



**Board of Governors
FULL BOARD**

**Zoom Link
Meeting ID: 815 5631 5762**

**Tuesday, October 4, 2022
1:00pm**

AGENDA

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| I. Call to Order | Mark Kelley |
| II. Roll Call | Crystal Walker |
| III. Verification of Appropriate Notice of Public Meeting | Mark Kelley |
| IV. Approval of ByLaws (<i>Action Required</i>) | Mark Kelley |
| V. Possible Executive Session under the Authority of West Virginia Code §6-9A-4 to Discuss Legal, Personnel and Property Matters (<i>Action Required</i>) <ul style="list-style-type: none"><i>Discussion Regarding Personnel Grievance</i> | Mark Kelley |
| VI. Adjournment | |

**Board of Governors
West Virginia State University
FULL BOARD**

Date/Time: 10/4/2022 -- 1:00 PM

Location:

Topic: Special WVSU BOG Meeting
Time: Oct 4, 2022 01:00 PM Eastern Time

Join Zoom Meeting
<https://us06web.zoom.us/j/81556315762>

Meeting ID: 815 5631 5762
+19292056099,,81556315762# US (New York)

Purpose: To discuss the adoption of bylaws and a personnel issue surrounding a grievance.

Notes:

Meeting was approved : 9/27/2022 8:00:36 AM

WEST VIRGINIA STATE UNIVERSITY
BOARD OF GOVERNORS BYLAWS

ARTICLE I. 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 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 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 representation 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, the 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 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

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 a master plan for the institution;
3. Develop a ten-year campus development plan in accordance with article nineteen, Chapter 18B of the West Virginia Code;
4. Direct the preparation of an appropriation request, which relates directly to the institution's missions, goals and projections found in the master plan and the compact;
5. 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 appropriated and non-appropriated revenue;
6. Consider, revise and submit to the Higher Education Policy Commission (HEPC) an appropriation request;
7. Review, at least every five (5) years, all academic programs offered. The review shall address the viability, adequacy and necessity of the programs in relation to established state goals, objectives and priorities, the master plan, 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 employer's to determine placement patterns and the effectiveness of the education experience. Where appropriate, these studies should coincide with the studies required of many academic disciplines by their accrediting bodies;
8. 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. Ensure 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;

9. Approve the teacher education programs offered;
10. Involve faculty, students and classified employees in institutional-level planning and decision making when those groups are affected;
11. Subject to federal law and pursuant to articles seven, eight, nine and nine-a of Chapter 18B of the West Virginia Code, 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;
12. Administer a system for the hearing of employee grievances and appeals in accordance with procedures established in Article 2, Chapter 6C of the West Virginia Code;
13. Solicit, use and/or expend voluntary support, including financial contributions and support services;
14. Appoint a President or other administrative leader for the institution in accordance with the provisions of Chapter 18B of the West Virginia Code;
15. Conduct written performance evaluations of the institutional President pursuant to Chapter 18B of the West Virginia Code;
16. Employ all faculty and staff at the institution. The employees operate under the supervision of the president, but are employees of the governing board;
17. Submit to the HEPC, any data or reports requested by the commission within the time frame set by the commission;
18. Enter into contracts or consortium agreements with the public, schools, private schools or private industry to provide technical, vocational, college-preparatory, remedial and customized training courses at either on campus or off-campus locations in the institution's responsibility district. To accomplish this the Board may share resources among the various groups in the community;
19. Provide and transfer funds and property to certain corporations pursuant to section ten, article twelve of the Chapter 18B;
20. Delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the institution to the president in any case where it considers the delegation necessary and prudent in order to enable it the institution to function in a proper and expeditious manner to meet the requirements of the institutional master plan. If the Governing board elects to delegate any of its power and control, it shall enter the delegation in the minutes of the meeting when the decision was made and shall notify the commission. Any such delegation of power and control may be rescinded by the Governing Board or the commission at any time, in whole or in part;
21. Abide by existing rules setting forth standards for accepting advanced placement status;
22. In consultation with the Chancellor and the Secretary of the department of Administration, develop, update as necessary and maintain a plan to administer a

- consistent method of conducting personnel transactions, including, but not limited to, hiring, dismissal, promotions, changes in salary or compensation and transfers;
23. Transfer funds from any account specifically appropriated for its use to any corresponding line item in a general revenue account at any agency or institution under its jurisdiction as long as the transferred funds are used for the purposes appropriated;
 24. Transfer funds from appropriated special revenue accounts for capital improvements under its jurisdiction to special revenue accounts or institutions under its jurisdiction as long as the transferred funds are used for the purposes appropriated in accordance with article nineteen of chapter 18B of the West Virginia Code;
 25. 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.
 26. Contract and pay for disability insurance for a class or classes of employees; and
 27. Contract and pay for any supplemental employee benefit at its discretion: Provided, that if such supplemental benefit program incurs institutional expense, then the Board may not delegate the approval of such supplemental employee benefit program.

ARTICLE IV. COMMITTEES

- A. The Board Chair may appoint committee chairs and committee members to serve on Standing Committees, Special Committees, Ad Hoc Committees and to any other committee the Board Chair determines is necessary to carry out the business of the Board.
- B. Committee of the Whole

The Board shall act as a whole as follows:

1. As members of the following Standing Committees:
 - Academic Affairs Committee
 - Business and Finance Committee
 - Enrollment Management and Student Affairs Committee
 - Advancement Committee
2. To consider Institutional master plans;
3. To consider Legislative recommendations;

4. To consider Strategic plans;
5. To consider West Virginia Higher Education Policy Commission recommendations
6. To consider Budget requests on behalf of the institution(s); and
7. To consider other matters deemed appropriate by the chair

C. Academic Affairs Committee

Authority and Responsibilities:

1. Any retreat rights for an administrator returning to a faculty role;
2. Conferral of permanent tenure upon faculty members;
3. Designation of Distinguished Professorships, including Distinguished Scholar, and Distinguished Fellow;
4. The conferral of emeritus status upon a faculty member upon retirement;
5. Upon recommendation of the President, academic degree proposals requiring approval by the Board of Governors or HEPC (including new degree programs, distance education delivery versions of approved academic programs, new distance education sites, discontinuation of degrees, and changes in degree program titles);
6. Receives notification on behalf of the Board of Governors of other academic program proposals and reviews (including certificates, concentrations and minors);
7. The amount and quality of faculty research, amount of funded research grants, number of patents, and the licensing of intellectual property;
8. Upon the recommendation of the President, the approval of campus initiated tuition increases and student fees (proposed new fees as well as adjustments to existing fees);
9. Recommends to the Board of Governors the conferral of honorary degrees, awards, and distinctions;
10. Approval of the establishment and continuation of centers and institutes in adherence to any and all guidelines set forth by the Higher Learning Commission (HLC) and/or HEPC;
11. Upon recommendation of the President, approval of policies related to centers and institutes, when required;
12. The Committee receives and hears periodic reports from the Chair of the Faculty Senate, the Chair of the Staff Council, and the Student Body President; and
13. Upon the recommendation of the President, personnel policies not otherwise prescribed by State or federal law, HEPC or policies of the Board of Governors, for faculty.

D. Business and Finance Committee

Authority and Responsibilities

1. The operating and capital budgets of the University
2. The issuance of debt;

3. Master facilities plan for the University;
4. Tuition and fee proposals;
5. Matters related to security and public safety of the University;
6. Matters related to the financial operations of the University, including the results of the annual audit;
7. The selection of architects/engineers and construction managers for buildings and large capital improvements requiring professional services;
8. Proposals involving acquisition or disposition of any interest in real property for which authority has not been delegated to the President; and
9. Upon the recommendation of the President, recommends to the Board of Governors for approval, as required, policies regarding the collection of tuition, fees, policies regarding payment of student balances; policies regarding personnel matters; policies regarding Title IV and policies applicable to the financial, and other administrative matters as necessary.

E. Enrollment Management and Student Affairs Committee

Authority and Responsibilities

1. Incorporate a systematic, comprehensive, research-driven collaborative inquiry about on-going enrollment trends, activities, and initiatives;
2. Revise and provide recommendations for student access, recruitment, retention, persistence, completion, and lifelong learning through diverse programs and services;
3. Disseminate information and recommend best-practices to optimize student success and timely completion based on the college's priorities and community needs; and
4. Upon the recommendation of the President, recommends to the Board of Governors for approval, as required, policies applicable to establish programs and procedures affecting students and campus life, including but not limited to student conduct, student government, student housing, campus environment, and student engagement that seek to enhance the educational experiences for all students.

F. Advancement Committee

Authority and Responsibilities

1. Areas pertaining to development of advancement services, university relations, and alumni relations;
2. Marketing, communications, and public relations and makes recommendations related to matters such as branding, licensing, and external relations of the university;
3. Activities of the state legislature and makes recommendations concerning government relations; and
4. University fundraising campaigns.;
5. The acceptance of gifts, donations, and bequests;

6. Prudent investments of the endowed funds;
7. Disbursement of principal and income in strict accordance with terms of the gift, devise, or bequest; and
8. The priority, timing, direction, funding and management of capital and other fundraising campaigns; and
9. Naming guidelines for endowed funds, facilities, and programs funded in whole or in part by private monies; and
10. Upon the recommendation of the President, policies related to the relationship between the university and its affiliated entities, the coordination of all fundraising activities intended to benefit the university, the conduct of fundraising campaigns, the use and application of privately donated funds for any activity whose sponsorship may implicate or obligate the university; and fundraising activities intended to benefit the Endowment Fund and various affiliated entities.

G. Special Committees

The following Committees shall be deemed Special Committee of the Board:

1. The Executive Committee;
2. The Presidential Evaluation Committee;
3. The Governance Committee; and

H. Executive Committee

The Executive Committee is comprised of the Chairperson, Vice Chair, Secretary of the Board, the chairs of the Board's committees on Business and Finance, Academic Affairs, and (the President is an ex-officio, non-voting member of the Executive. A majority of the committee members shall constitute a quorum.

Authority and Responsibilities

1. Exercise all powers of the Board between regularly scheduled meetings concerning urgent university matters; and
2. Reports to the Board at the Board's next meeting on any official actions it has taken since the last meeting of the Board.

Note: The President shall be excused for matter relating to his/her compensation and evaluation.

I. Governance Committee

The committee chair and committee members shall be appointed by the Board chair. The Board chair and the President shall be non-voting, ex-officio members of the committee.

Authority and Responsibilities

1. Develops Board orientation for each new member and continuing Board educational programs, and in mentorship of new Board members;
2. Creates and evaluates a Board profile of the combination of talents, knowledge, backgrounds, and expertise needed to fulfill the university's goals;
3. Develops and secures Board approval of a written statement setting out the roles and responsibilities of Board members;
4. Establishes performance criteria/expectations for governors in areas of attendance, preparedness, candor, and participation;
5. Establishes a process for recommending reappointment of a Board member for the President's consideration;
6. Designs and manages any term-limit policies on Board officers;
7. Honors and recognizes retiring Board members;
8. Effectively communicates the committee's responsibilities and achievements; and
9. Assesses the performance of the committee itself, and the board as a whole through a process of confidential self-assessment by each Board member.

I. Presidential Review Committee

The committee chair and committee members shall be appointed by the Board chair.

The Committee shall provide oversight of the University's adherence to Board of Governors Policy concerning the employment and evaluation of the President, specifically the annual, triannual or comprehensive review of the President.

J. Committee Structure/Meetings

1. All committee chairs and committee members will be appointed by the Chairperson of the Board of Governors. Tenure for standing committees shall be for one year and tenure of for all other committees shall be for a prescribed time as determined by the Chairperson of the Board of Governors or until the specified task is completed;
2. The committee chair shall serve as the presiding officer of all committee meetings;
3. Standing Committees shall meet in conjunction with each regularly scheduled Board meeting, and may meet other times as needed to fulfill its responsibilities;
4. All special, ad hoc and other appointed committees shall meet as necessary to fulfill the responsibilities of the Board as determined by the Chairperson of the Board;
5. A majority of the committee members present shall constitute a quorum for all committees; and

6. Staff Designees for each committee shall be the university vice president or cabinet member representing the committee's area of responsibility.

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

The Board shall provide, through the President's Office, the keeping of all Board records; and 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.

All Board Committee Charters will be repealed as the Charter language is included in the Bylaws