2017 8:07:53 AM

West Virginia State University Board of Governors
Bylaws and Policy Review
President's Conference Room, 113 Ferrell Hall
Minutes
December 7, 2016

1. Call to Order and Roll Call

Mr. Paul Konstanty called the meeting of the West Virginia State University Board of Governors Bylaws and Policy Special Committee meeting to order at 2:00 p.m. Tom Bennett proceeded with the roll call of attendance.

Present: Mr. Paul Konstanty, Mrs. Daisy Squirts, and Mr. Mark Kelley were present. The Committee Chair, Dr. Ann Brothers Smith, joined the meeting via conference call. Mr. Vincent Williams later joined the meeting via conference call. Mr. Tom Bennett was also present.

2. Verification of Appropriate Notice of Public Meeting

Mr. Konstanty announced the Verification of the Appropriate Notice of Public Meeting. He asked that the records reflect this is a compliant meeting with the Open Governmental Meetings Act.

3. Review and Approval of Agenda

Mr. Konstanty asked for approval of the agenda. Mrs. Squirts made the motion and was seconded by Mr. Kelley. The motion passed.

4. Review and Approval of Minutes of Previous Meeting

Mr. Konstanty asked for approval of the minutes of the previous meeting held on November 10, 2016. Mr. Kelley made the motion and was seconded by Mrs. Squirts. The motion passed.

5. University Bylaws, Board of Governor Bylaws and Policies

Mr. Konstanty addressed the Committee as to the purpose of the meeting, which is to discuss the consideration of potential changes, revisions, or additions to the Bylaws and Board of Governor Policies #36 and #61. Policy #36 is the policy that governs the use of alcoholic beverages on campus. Mr. Konstanty stated that the University was limited by the provisions of BOG Policy #36 and this was evident when it hosted the F2Q event this past fall. (Mr. Vincent Williams joined the meeting via conference call. At this time, Mr. Konstanty updated Mr. Williams as to what had been discussed, what prompted the discussion, and those that are in attendance.) Mr. Konstanty continued to explain that this event was to be a social event to bring the community and people onto campus and have the availability of alcohol. As the event was to be hosted on the quad, this would not have been allowable under the current provisions of this policy. To address this issue, Mr. Konstanty suggested to the group, and open it up for comments and suggestions, the easiest and probably the most effective way to amend this policy would be to remove the words "in the James C. Wilson University Union and the

Convocation Center at Fleming Hall” from the policy. It would then read, “There is an available exemption for special catered events with prior written approval of the President or his designees”. Mr. Konstanty opened the meeting for comments. Mr. Kelley stated that it appears to him this policy was adopted in 2014 and asked was there more restrictive language within the policy prior to the changes adopted in 2014. Mr. Konstanty responded that prior to Policy #36, there was not a policy governing the possession or use of alcohol on campus and with the opening of the Convocation Center and related events, this created a need to have and serve alcohol on campus. Mr. Konstanty further explained that with the adoption of Policy #36 and the history behind its adoption, the intent was to limit where alcohol was served, but having the restrictive language that alcohol can only be served at special catered events with prior written approval of the president or his or her designee(s) maintains the control and proper usage of alcohol on campus.

Mr. Williams expressed concern that removing language may broaden the policy but did recommend adding language that would allow the president to apply for specific exemptions to the policy. For example, with a two week notice to the Chair of the Board, the Chair may grant an exemption for the West Virginia State University Foundation or other private events that are deemed as a contribution to the success of the University. Dr. Smith interjected and addressed Mr. Kelley and clarified that when the issue related to the F2Q event, Mr. Bruce Walker, attorney with the Higher Education Policy Commission, was contacted on the issue. Mr. Walker stated that other Universities have language in their policies that is less restrictive to the president and were advised to review our policy to provide the needed flexibility. Dr. Smith then asked if a review of other universities policies was conducted. Mr. Konstanty responded that he has reviewed a few other university policies that were restrictive to events where alcohol is to be served. Mr. Konstanty informed the committee of the policies reviewed, each one provided an exemption by approval of the President’s office but did not find a policy where Board approval was required. I think that would be unworkable; the Board would have to call a special meeting to act on that potentially. Dr. Smith then asked Mr. Konstanty if his suggestion of removing the restrictive language would provide more flexibility yet maintain control. Mr. Konstanty responded that by taking away the designation of buildings where alcohol can be served, you still maintain control due to the stipulations that would remain in the policy.

Mr. Konstanty suggested to the Committee that Section 2.1 be amended by removing “in the James C. Wilson University Union and the Convocation Center at Fleming Hall” so that it would read “the possession or use of alcoholic beverages is prohibited on property or in facilities, including student housing, of WVSU with an available exemption for special catered events with prior written approval of the President or his or her designees for events meeting the following minimum criteria”; leaving the remaining language of the policy unchanged. Mr. Konstanty again stated that he believes this suggestion maintains the overall control in limiting alcohol on campus while providing the university the latitude in offering the campus for events on a broader basis. Following this discussion, Mr. Williams altered his decision and agreed

with Mr. Konstanty in removing “the James C. Wilson University Union and the Convocation Center”, but recommended “his or her designee” be changed to “his or her specific designee”.

Mr. Konstanty elaborated on the meaning of “the President or his designee”, it means that someone the President designates can review the request for the exemption and approve it “in the President’s absence”. In the past, for example, Melvin Jones has approved requests to have alcohol in the designated facilities. Dr. Smith stated that to her recollection, these approvals were at the Vice President level. Mr. Konstanty responded that this was the practice but it wasn’t required by the policy. The university, through the President and his designee, will review all requests and make a determination; removing the designation of the buildings resolves the problem we found ourselves in the fall. Mr. Kelley made a motion that the committee recommend to the Full Board that Section 2.1 of BOG Policy #36 be amended by striking the words “in the James C. Wilson University Union and the Convocation Center at Fleming Hall”. Mrs. Daisy Squirts seconded the motion. Motion carried.

Mr. Konstanty asked if there was further interest in amending Section 2.1 to be gender neutral by saying “the President or his or her designees” or by stating “written approval of the President or the President’s designee”. Mr. Williams responded with “President’s designee”. Mr. Kelley moved to recommend to the Full Board BOG Policy #36, Section 2.1 be again amended to read “President or the President’s designee” in place of “President or his designees”. Mr. Williams seconded the motion. Motion carried. Mr. Konstanty asked Tom Bennett in the preparation of Board Material for the next meeting, do you want to redline the information and then the inclusion of the additional language. Tom agreed and stated that he would underline any new language and strike out any removed language.

Mr. Konstanty then moved to Policy #61, stating the issue with this policy is the manner in which the Chair of the committee is appointed. The bylaws of the University allows the Chair of the Board to designate the membership of Board committees. It is then up to the committee membership to elect a committee Chair. As Section 4.5.4 of Policy #61 states, “the Presidential Review Committee shall convene during August/September of each academic year to begin the process of evaluating the President. The chairperson of the committee, as appointed by the chairman of the Board, shall coordinate the annual review with the assistance of the Committee members.” The issue with this language is that it clearly states the Chair of the Board appoints the Chair of the Presidential Review Committee instead of the committee membership electing a Chair. Mr. Konstanty continued by suggesting the Chair of this committee be elected by the members of the committee as is the case with the other Board committees. Mr. Williams said it should be broken down into two pieces with the Chair of this Committee being elected by the full Board. Further, the Board Chair should be able to appoint new members with the selection of a new President. Dr. Smith stated that the issue is that for the other Board committees, the committees are appointed by the Chair of Board but then the committees decide who will be Chair of the committee and the Presidential Review Committee is a little different and we need to look at this specific language.

Mr. Williams then commented that sometimes you can have people who are sharply supportive or against the president and a committee is appointed, the university would want a committee chair who could remain neutral. Mr. Williams stated that the current Board is very courteous but to be mindful of future Board compositions. Mr. Williams then asked if there was any reason why the Chair of the Board should not be able to select the Chair of Committee in this instance. Mr. Konstanty responded that this is inconsistent with the manner in which the other committee Chairs are selected and appreciates the comment about the delicate nature of the work of this committee, but please keep in mind that the report received by the full Board is presented in Executive Session. The potential that the chair of the committee could be a naysayer or present the evidence or results of the annual review in a more positive or more negative light than it should be, only has the potential to effect the Board and/or the President because those are the only folks that hear presentation because it is given in executive session. Mr. Williams asked if the Chair of the Board appoints the Student Rep, the Faculty Rep. and Staff Rep. and if those persons can chair this committee; would this not create a conflict of interest. Dr. Smith commented that, as it relates to Policy #61, we were encouraged by Chancellor Hill of the Higher Education Policy Commission to review the policy to ensure it was in line with what the HEPC's policy states for employment and evaluation of the President. The goal is to see if we mirror or are in line with what the HEPC has asked of us. Dr. Smith further explained that Mr. Williams' question does not pertain to Policy #61 but another area.

Mr. Konstanty stated that the conflict in the manner in which the Chair of the Presidential Review Committee is between Section 4.5.4 and Section 4.3 of Policy #61 and with section "H" of Article IV of the Board's Bylaws. Therefore, it is the view of Mr. Konstanty the Chair of this committee should be created in the same manner as the other Board committees and the Chair of the Board appoint the members of this committee as we all have confidence in our Board Chair in that people are put on committees for the talents and/or experiences they bring to that committee. Mr. Konstanty then noted that as a standing committee that must be formed annually, earlier than the other committees, to allow this committee to begin its work in the summer months to comply with timelines, Mr. Konstanty suggested the first sentence of Section 4.3 of Policy #61 read as follows, "The West Virginia State University Board of Governors shall form a "Presidential Review Committee" annually at its June Board meeting in a manner consistent with the Board's Bylaws." and to remove "appoint a chairperson, and elect four (4) additional members to the Committee from the Board of Governors." Mr. Konstanty further recommended that the wording ", as appointed by the Chair of the Board," be removed from Section 4.5.4 of Policy #61 so it will read "The chairperson of the committee shall coordinate the annual review with the assistance of the Committee members". Mr. Kelley moved to amend Sections 4.3 and 4.5.4 in accordance with the suggestions of Mr. Konstanty. Mrs. Squirts seconded the motion. The motion carried.

Mr. Konstanty returned to address Dr. Smith's concern of ensuring Policy #61 is consistent with the Board's Bylaws, HEPC policy and what is required. Mr. Konstanty confirms that it is consistent with what the HEPC requires and the committee feels that the process that's in place is sufficient.

Mrs. Squirts questioned Title III, Series 5, Section 5.2 of HEPC's Presidential Evaluation as to whether there are supposed to be representatives of faculty, staff, and students on this committee. Mr. Konstanty stated that it doesn't require those parties to be a participant; however, it does provide the opportunity for them to be a part of the committee. Dr. Smith stated that there are no staff or students on the committee at this time. Dr. Smith then asked if the language written in Section 4.5.4 of Policy #61 is the same as it is in HEPC Series 5, Title III which requires an annual review, every third year there is a comprehensive review and another comprehensive review at the end of the contract term. A comprehensive review must take place at the end of every contract or a pay increase. Mr. Konstanty stated that this language is in Policy #61 but in Section 4.2 and not Section 4.5.4. Mr. Konstanty further explained that an evaluation of the current President is not being conducted since he has not been in place for one year and that a letter was sent to the Chancellor of the Higher Education Policy Commission expressing the terms of the policy, the requirements, and explained why it was determined a yearly review would not transpire and should he disagree, to please let us know.

Mr. Konstanty then referred to Section 4.6.2 of Policy #61, stating that it has the same inconsistency as dealt with previously. Mr. Konstanty asked for a motion to amend this paragraph. Mr. Kelley made a motion to align the language of Section 4.6.2 with the previously recommended language of 4.5.4. The motion was made to be consistent with the appointment of the committee and the Bylaws. Mr. Williams seconded the motion. Motion passed. Mr. Konstanty explained that the Chair is appointing the members of the Presidential Review Committee consistent with the university bylaws and the creation of all other committees.

Mr. Konstanty then moved to a review of the Board's Bylaws. The first issue is in paragraph C of the Finance Committee, paragraph D of the Academic Policy Committee, paragraph E of the Audit Committee, and paragraph F of Recruitment and Retention as they all require the committee chair as elected by that committee to serve two years. Mr. Konstanty stated this policy has not been followed and uncertain of why a committee chair should serve longer than one year. The other issues that the Chair of the Board has asked to be considered is the requirement of certain people to be on certain committees and it has been unworkable and unmanageable especially when membership of the Board has vacancies. West Virginia Code required members on the Board cannot be changed; however, the requirements of the committees that require restrictions of who is supposed to be on what committee, such as Finance and Audit Committee, is issue number two. Institutional Advancement says that the committee is comprised of the Chair and one board member, who does not serve on any other committee, this should be stricken. Mr. Konstanty states the next issue is section H, Article IV in that there needs to be language created making the section consistent with the rest of the Article IV and how the committee is formed; the chair of the board appoints the members of the committee and the committee members elect a chairperson and a presiding officer in the absence of the chair. If there is a desire to specify the number of members on a committee, it should be stated in the Bylaws as a Chair and four members is already set for some of the committees. Mr. Kelley made a motion to recommend amending subparagraph H to read as follows: "1. The Chair shall assign five (5) members to serve on this committee. The chair of the Presidential Review Committee shall be elected by the members to serve a one-year (1)

term; and 2. The committee shall provide oversight of the University's adherence to Board of Governor's Policy #61, Employment and Evaluation of the President, specifically the annual, tri-annual or comprehensive review of the president." Governor Williams seconded the motion. Motion passed.

Returning to the issue with respect to the language within the Finance, Academic Policy, Audit and Recruitment committees in which the Chairs are to serve a two (2) year term. Mr. Williams thinks the intent is to maintain flexibility, ensure stability and to have a continuation. Mr. Kelley made a motion with respect to Article 4, the Finance Committee, Academic Policy Committee, the Audit Committee, the Recruitment and Retention Committee that as to each of these committees, the language stating that the Chair will serve for a two (2) year term be stricken and insert "of the committee", as a sitting Chair is eligible for reelection in subsequent years. Mrs. Daisy Squirts seconded that motion. Let the record reflect that Mr. Williams voted "nay" on the motion. Motion carried due to a two to one vote. Subsection G, Institutional Advancement Committee, subparagraph 2 requires the committee to include a board member that does not serve as a Chair of another committee; this is restrictive due to the amount of members we have and committees, Mr. Konstanty recommended that Institutional Advancement is the same as the other committees and we should not require a board member to not be a Chair of another committee. Mr. Kelley made a motion that under paragraph G2 be revised to say, "The committee shall be comprised of the Chair and two (2) other members of the Board, with one (1) of the board members being chosen from the following: faculty representative, classified staff representative, or student representative; and,". Mrs. Daisy Squirts seconded the motion. Mr. Kelley amended his motion to say "The committee shall, at a minimum, be comprised of the Chair and two (2) other members of the Board, with one (1) of the board members being chosen from the following: faculty representative, classified staff representative, or student representative; and,". Mr. Williams seconded the motion. The motion and recommendation to the Full Board passed.

The requirements in the Finance Committee and Audit Committee, the issue with the Finance Committee is that it states that "no finance committee member is precluded from serving on any other committee". Paragraph E of the Audit Committee requires the Executive Committee and the Full Finance Committee to be members, which is restrictive on the Board Chair when appointing individuals to the various committees. The recommendation is to remove the requirement that the Finance Committee be members of the Audit Committee. Mr. Konstanty stated that the fact we use the morning of the Full Board meeting to conduct committee business that has brought us to this issue of requiring people to be on certain committees and creating a scheduling issue; the issue is simply do we need to have the Executive Committee on the Audit Committee in order to vote or do we trust the members of the Audit Committee to vote accordingly. Mr. Kelley made a motion to amend Article 4, paragraph E, subsection 1 to read that the committee shall be comprised of a majority of the Executive Committee and the Finance Committee. Mrs. Squirts seconded the motion. Motion passed.

Mr. Konstanty suggested that this committee meet thirty (30) minutes the morning of the Full Board meeting on Thursday, January 26, 2017. At that time, the modified language to the

policies and bylaws will be available for full review to ensure they changes are correct and allow an opportunity to make modifications, if needed. Assuming the Full Board accepts the recommendations, the University, through staff, will need to issue a seven (7) day notice to amend the policies and bylaws, it allows them time for comments. Following the seven (7) day notification period, the proposed revisions will be issued to the campus community for thirty (30) days, allowing time to receive comments. When this comes back, the policies and bylaws will be amended at the end of the thirty (30) days. Mr. Konstanty stated that if the President brings forth an issue on the morning of the next meeting, the committee can review it and recommend it to the Full Board.

6. Next Meeting Date

January 26, 2017

7. Adjournment

4:06 p.m.

Respectfully submitted,

Natasha Tyson
Executive Administrative Assistant
Business & Finance

WEST VIRGINIA STATE UNIVERSITY
BOARD OF GOVERNORS BYLAWS

ARTICLE 1.
MEMBERS

Effective on the 1st day of July 2001, an institutional Board of Governors is established at West Virginia State University.

A. Membership

The membership of the Board shall consist of twelve persons.

1. A full-time member of the faculty holding the rank of instructor or above, duly elected by the faculty;
2. A member of the student body who is in good academic standing, enrolled for credit courses and duly elected by the student body;
3. A member of the institutional classified staff duly elected by the classified staff; and,
4. Nine lay members appointed by the Governor of West Virginia with the advice and consent of the State Senate.

B. Terms

1. The faculty member shall serve a term of two (2) years. The term beginning in July, 2001, shall end on the 30th day of June 2003. Thereafter, the term shall begin on the 1st day of July. Faculty members are eligible to succeed themselves for three (3) additional terms, not to exceed a total of eight (8) consecutive years.
2. The student member shall serve for a term of one (1) year. The term beginning in July, 2001, shall end on the 30th day of June, 2002. Thereafter, the term shall begin on the first day of July.
3. The classified staff member shall serve for a term of two (2) years. The term beginning in July, 2001, shall end on the 30th day of June, 2003. Thereafter, the term shall begin on the 1st day of July. The member representing classified staff is eligible to succeed themselves for three (3) additional terms, not to exceed a total of eight (8) years.
4. The appointed lay members shall serve staggered terms. Of the original appointments by the Governor, two (2) shall be appointed for terms of one (1) year, two (2) shall be appointed for terms of two (2) years, two

(2) shall be appointed for terms of three (3) years, and three (3) shall be appointed for terms of four (4) years. After the initial appointments, all appointees shall serve for terms of four (4) years.

5. A vacancy in an unexpired term of a member shall be filled for the unexpired term within thirty (30) days of the occurrence of the vacancy in the same manner as the original appointment or election.
6. Removal from Office. No member of a governing board appointed by the Governor may be removed from office by the Governor except for official misconduct, incompetence, neglect of duty or gross immorality and only in the manner prescribed by law for the removal of the state elective officer by the Governor.

C. Elections

1. All elections shall be held no later than the 30th day of June preceding the commencement of the term.
2. The Board of Governors shall elect one (1) of its appointed lay members to serve in the capacity of Chairperson in June of each year. No member may serve as chairperson for more than four (4) consecutive years.

D. Officers

1. The officers of the Board shall consist of Chair, Vice Chair, and Secretary.
2. Officers shall serve for a term of one (1) year, beginning July 1st and ending June 30th. The Chair may not serve more than four (4) consecutive years. The Vice Chair and Secretary may not serve more than two (2) consecutive terms in the same office.

E. Authority and Duties of Members

1. Members of the Board of Governors do not hold authority individually over the University or employees of the University. The Legislature invested such authority in the board as a body; that authority is exercised through policy adoption by a majority vote of the board in its statutory meetings. In all but extraordinary circumstances the board will delegate the president of the University to execute such policy.
2. Individual members may have specific duties based on their committee membership or as officers of the board.

ARTICLE II. MEETINGS

A. Meetings

1. The Board of Governors shall hold a minimum of six (6) meetings during each fiscal year, to include an annual meeting each June.
2. Notice of meetings shall be in accordance with the Open Governmental Meetings Act.
3. Of the twelve (12) voting members of the Board of Governors, seven (7) shall constitute a quorum.
4. Special meetings may be convened by the Chair or upon petition of a majority of the members.
5. Meeting procedures shall be in accordance with Robert's Rules of Order subject to the suspension of any rule by a two-thirds vote of the Board.
6. An annual meeting shall be convened each June for the purpose of selecting a Chairperson and other officers.
7. The Board of Governors shall provide an opportunity for administrators, faculty, students and classified staff to discuss various issues no less than one (1) time per year. The viewpoints of the various constituencies should be presented by a person or persons selected by those constituencies. That person shall be someone other than the constituency's board representative.

ARTICLE III. POWERS AND DUTIES

Effective on the 1st day of July, 2001, the Governing Board shall have the following powers and duties:

1. Determine, control, supervise and manage the financial, business and education policies and affairs of the State institutions of higher education under its jurisdiction;
2. Develop compact and master plans for the institution;
3. Direct the preparation of a budget request for the institution. Consult, cooperate and work with the state treasurer and the state auditor to update as necessary and maintain an efficient cost effective system for the financial management and expenditure of special revenue and appropriated state funds;

4. Consider, revise and submit to the Higher Education Policy Commission a budget request;
5. Review, at least every five (5) years, all academic programs offered. The review shall address the viability, adequacy and necessity of the programs in relationship to the master plan, compact and the education and workforce needs of its responsibility district. As part of the review, the institution shall conduct periodic studies of its graduates and their employees to determine placement patterns and the effectiveness of the education experience;
6. Ensure that the sequence and viability of academic programs and courses offered by the institution is such that students have the maximum opportunity to complete programs in the time frame normally associated with program completion. The Board is responsible for ensuring that the needs of nontraditional institution-age students are appropriately addressed and, to the extent possible for the Board to control, to assure core course work completed at the institution is transferrable to any State institution of higher education for credit with the grade earned;
7. The Governing Board shall have exclusive authority to approve the teacher education programs offered;
8. Utilize faculty, students and classified employees in institutional-level planning and decision-making when those groups are affected;
9. Administer a system for the management of personnel. Transactions, including but not limited to hiring, dismissal, promotions and transfers, compensation, and discipline at the institution(s) under its jurisdiction;
10. Administer a system for the hearing of employee grievances and appeals in accordance with procedures established in Article 6a, Chapter 29 of the West Virginia Code;
11. Solicit, utilize and/or expend voluntary support, including financial contributions and support services;
12. Appoint a president or other administrative leader for the institution in accordance with the provisions of Chapter 18B of the West Virginia Code;
13. Conduct written performance evaluations of the institutional President pursuant to Chapter 18B of the West Virginia Code;
14. Submit to the Higher Education Policy Commission, no later than the 1st

day of November of each year, an annual report of the performance of the institution during the previous fiscal year as compared to stated goals in its institutional compact and master plan;

15. Enter into contracts or consortium agreements with the public, schools, private schools or private industry to provide technical, vocational, institution-preparatory, remedial and customized training courses at either on campus or off-campus locations;
16. Delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the institution to enable it to function in a proper and expeditious manner to meet the requirements of the institutional compact. If the Governing board elects to delegate any of its power and control, it shall notify the Chancellor. Any such delegation of power and control may be rescinded by the appropriate Governing Board or the Chancellor at any time, in whole or in part, and,
17. The Board may acquire legal services as are considered necessary, including representation of the Governing Board, the institution, employees and officers before any court or administrative body.
 - a. The counsel may be employed on a salaried basis or on a reasonable fee basis.
 - b. The Governing Board may, but is not limited to, call upon the attorney general for legal assistance and representation.

ARTICLE IV. COMMITTEES

A. Committee of the Whole

The Board shall act as a whole for consideration of issues such as:

1. Institutional compacts and master plans;
2. Legislative recommendations;
3. Strategic plans;
4. HEPC recommendations;
5. Budget requests on behalf of the institution(s) and,
6. Other matters considered appropriate by the chair.

B. Executive Committee

1. The Executive Committee is comprised of the Chairperson, Vice Chair, and the Secretary of the Board who will:
2. Review the agenda for board meetings;

3. Review matters that are referred to them by the Board Chairperson;
4. Convene at the request of the Chairperson with simultaneous notices to all Board members;
5. Be empowered to transact limited business of the institution during the recess of the Board;
6. Provide copies of the Minutes of its meetings at the next regularly scheduled meeting of the Board;
7. Act in the name of the Board only on matters which need immediate action or are of an emergency nature that were not due to delays in reporting, preparation, or planning but shall not include election of new board members, appointments involving tenure, promotions, etc.;
8. Authorize expenditures, only during times of emergency or immediate need that were not due to delays in reporting preparation or planning; and,
9. All Board members may fully participate in executive committee meetings; however, voting will be limited to members of the executive committee.

C. Finance Committee

1. The Chair shall assign members to serve on the finance committee. The Chair of the Finance Committee shall be elected by the members of the committee ~~and will serve a two-year (2) term~~. The membership of this committee shall consist of a minimum of three (3) Board members assigned by the chair, one of which shall be the classified employee representative as an ex- officio member;
2. The committee shall review and make recommendations to the Board on the matters assigned by the executive committee or the chair regarding the following:
 - a. Budget;
 - b. General salary policy and personnel administration;
 - c. Tuition policy and enrollment objectives;
 - d. Capital plans and projects; and,
 - e. Land acquisition and land use.

Note: No Finance Committee member is precluded from serving on another committee.

D. Academic Policy Committee

1. The Chair shall assign members to serve on the committee. The chair of the academic policy committee shall be elected by the members of the committee ~~to serve a two-year (2) term~~. The membership of this committee shall consist of a minimum of three (3) Board members assigned by the chair, one of which shall be the faculty representative as an ex-officio member.

2. The committee shall review and make recommendations on subjects assigned by the executive committee or the chair regarding the following:
 - a. New program approvals;
 - b. Program reviews;
 - c. Baccalaureate matters; and,
 - d. Graduate education matters.

E. Audit Committee

1. The committee shall be comprised of a majority of the Executive Committee and the Finance Committee. The chair of the audit committee shall be elected by the members of the committee ~~to serve a two-year (2) term~~;
2. The committee shall review and make recommendations regarding audit engagements and special reviews; and,
3. Ensure independence of audit functions.

F. Recruitment and Retention Committee

1. The Chair shall assign members to serve on this committee. The chair of the recruitment and retention committee shall be elected by the members of the committee ~~to serve a two-year (2) term~~;
2. The student representative to the board shall be an ex-officio member of the committee;
3. The committee shall review and draft policy recommendations concerning the quality and efficiency of the university's recruitment and retention of students; and,
4. The committee shall provide oversight of the university's recruitment and retention programs and review their effectiveness.

G. Institutional Advancement Committee

1. The Chair of the Board will serve as chairperson of this committee and shall assign members to serve a one-year (1) term;
2. The committee shall, at a minimum, be comprised of the Chair and two (2) other members of the Board, ~~one (1) board member who do not serve as chair on any other committee, and with one (1) of the board members being~~ chosen from the following: faculty representative, classified staff representative, or student representative; and,
3. The committee shall provide oversight of the University's advancement activities and provide recommendations to enhance institutional advancement efforts.

H. Presidential Review Committee

1. The Chair shall assign five (5) members to serve on this committee. The chair of the Presidential Review Committee shall be elected by the members to serve a one-year (1) term;~~The West Virginia State University Board of Governors shall yearly form a "Presidential Review Committee," appoint a chairperson, and elect four (4) additional members to the committee at the annual meeting to be held each June;~~ and
2. The committee shall provide oversight of the University's adherence to Board of Governors Policy #61, Employment and Evaluation of the President, specifically the annual, tri-annual or comprehensive review of the president.

I. Special Committees

1. Members may be appointed by the chair to special committees or ad hoc committees in addition to standing committees; and,
2. Tenure of these committees shall be for a prescribed time or until the specified task is completed.

ARTICLE V.

EXPENSES A. Expense Reimbursement

1. The Board shall serve without compensation; and,
2. Proper administration and travel expenses of the Board and its members shall be paid from institutional funds and shall be accounted for in accordance with acceptable accounting practices.

ARTICLE VI.

RECORDS A. Records

1. The Board shall provide, through the President's Office, the keeping of all Board records; and,
2. The Board may prescribe appropriate regulations with respect to access to said records.

ARTICLE VII. ADOPTION AND AMENDMENT OF BYLAWS

A. Adoption and Amendment

1. The Bylaws of the Board may be amended by a two-thirds vote of the Board at the annual meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the Board at least ten (10) days in advance of the meeting in which they are to be acted upon; and,
2. The enactment of any statute by the West Virginia Legislature of the amendment of any existing statute, inconsistent with these Bylaws

shall take precedence over the provisions hereof.

Adopted May 9, 2002
Amended February 5, 2004
Amended January 22, 2009
Amended November 11, 2010
Amended September 4, 2014
Amended _____

WEST VIRGINIA STATE UNIVERSITY BOARD OF GOVERNORS

West Virginia State University

BOG Policy #36

Title: Alcoholic Beverages

Section 1. General

1.1 Scope: This establishes a policy for the use of alcoholic beverages on the campus of West Virginia State.

1.2 Authority: West Virginia Codes §18B-1-6 and 18B-1-8

1.3 Adopted Date: ~~February 24, 2014~~

1.4 Effective Date: ~~February 24, 2014~~

Section 2. Policy

2.1 The possession or use of alcoholic beverages is prohibited on property or in facilities (including student housing) of WVSU with an available exemption for special catered events ~~in the James C. Wilson University Union and the Convocation Center at Fleming Hall~~ with prior written approval of the President or ~~his~~ the President's designee(s) for events meeting the following minimum criteria:

2.1.1. A majority of event attendees must be non-students of legal drinking age and attendees who are not of legal age will not be served alcohol.

2.1.2 Catering staff must be at least 18 years old and have proper training in all applicable laws and regulations regarding the service of alcoholic beverages.

2.1.3 Food and non-alcoholic refreshments must be provided in addition to alcoholic beverages.

2.2 The possession or use is also prohibited in any of either institution's off-campus or leased facilities.

2.3 This policy does not apply to dwellings located on the campus of West Virginia State University or any of its off-campus or leased facilities which are occupied as a family residence, the Capitol Center, or facilities operated by the WVSU Foundation.

WEST VIRGINIA STATE UNIVERSITY BOARD OF GOVERNORS

West Virginia State University

BOG Policy #61

TITLE: Employment and Evaluation of the President

Section 1. General

- 1.1 Scope: This policy establishes guidelines, processes, and procedures related to the selection, appointment, responsibilities, and evaluation of the President of the University.
- 1.2 Authority: West Virginia Code § 18B-1-6, § 18B-1B-6
- 1.3 Effective: ~~June 12, 2014~~
- 1.4 Adopted: ~~June 12, 2014~~

Section 2. Employment of the President

- 2.1 The President of West Virginia State University is appointed by and serves at the will and pleasure of the Board of Governors, pursuant to West Virginia Code § 18B-1B-6, Higher Education Policy Commission Title 133, Series 5; and West Virginia State University Board of Governors Bylaws Article III (12).
- 2.2 The Board of Governors, consistent with West Virginia Code and the Higher Education Policy Commission, shall be empowered to take all reasonable and necessary steps to search for a President in times of vacancy:
 - 2.2.1 A search committee shall be formed, comprised of interested persons appointed by the Chairman of the Board of Governors and consistent with the representatives outlined in Higher Education Policy Commission Title 133, Series 5, Section 2.2.2. If the Board of Governors approves it, the search committee may employ consultants or agents to assist with its mission.
 - 2.2.2 The search committee shall prepare a position announcement detailing the mission of the University, a summary of its goals and the characteristics and qualities sought in a new President, and distribute the same to appropriate newspapers and other media sources, heads of higher education associations and organizations, and other appropriate individuals for the purpose of advertising the position.
 - 2.2.3 Interviews with the finalists, as determined by the Board of Governors, shall be conducted on campus and, during the campus visits, students, classified

employees, non-classified employees, faculty, campus administrators, community leaders, alumni, and other individuals shall be invited to meet with the candidates, and their comments shall be solicited and evaluated by the governing board.

- 2.2.4 The search committee may conduct, or direct the performance of a background check on each candidate prior to the interview, and a background check shall be conducted on finalists prior to any campus visit made at the invitation of the search committee, and also shall be conducted prior to any final selection by the search committee and Board of Governors. Background checks and procedures shall conform to the industry standard and best practices, but at a minimum shall include the confirmation of degrees, past employment, criminal history and credit checks.
- 2.2.5 On-site visits to the candidates' current and past places of employment may be conducted and is recommended for the final candidates.
- 2.2.6 Candidates may be considered through their own application or by nomination.
- 2.2.7 Members of the Board of Governors and the search committee may not provide information about the names or backgrounds of any candidates, without their consent, to anyone who is not a member of the governing board or search committee, or authorized agents or staff as designated in the search procedures approved by the Higher Education Policy Commission. In the event that candidates are invited to preliminary interviews with the search committee, they shall be notified that confidentiality may be waived as to background checks, and in the event that the candidate is invited to an on-campus interview, the candidate's name and background shall be publicly released at the time they accept an invitation for a formal campus visit.
- 2.2.8 The search committee may also retain the services of a professional search agency or consultant(s).
- 2.2.9 The Board of Governors may also retain the services of legal counsel to negotiate on behalf of the Board consistent with Bylaws Article III (17).

- 2.3 The Chairman of the Board of Governors, in consultation with the Executive Committee and the advice of the full Board of Governors, the search committee, search agency or consultant(s), shall draft a memorandum outlining the terms, conditions, responsibilities and duties of the prospective President in a form consistent with the form contract recommended by the Higher Education Policy Commission, which shall be presented to the full Board for approval by majority vote prior to presentation to the prospective President.

- 2.4 The Board shall be guided by analysis of peer and market data in offering the terms, conditions, responsibilities and duties of the prospective President, whether for initial appointment or successive appointment following the initial appointment. The Board may, in its discretion, offer to award a prospective President academic rank and tenure at the University following consultation with the Provost and appropriate College Dean and Department Chair. The Board shall have the authority and latitude necessary to make all reasonable, necessary, and appropriate specific offers to the prospective President consistent with goals of the University and the training, education, experience, and status of the prospective President.
- 2.5 Following approval, by majority vote of the full Board of the memorandum outlining the terms, conditions, responsibilities, and duties of the prospective President as described above, the Chairman of the Board shall present a final written contract to the prospective President in the form prescribed by the Higher Education Policy Commission for execution; and thereafter, shall submit the same to the Higher Education Policy Commission and the Chancellor for approval.

Section 3. Duties and Responsibilities

- 3.1 The President is responsible to and shall report to the West Virginia State University Board of Governors. Consistent with the policies of the Board of Governors, the written contract executed with the President, and as approved by the Higher Education Policy Commission, the President is the Chief Executive Officer of the University and has general authority and the responsibility for the University as an institution. The President shall keep the Board fully apprised of matters affecting the University in a reasonable and timely manner.
- 3.2 The President is expected to exhibit such conduct, candor, and collegiality expected of a University President and shall not withhold information vital to the success and perpetuation of the University from the Board of Governors.
- 3.3 The President shall possess and use leadership skills necessary to advance the mission of the University and to vigorously pursue any specific goals and objectives outlined in the written contract executed with the Board of Governors. The President is expected to have a keen understanding of the University's role in serving higher education in the surrounding community and to work with the Board of Governors and the Higher Education Policy Commission to develop initiatives to meet those needs. This expectation includes the ability to lead the University community, foster a culture of cooperation among faculty, staff, administrators and students in fulfilling the University's teaching, research, and public service responsibilities.
- 3.4 The President, as the Chief Executive Officer of the University, shall consult with faculty, classified staff, administrators, and students at reasonable and appropriate times, in furtherance of discharging the duties and responsibilities conferred upon the President by the Board of Governors. The use and employment of yearly summit meetings, town hall meetings, summary addresses, or other opportunities for meaningful feedback is strongly

encouraged to provide for the exchange of information and ideas from those constituents to the President; and to ensure that the policies, procedures, and actions of the Board of Governors are effectively communicated in a timely manner to those constituents. The President, from time to time, may be directed by the Board of Governors to make immediate communications with those constituents from the Board of Governors.

- 3.5 In addition to these general expectations, and those specifically enumerated within the President's written contract with the Board of Governors, the President shall also:
 - 3.5.1 Implement the Mission Statement of the University as approved by the Board of Governors through effective leadership.
 - 3.5.2 Provide effective leadership and support for the academic programs of the University that are consistent with the mission of the University, the higher education needs of the surrounding community, while ensuring appropriate resources for attaining the highest standards of quality.
 - 3.5.3 Foster a culture and support for student life that compliments the mission of the University, the needs of a diverse campus population and which preserves the rich history of the University.
 - 3.5.4 Hire, retain, train, and develop a competent, cooperative, and collegial administrative organization and staff to ensure the effective, efficient, and professional management of University operations, or to discharge administrators or staff that fail or refuse to work toward those goals.
 - 3.5.5 Maintain lawful, equitable, and effective personnel programs, including the appointment of qualified persons to the faculty, adjunct faculty, staff, and administration and to promote, retain, or dismiss for cause for the same, with due regard to the best interests of the University and the State of West Virginia.
 - 3.5.6 In conjunction with the Chief Financial Officer of the University and with guidance provided by the Finance Committee of the Board of Governors, propose recommended annual operating and capital budgets and other financial plans for the effective and efficient operation of the University in order to support the mission of the University and the academic and athletic programs essential to the continued viability of the University. In discharging this obligation, the President should remain fully informed and be consistently mindful of the fluid funding allocated by the State of West Virginia to the University and shall have processes and procedures in place to react to budgetary events.
 - 3.5.7 Effective collaboration with the Higher Education Policy Commission to communicate the University mission and needs of higher education to the Governor, State Legislators, other State and Local Government Officials, Local Community Leaders, and Stakeholders.

- 3.5.8 Maintain a proactive, effective and consistent presence at the State Capitol to impart the mission of the University and to advocate for the assistance necessary from the State of West Virginia for the continued viability of the University.
- 3.5.9 Interact and maintain a positive profile with all appropriate external bodies to achieve the mission of the University, consistent with Board of Governors policies, statutory and regulatory provisions, and sound academic principals.
- 3.5.10 Undertake reasonable and appropriate assignments as requested by the Board of Governors and the Higher Education Policy Commission.
- 3.5.11 With respect to the expectations enunciated in section 3.5.4 and section 3.5.5 above, the President is vested with the final institutional-level authority and responsibility for every personnel action within the University, with the exception of any decisions relating to the President's own employment or compensation. The President shall appropriately consult with the campus community and legal counsel as necessary, but shall retain the ultimate authority for such decisions.
- 3.5.12 The President shall address any deficiencies or concerns arising out of any annual, tri-annual or comprehensive review of performance to the satisfaction of the Board of Governors in order to continue employment, including any request for improvement or action not otherwise specified in the written contract then existing.

Section 4. Evaluation of the President

- 4.1 The West Virginia State University Board of Governors, by appointment from the Chairman of the Board, established a Presidential Review Ad Hoc Committee for the purpose of evaluating the President of the University in year 2013 and to develop the evaluation procedure outlined in this Section, consistent with West Virginia Code § 18B-1B-6.
- 4.2 The Higher Education Policy Commission, consistent with West Virginia Code, requires the evaluation of University Presidents annually, tri-annually, or at the conclusion of a contract cycle. The Presidential Review Ad Hoc Committee has endeavored to present a routine and consistent mechanism for those periodic reviews. The Presidential Review Ad Hoc Committee shall become a standing Committee of the Board of Governors whose sole purpose is to ensure the President of the University is evaluated consistent with the following guidelines.
- 4.3 The West Virginia State University Board of Governors shall ~~yearly~~ form a "Presidential Review Committee;" annually at its June Board meeting in a manner consistent with the Board's Bylaws. ~~appoint a chairperson, and elect four (4) additional members to the Committee from the Board of Governors.~~ The Board shall make such amendments to the Bylaws of the Board of Governors as necessary to effectuate this process. It is the original intent of the Presidential Review Ad Hoc Committee, in promulgating this mechanism for review of the University President, that it always preserve the confidentiality of the process,

both for the University President, and the participants providing comments to effectively evaluate the University President. The summary reporting duties outlined below is meant to foster open communication from participants by maintaining their anonymity. The summary reporting duties outlined below are not meant to filter comments from any participants and it is the intent of this section that all comments be summarized in a non-cumulative or non-redundant fashion.

- 4.4 The “Presidential Review Committee” shall discharge the following duties, whether annually, tri-annually, or at the conclusion of a contract cycle. To the extent that a comprehensive review is conducted as a result of an end of contract cycle review which would be followed by a tri-annual review, the Board may seek approval from the Higher Education Policy Commission to dispense with the comprehensive tri-annual review and to conduct the annual review following a comprehensive review as the former would be redundant and an unnecessary use of time and resources. Any time a comprehensive review is performed of the President and would be followed by a mandatory comprehensive review by reason or tri-annual review, or end of contract cycle, the Board may seek approval of the Higher Education Policy Commission to dispense with a successive comprehensive review as redundant and an unnecessary use of time and resources.
- 4.5 The Annual Review
 - 4.5.1 The Higher Education Policy Commission, in conjunction with West Virginia Code, requires an annual review of the President of the University.
 - 4.5.2 The West Virginia State University Board of Governors acknowledges the obligation and inherent need to annually review the President of the University irrespective of the contract term of the current President.
 - 4.5.3 In view of the policy contained below related to the tri-annual comprehensive review and conclusion of contract cycle review, the annual review of the President shall be conducted in accordance with this section.
 - 4.5.4 The Presidential Review Committee shall convene during August/September of each academic year to begin the process of evaluating the President. The chairperson of the Committee, ~~as appointed by the Chairman of the Board,~~ shall coordinate the annual review with the assistance of the Committee members.
 - 4.5.5 The chairperson of the Presidential Review Committee, or the chairperson’s designee, shall announce a thirty-day comment period to the campus and the community to solicit feedback regarding the President’s performance. Such comments will be kept confidential and shared with the Presidential Review Committee, and subsequently the Board of Governors, in a summary format without individually identifying any person or name associated with the information.

- 4.5.6 Once the thirty-day comment period has concluded, the Board of Governors will meet in executive session to receive the summary report of the Chairman of the Presidential Review Committee. The full Board shall hold a discussion to determine if there were sufficient comments received during the thirty-day period. To the extent that it is determined that sufficient comments were received to have a representative sample, the full Board shall then hold a discussion in executive session regarding President's performance, specifically to address and comment upon the President's leadership, assess the quality of written information disseminated by the President's office, assess the accomplishments or lack of progress toward the University's mission by the President during the review period, and note any concerns raised in comments received during the 30 day period. If it is determined that an insufficient number of comments were received during the thirty-day comment period, the Chairperson of the Presidential Review Committee, or a designee thereof, may request additional time to solicit further comment from any campus or community constituency that may be under-represented. Those comments shall be reported in the same manner as outlined herein, either at the next full Board meeting (in executive session) or at a specially called meeting. The Board shall then hold its discussion in executive session regarding the President's performance, specifically to address and comment upon the President's leadership, assess the quality of written information disseminated by the President's office, assess the accomplishments or lack of progress toward the University's mission by the President during the review period, and note any concerns expressed by any comments received during the thirty-day period or thereafter directly solicited by the Chairperson of the Presidential Review Committee.
- 4.5.7 A written summary report, based on the comment period, including any directly solicited comments by the Chairperson of the Presidential Review Committee, and the Board discussion held in executive session, shall be presented to the President and the Chairman of the Board and afford the President the opportunity to make any response, written or verbal, that the President deems appropriate.
- 4.5.8 The Chairman of the Board shall orally summarize the written summary report to the full Board during executive session to preserve the confidentiality of the comments and information, and in order to preserve the overall process as a personnel matter for the President.
- 4.5.9 The Chairman of the Board shall entertain a motion from the Board, outside of executive session, to accept the written summary report from the Presidential Review Committee, to place it in the personnel file of the President, and to report to the Higher Education Policy Commission that the annual review of the President was conducted, the dates it was conducted, the types of personnel involved in the review, and whether the conclusion of the review was favorable or unfavorable. To the extent that the conclusion of the review was unfavorable, the Chairman of the Board, in conjunction with the President, shall agree upon such terms, actions or other procedures to address any deficiency or concerns identified; and those

deficiencies or concerns shall be specifically addressed in the next annual, tri-annual, or end of contract cycle review.

4.5.10 The annual review of the President shall be concluded sufficiently in advance of the last calendar year Board of Governors meeting such that the Board may receive the information prior to the end of the calendar year and make any appropriate recommendations or take any appropriate actions. It is presumed that the annual review shall be completed prior to the December Board of Governors meeting such that the Board may receive the information and take any necessary action (or take no action when appropriate) at the December meeting.

4.6 The Tri-Annual Comprehensive Review and End of Contract Cycle Review

4.6.1 The Presidential Review Committee shall have the authority to contract with an external consultant to conduct the tri-annual comprehensive review or end of contract cycle review. Whether conducted by the Presidential Review Committee or an external consultant, the comprehensive review required by West Virginia Code and the Higher Education Policy Commission at this interval shall be conducted as follows:

4.6.2 The Presidential Review Committee shall convene during August/September of the applicable academic year to begin the process of conducting a comprehensive review evaluating the President. The chairperson of the Committee, ~~as appointed by the Chairman of the Board,~~ shall coordinate the comprehensive review with the assistance of the Committee members; and the Committee may determine, by majority vote, that an external consultant is advisable. The Chairman shall approve the expense of retaining an external consultant.

4.6.3 The comprehensive review of the President shall consist of on-campus interviews ordinarily comprised of the following categories of personnel; however from time to time, and in the future, there may be a need to include a category or categories of personnel not yet existing that would be vital to this process, or conversely to dispense with the inclusion of a category or categories hereinafter mentioned that is no longer vital. In that way, the Presidential Review Committee shall have the implicit authority to amend these categories as necessary, but shall endeavor to be as inclusive as possible within these recommendations:

4.6.3.a The President;

4.6.3.b The President's Cabinet and all senior-level administrative support staff;

4.6.3.c The Faculty Senate;

4.6.3.d An additional representative sample of other faculty members in a caucus (normally 5-10) not otherwise serving on the Faculty Senate;

- 4.6.3.e A representative sample of classified staff representatives (normally 5-10 including members of the classified staff council, if available);
 - 4.6.3.f A representative sample of students (normally 5-10 including members of the Student Government Association, if available);
 - 4.6.3.g The Director of Athletics;
 - 4.6.3.h At least two Athletic Coaches;
 - 4.6.3.i The Director of Physical Facilities;
 - 4.6.3.j The Chief of Campus Police; and
 - 4.6.3.k A representative sample of local community leaders (normally 5-10, including a member of the Kanawha County Commission, if available); and
 - 4.6.3.l The entire Board of Governors (the faculty representative, the classified staff representative, and the student representative may choose whether to be interviewed in the Board of Governors' caucus, or their individual caucuses, but not both).
- 4.6.4 The on-campus interviews shall be led by the chairperson of the Presidential Review Committee, or an external consultant. The interviews shall be private within each specific caucus and the information obtained in the interviews shall remain confidential in order to foster an atmosphere of open and frank communication. Each specific caucus shall be asked specifically to address and comment upon the duties and responsibilities enumerated herein at sections 3.5.1 through 3.5.12, in addition to any benchmarks or goals established in the President's written contract. The President's written contract shall be made available to any external consultant retained for the purpose of conducting the comprehensive evaluation.
- 4.6.5 Following the on-campus interviews, the chairperson of the Presidential Review Committee, or the external consultant, shall prepare a written summary report of the on-campus interviews for the Chairman of the Board, identifying only the caucus from which the information is derived, and shall not individually identify any person or name associated with the information, and shall make a conclusion as to the performance of the President.
- 4.6.6 The written summary report shall be presented to the President and the Chairman of the Board and afford the President the opportunity to make any response, written or verbal, that the President deems appropriate.
- 4.6.7 The Chairman of the Board shall orally summarize the written summary report to the full Board during executive session to preserve the confidentiality of the comments and information and in order to preserve the overall process as a personnel matter for the President.
- 4.6.8 The Chairman of the Board shall entertain a motion from the Board, outside of executive session, to accept the written summary report from the Presidential Review Committee, to place it in the personnel file of the President, and to report

to the Higher Education Policy Commission that the comprehensive review of the President was conducted for purposes of the tri-annual review, or the end of contract cycle review, the dates it was conducted, the types of personnel involved in the review, and whether the conclusion of the review was favorable or unfavorable. To the extent that the conclusion of the review was unfavorable, the Chairman of the Board, in conjunction with the President, shall agree upon such terms, actions or other procedures to address any deficiency or concerns identified; and those deficiencies or concerns shall be specifically addressed in the next annual review.

- 4.6.9 The comprehensive review of the President shall be concluded sufficiently in advance of the last calendar year Board of Governors meeting such that the Board may receive the information prior to the end of the calendar year and make any appropriate recommendations or take any appropriate actions. It is presumed that the annual review shall be completed prior to the December Board of Governors meeting such that the Board may receive the information and take any necessary action (or take no action when appropriate) at the December meeting.

Section 5. Resignation and Termination

- 5.1 A President may resign his or her appointment at any time upon written notification to the Board of Governors, addressed to the Chairman. The Board expects at least 60 days notice prior to the effective date of the resignation.
- 5.2 The Board of Governors may terminate the appointment of a President at any time, when in the Board's judgment, such action would be in the best interests of the University.
- 5.3 If the Board of Governors terminates the appointment of a President for any reason other than for "cause," the Board may offer the President a non-tenured, adjunct faculty position with the University, at a salary commensurate with that particular faculty position, not to extend beyond the remaining academic year; or if the President was conferred tenured status upon initial appointment, a tenured position not to extend beyond the remaining academic year, at a salary commensurate with tenured faculty, for that pro-rated period; or for a period of time agreed to between the Board of Governors and the President.
- 5.4 If the Board of Governors terminates the appointment of a President for "cause" that term is defined to include acts or inactions of malfeasance or misfeasance, may include commission or omission of acts, or acts in contravention of the policies of the Board or the direction of the Board of Governors, crimes involving moral turpitude, actions or inactions which denigrate the character and reputation of the University, or other such actions in contravention to the best interests of the University or Board of Governors policies.