

May 11, 2017

Board of Governors



AGENDA

FSU BOARD OF GOVERNORS' MEETING
MAY 11, 2017, 9:00 A.M.

LOCATION: BOARD ROOM, FALCON CENTER
1201 LOCUST AVENUE, FAIRMONT, WV

- I. **CALL TO ORDER**
 - A. Roll Call
 - B. Public Comment
 - C. Approval of Agenda*Action Item*

- II. **APPROVAL OF MINUTES OF APRIL 10, 2017 AND APRIL 20, 2017**.....*Tab 1 Action Item*

- III. **REPORTS AND PRESENTATIONS**
 - A. Concrete Canoe Team
 - B. Introduction of new BOG Student Representative – Alyssa Welling

- IV. **ATHLETIC AFFAIRS COMMITTEE (Frank Washenitz, Chair)**
 - A. EADA Report and Supplemental Data.....*Tab 2 Info Only*

- V. **BY-LAWS COMMITTEE (Dixie Yann, Chair)**
 - A. Operating Procedures.....*Tab 3 Action Item*

- VI. **STUDENT HOUSING COMMITTEE (Aaron Hawkins, Chair)**

- VII. **EXECUTIVE COMMITTEE (Dixie Yann, Chair)**

- VIII. **POSSIBLE EXECUTIVE SESSION - Under the Authority of West Virginia Code §6-9A-4 to Discuss Personnel and Property Issues**
 - A. Presidential Search

- IX. **ADJOURNMENT**

'PUT A BRICK ON IT' DEDICATION
10:00 am – Falcon Center

NEXT MEETING: JUNE 15, 2017, 9:00 A.M.,
LOCATION: BOARD ROOM, 3RD FLOOR FALCON CENTER
1201 LOCUST AVENUE, FAIRMONT, WV

Tab 1

FAIRMONT STATE UNIVERSITY
BOARD OF GOVERNORS
MEETING MINUTES
APRIL 10, 2017
BOARD ROOM, 3RD FLOOR FALCON CENTER
1201 LOCUST AVENUE, FAIRMONT, WV

I. CALL TO ORDER

Chair Dixie Yann convened a meeting of the Fairmont State University (FSU) Board of Governors on April 10, 2017, beginning at approximately 2:00 p.m. in the Board Room, 3rd Floor Falcon Center, and 1201 Locust Avenue, Fairmont, West Virginia.

Present for the meeting were board members Rachel Ball, Chris Courtney, Holly Fluharty, Aaron Hawkins, Bill Holmes, John Myers, Deborah Prezioso, Budd Sapp, John Schirripa and Dixie Yann. Bryan Towns and Frank Washenitz participated by conference call.

Others present were President Rose and Cindy Curry, Assistant VP of HR.

II. POSSIBLE EXECUTIVE SESSIONS

Aaron Hawkins made a motion to go into Executive Session “Under the Authority of West Virginia Code §6-9A-4 to discuss personnel matters as well as to discuss the purchase, sale or lease of property, advance construction planning, the investment of public funds or other matters involving commercial competition.”

Bill Holmes seconded. The motion passed.

Aaron Hawkins made a motion to rise from Executive Session. John Myers seconded. The motion passed.

After reconvening from Executive Session, Bill Holmes made a motion to approve the following:

- A. The Board of Governors gives the BOG Chair the authority to hire a firm to assist in selection of an Interim President.

Aaron Hawkins seconded. The motion passed.

FAIRMONT STATE UNIVERSITY
BOARD OF GOVERNORS
MEETING MINUTES
APRIL 20, 2017
BOARD ROOM, 3RD FLOOR FALCON CENTER
1201 LOCUST AVENUE, FAIRMONT, WV

I. CALL TO ORDER

A. Roll Call

Chair Dixie Yann convened a meeting of the Fairmont State University (FSU) Board of Governors on April 20, 2017, beginning at approximately 9:00 a.m. in the Board Room, 3rd Floor Falcon Center, and 1201 Locust Avenue, Fairmont, West Virginia.

At the request of Chair Yann, Serena Scully conducted a roll call of the Board of Governors. Present for the meeting were board members Rachel Ball, Holly Fluharty, Aaron Hawkins, Bill Holmes, John Myers, Deborah Prezioso, Budd Sapp, John Schirripa, and Dixie Yann. Frank Washenitz participated by conference call. Bryan Towns was present by conference call following the roll call. Chris Courtney was absent.

Others present were President Rose and President's Council members Christina Lavorata, John Lympany, Tim Oxley, Al Skudzinskas and Debbie Stiles. Tom Tucker, Assistant Vice President for Facilities; Stephanie Slaubaugh, Construction Manager; Tim McNeely, Athletic Director; Chad Fowler, Assistant Athletic Director; Ryan Courtney, Director of Internal Operations; RJ Gimbl, President of the Fairmont State Foundation; Carolyn Fletcher, Director of Accounting; Monica Cochran, Director of Procurement; Amy Baker, Director of Marketing, Amie Fazalare, Director of Recruiting; Alicia Kalka, Director of Housing & Residence Life; Tice Rice, Housing Budget & Conference Manager; Jack Kirby, Associate Provost; Richard Harvey, School of Business Dean; Carolyn Crislip-Tacy, School of Education Dean; Deanna Shields, College of Liberal Arts Dean; John McLaughlin, Criminal Justice faculty; Angela Schwer, Language and Literature Chair; and Criminal Justice students. Members of local media were in attendance as well.

B. Public Comment

John Myers reported that no one had signed up for public comment.

C. Approval of Agenda

Aaron Hawkins made a motion to approve the agenda. Bill Holmes seconded. The motion passed.

II. APPROVAL OF MINUTES OF FEBRUARY 16, 2017

John Myers made a motion to approve the minutes of February 16, 2017. Deborah Prezioso seconded. The motion passed.

III. CHAIRMAN'S REPORT

- A. Chair Yann mentioned the University Terrace Dedication and how well attended it was.
- B. Next month there will be a Put a Brick on It – Senior Gift dedication. The bricks will extend from the Falcon Center to the residence halls.
- C. Chair Yann announced the Presidential Search Committee. The committee will be comprised of: Chuck Shields and Joseph Kremer (faculty representatives), Dillon Bradley (student representative), Meagan Gibson (classified staff representative), Jack Kirby (non-classified staff representative), Gary LeDonne (foundation representative), Nick Fantasia (alumni representative), Robin Gomez and Mark Pallotta (community representatives), and Dixie Yann (BOG representative).
- D. The Chair announced the nominating committee, comprised of John Myers (Chair), Holly Fluharty, and Deborah Prezioso. The slate of officers will be presented at the June meeting.

IV. PRESIDENT'S REPORT

- A. President Rose mentioned multiple events that have taken place over the last week: the faculty awards ceremony which was held Wednesday, April 19th; the Alumni and Foundation event which took place on Tuesday, April 18th. The event went well and had a lot of new faces in attendance. The authors of What Matters Most were on campus on Monday, April 17th. There was good dialog regarding what we were doing well and how we can improve the campus experience.
- B. She also mentioned that external evaluators for the Honors Program will be on campus tomorrow, Friday, April 21st. They will be determining how we can improve that program.

- C. President Rose also listed some upcoming events on campus: multiple academic awards celebrations, the WV Symphony Orchestra (and honorary degree presentation), nurses pinning ceremony, garden party for graduates, and commencement.

V. REPORTS AND PRESENTATIONS

A. Constituent Report (Amie Fazalare)

Amie Fazalare, Director of Recruiting and Interim Director of the Alumni Association discussed admissions and recruiting and the positive things coming out of that area. There is currently an extensive communication plan to help reach out to more students and find the most effective way of communication to do so (mail, social media, email, etc.).

The main goal of the communication plan is to get the families to come to campus. Once a student and their family visits campus, they are more likely to choose Fairmont State. Another part of the communication plan is visiting high schools and also attending high school programs for students who are being offered scholarships to Fairmont State.

Amie has been with Fairmont State University for 26 years. Currently, all admissions counselors are FSU grads.

B. Criminal Justice Team

Deanna Shields was present and discussed the recent accomplishments of the Criminal Justice students who took top honors at the Academy of Criminal Justice Sciences/Alpha Phi Sigma National Conference in Kansas City, MO.

Fairmont State students decided to run for national office and won that honor. Fairmont State will be known as the Alpha Phi Sigma National Office for the next two years.

The students present introduced themselves and mentioned what office they hold and/or what part they played in the conference.

John McLaughlin was present and discussed the Crime Scene competition. Fairmont State put on the crime scene competition this year. The 'Fairmont Rule' was enacted because FSU has won the crime scene investigation so many times. Now, if a team wins one year, they cannot compete the following year. The Fairmont State students did an excellent job with the competition and received great reviews.

C. Foundation (RJ Gimbl)

RJ Gimbl, President and CEO of the Fairmont State Foundation, reported that to date, revenues have exceeded \$4M, due largely in part to the Schoolnic Trust Gift and Hardway Estate bequest. The endowment is valued at approximately \$20M dollars with total assets of \$28M dollars. The scholarship spend amount was approved in February for the next academic year and the total dollar amount is \$578,000.

Year two of the Fairmont Fund will go live next week with mail being sent to approximately 29,000 alumni. This mailing includes an alumni decal, which was sponsored by the alumni association. That mailing will be followed up with a monthly solicitation.

Mr. Gimbl stated that on the major gifts front they have received one new endowed scholarship of \$40,000 since the last board meeting and four new impact scholarships of \$5,000 each.

Mr. Gimbl also discussed the Title III match. They are tracking well towards meeting the increased amount of \$25,000 toward the federal match and hope to have closure to the fundraising by June 30. To date, they have \$110,000 in gifts and pledges and verbal commitments of an additional \$30,000.

The 2017 class campaign brick initiative was a success, with over 300 bricks being sold and raising approximately \$10,000. The unveiling is scheduled for the next board meeting on May 11th.

D. Construction Project Updates (Tom Tucker and Stephanie Slaubaugh)

Stephanie Slaubaugh, Construction Manager, gave an update on the various projects that are currently underway and have recently been completed on campus.

University Terrace is currently on Phase II – parking; the parking lots should be completed and available for commencement parking.

The MS4 Project is still underway. They are working with the City of Fairmont on the rehabilitation project for a local stream.

The re-roofing for Turley Center and Wallman Hall will begin the Monday after commencement (2017 capital projects).

On March 1st, Fairmont State held a spring cleanup. Seventeen students came to clean up about a mile stretch of Locust Avenue and picked up 380 lbs. of litter.

VI. CONSENT AGENDA

John Myers moved to accept the following Consent Agenda:

- A. Financial Reports for periods ending January 31, 2017 and February 28, 2017

Aaron Hawkins seconded. The motion passed.

VII. ACADEMIC AFFAIRS COMMITTEE (Aaron Hawkins, Chair)

Mr. Aaron Hawkins, Chair of the Academic Affairs Committee asked that Dr. Christina Lavorata, Provost and Vice President for Academic Affairs, give a brief update.

Dr. Lavorata explained that Academic Affairs programs have a 5-year review cycle (per HEPC). There are no new reports, but there was follow up on reviews from last year, based on recommendations from the 2015-2016 committee.

An update was given on the following Program Reviews from 2016: Bachelor of Arts in Spanish, Bachelor of Arts in Communication Arts, Bachelor of Arts in Theatre Arts, ABET Accredited Engineering Technologies, and the Bachelor of Science in Allied Health Administration which is moving to the School of Business in fall of 2017 with the name changing to Health Care Management.

VIII. ATHLETIC AFFAIRS COMMITTEE (Frank Washenitz, Chair)

Tim McNeely, Athletic Director, gave an update for the Athletic Affairs Committee.

Mr. McNeely discussed the great showing of the men's basketball team at the NCAA conference. The players received many compliments on the way they represented Fairmont State throughout the tournament.

Coach Calhoun accepted a coaching job at Youngstown State and Joe Mazzulla has accepted the head coach position on campus. Coach Mazzulla has already begun raising money and already has a plan for renovating/updating the weight facility as well as updating the academic center for student athletes.

Spring sports are doing very well, especially the men's tennis team. The team recently won another championship.

Tim McNeely also mentioned some FSAA upcoming events: the spring sports reception will be held in the Feaster Center on May 4th and the spring golf tournament at Bridgeport Country Club on May 12th.

IX. BY-LAWS COMMITTEE (Dixie Yann, Chair)

Dixie Yann reported that the By-Laws committee met and is working on the by-laws and operating procedures.

Bill Holmes moved to approve the following:

- A. Title IX Policy Draft for 30-Day Comment Period

Aaron Hawkins seconded. The motion passed.

X. ENROLLMENT/HOUSING-STUDENT LIFE COMMITTEE (John Myers, Chair)

John Myers, Chair of the Enrollment/Housing-Student Life Committee asked that Tim Oxley, Interim Vice President of Student Services, give an update.

Dr. Oxley discussed the Out-of-State Neighbors Scholarship Program agenda item.

Only 8% of the student body is from out of state. The Out-of-State Neighbors Scholarship Program seeks to increase that number. With the lower high school graduation rates in West Virginia, the program will help us be more competitive, as well as be able to recruit higher caliber students. The program will also have an attached requirement that students must reside in the residence halls if participating in this program.

The Campus Solicitation Policy has completed the 30-day comment period. There were two significant comments: Attorney Dawn George clarified a definition and Alicia Kalka clarified that housing does not allow solicitation.

Budd Sapp moved to approve the following:

- A. Campus Solicitation Policy

Deborah Prezioso seconded. The motion passed.

XI. FINANCE COMMITTEE (John Schirripa, Chair)

John Schirripa, Chair of the Finance Committee, provided a brief update.

The Finance Committee met on March 29th and approved the following: athletic department FY 2018 budget and the 20-year athletic master plan update, housing FY 2018 budget, falcon center FY 2018 budget, facilities FY 2018 budget, security camera repurposing of funds, and 2017-2018 tuition & fees and room & board.

At the meeting, a construction project update was also given by Stephanie Slaubaugh.

John Myers moved to approve the following:

- A. Athletic Department FY 2018 Budget and the 20-year Athletic Master Plan Update

Budd Sapp seconded. The motion passed.

Budd Sapp moved to approve the following:

- B. Housing FY 2018 Budget

Aaron Hawkins seconded. The motion passed.

John Myers moved to approve the following:

- C. Falcon Center FY 2018 Budget

Budd Sapp seconded. The motion passed.

Aaron Hawkins moved to approve the following:

- D. Facilities FY 2018 Budget

Budd Sapp seconded. The motion passed.

Aaron Hawkins moved to approve the following:

- E. Security Camera Repurposing of Funds

Budd Sapp seconded.

There was discussion of the specifics of the repurposing of funds. Al Skudzinskas explained that buildings will be locked down after hours and there will be one or two doors that will be accessible via falcon card. Those entries will have camera security.

There was one opposition.

The motion passed.

Bill Holmes moved to approve the following:

F. 2017-2018 Tuition & Fees and Room & Board Fees

Deborah Prezioso seconded.

There was discussion of the breakdown of increases: 5% tuition increase, 4% room rates increase, and 3% meal plan increase.

The motion passed.

Budd Sapp moved to approve the following:

G. Revised Out-of-State Neighbors Scholarship Program

John Myers seconded. The motion passed.

XII. STUDENT HOUSING COMMITTEE (Aaron Hawkins, Chair)

Aaron Hawkins, Chair of the Student Housing Committee, gave a brief update.

The University Terrace Dedication went very well and was well attended.

Phase II has begun and the parking areas are being finalized – hoping to be completed prior to commencement.

XIII. EXECUTIVE COMMITTEE (Dixie Yann, Chair)

Dixie Yann reported that the Executive Committee has not met.

XIV. POSSIBLE EXECUTIVE SESSIONS

Aaron Hawkins made a motion to go into Executive Session “Under the Authority of West Virginia Code §6-9A-4 to discuss personnel matters as well as to discuss the purchase, sale or lease of property, advance construction planning, the investment of public funds or other matters involving commercial competition.”

Budd Sapp seconded. The motion passed.

Aaron Hawkins made a motion to rise from Executive Session. Budd Sapp seconded. The motion passed.

Tab 2

**Fairmont State University
Board of Governors
May 2017**

Item: Recap of EADA Reporting and Supplemental Data.

Committee: Committee of the Whole

Informational Only: Provide a recap of 2015-16 EADA Reporting and Supplemental Data.

Staff Member: Tim McNeely

Background: The EADA Report is due annually in October. The NCAA Financial Report is due annually in January. This recap is intended to provide a brief summary of the information.

Attached is the 2015-16 EADA Report.

Additional information is provided in Appendix A.

This item is for informational purposes only.

**Summary of Intercollegiate Athletics Activities
Recap of EADA Reporting & Supplemental Data**

Institution Name: FAIRMONT STATE UNIVERSITY

Prepared By: Ryan Courtney

	FY 2013	FY 2014	FY 2015	FY 2016
Expenses and Revenue Summary				
Total Intercollegiate Athletics Expenses	\$ 4,260,826	\$ 4,201,494	\$ 4,791,066	\$ 5,277,376
Total Intercollegiate Athletics Revenue	\$ 4,304,784	\$ 4,676,627	\$ 5,130,188	\$ 5,383,491
 Breakdown of Revenue Sources:				
Student Activity Fees	\$ 1,385,819	\$ 1,868,422	\$ 2,267,299	\$ 2,332,196
Direct State Government Support	\$ -	\$ -	\$ -	
¹ Institutional Support	\$ 1,917,612	\$ 2,067,673	\$ 2,048,598	\$ 1,997,209
All Other	\$ 1,392,240	\$ 1,121,694	\$ 1,296,169	\$ 1,564,158
Total from NCAA Report	\$ 4,695,671	\$ 5,057,789	\$ 5,612,066	\$ 5,893,563
 Financial Aid Summary				
Total Athletically Related Financial Aid	\$ 1,277,085	\$ 1,242,428	\$ 1,339,499	1,515,350
 Breakdown of Athletic Financial Aid Dollars by Funding Source:				
Amount Funded by Waivers	\$ 729,598	\$ 774,515	\$ 838,458	880,494
Amount Funded by Direct State Government Funds	\$ -	\$ -	\$ -	
Amount Funded by E&G Institutional Funds	\$ 129,863	\$ 130,000	\$ 130,000	130,000
Amount Funded by Other Institutional Funds	\$ 88,750	\$ 85,250	\$ 86,250	86,250
Amount Funded by Athletics or 3rd Parties	\$ 328,874	\$ 252,663	\$ 284,791	286,548
 Number of Students Provided Athletic Financial Aid				
Funded by E&G Waivers - WHITEA & WHIFTB				
Headcount	139	150	176	195
² FTE	39.59	40.47	41.81	41.56
Funded by Auxiliary Waivers - LASSA & PEGFAT				
Headcount	38	27	31	28
² FTE	5.08	4.30	4.48	4.09
Funded by Direct State Government Funds				
Headcount	0	0	0	
² FTE	0	0	0	
Funded by Institutional Funds - PRSATH				
Headcount	33	14	28	16
² FTE	8.08	6.55	6.47	6.54
Funded by Athletics, 3rd Parties, or Other - LAS, LASS, LASWM & OTHER				
Headcount	164	86	88	119
² FTE	20.67	14.35	15.09	21.5
Total				
Headcount	374	277	323	358
³ FTE (Total Number of NCAA Equivalents)	73.42	65.66	67.85	73.69
Total Number of Athletes on Rosters	284	274	288	282

NOTE - Attached is a copy of the institution's FY 2016 EADA report.

¹ Includes waivers, salaries and benefits, and work study payments.

² Some student-athletes receive waivers and other funds.

³ 1.0 FTE is defined as 1.0 NCAA equivalent.

*** *Additional information provided in Appendix A.*

**Summary of Intercollegiate Athletics Activities
Recap of EADA Reporting & Supplemental Data
Institution Name: FAIRMONT STATE UNIVERSITY**

APPENDIX A

Year	Scholarship Budget	Masterplan Additions	Institution Additions	Budget w/ No Athletics Additions	In-State Average Grant-in-aid	Budgeted In-state Equivalencies	Out-of-State Average Grant-in-aid	Budgeted Out-of-state Equivalencies
2012-13	\$ 1,225,449	\$ -	\$ -	\$ 1,225,449	\$ 13,746	89.15	\$ 19,650	62.36
2013-14	\$ 1,290,165	\$ -	\$ 64,716	\$ 1,290,165	\$ 14,510	88.92	\$ 20,974	61.51
2014-15	\$ 1,476,795	\$ 114,000 ¹	\$ 72,630	\$ 1,362,795	\$ 15,506	87.89	\$ 22,056	61.79
2015-16	\$ 1,556,644	\$ 152,000 ²	\$ 41,849	\$ 1,404,644	\$ 16,046	87.54	\$ 23,396	60.04
2016-17	\$ 1,728,728	\$ 260,059 ³	\$ 64,025 ⁴	\$ 1,468,669	\$ 16,798	87.43	\$ 24,516	59.91
2017-18	\$ 1,826,280	\$ 310,059 ⁵	\$ 47,552	\$ 1,516,221	\$ 17,480	86.74	\$ 25,582	59.27
		\$ 310,059	\$ 290,772			2.41 ⁶		3.09 ⁷

¹ - \$76,000 for Women's Soccer and \$38,000 for other women's sports.

² - Increased Women's Soccer by \$38,000.

³ - Increased Women's Soccer by \$38,000, other women's sports by \$42,000, and \$28,059 to all sports.

⁴ - Includes \$20,000 increase for women's olympic sports.

⁵ - Includes \$50,000 increase for women's sports according to the master plan.

⁶ - Represents a 2.41 loss of in-state equivalencies since 2012-13 and 0.69 from last year, 2016-17.

⁷ - Represents a 3.09 loss of out-of-state equivalencies since 2012-13 and 0.64 from last year, 2016-17.

Tab 3

Fairmont State University
(“University”)
Board of Governors
Policy No. #56
Board of Governors' Operating Procedures
Effective upon adoption

- Article 1: The Board
- Article 2: Officers
- Article 3: Meetings
- Article 4: Committees
- Article 5: Amendments

ARTICLE 1 THE BOARD

1.A Name, Authorization and Mission

- 1.A.i Name:** The official name of this governing body shall be the "Fairmont State University Board of Governors" (“The Board”).
- 1.A.ii Authorization:** The Board was created by the acts of the legislature of West Virginia pursuant to Chapter 18B, Article 2A, Section 1, *et seq.* of the Code of West Virginia [§18B-2A-1 *et seq.*] as a governing body for Fairmont State University.
- 1.A.iii Mission:** The mission and purpose of The Board is set forth in Chapter 18B, Article 2A, Section 4 [§18B-2A-4] of the West Virginia Code.

1.B Membership, Elections & Appointments:

- 1.B.i** The Board consists of twelve (12) members:
- 1.B.i.a** one full-time member of the faculty with the rank of instructor or above duly elected by the faculty;
 - 1.B.i.b** one member of the student body in good academic standing, enrolled for college credit work and duly elected by the student body;
 - 1.B.i.c** one member of the institutional classified employees duly elected by the classified employees; and
 - 1.B.i.d** nine lay members appointed by the Governor of the State of West Virginia (“Governor”) with the advice and consent of the Senate.
- 1.B.ii** Except in the case of a vacancy, all member elections shall be held and all appointments shall be made no later than the thirtieth day of June preceding the commencement of the term.

1.C Terms of Appointment: All terms begin each year on the first day of July.

1.C.i Student, Faculty and Classified Staff

- 1.C.i.a** The student member serves for a term of one year.

- 1.H Removal:** A member of the Board of Governors appointed by the Governor may not be removed as a member of the Board by the Governor except for official misconduct, incompetence, neglect of duty or gross immorality and then only in the manner prescribed by law for the removal of the state elective officers by the Governor.
- 1.I Compensation:** The members of the Board of Governors serve without compensation, but shall be reimbursed for all reasonable and necessary expenses actually incurred in the performance of their official duties.
- 1.J Supervision:** The Board of Governors is subject to the supervision of the Higher Education Policy Commission.
- 1.K Collective Authority and Action**
- 1.K.i** The authority of the members of the Board is conferred upon them as a Board, and they can bind the Board and the University only by acting collectively through a majority vote of the Board as described in these operating procedures and applicable law.
- 1.K.ii** Except as noted herein, permitted by act of the Board or otherwise provided by law, no individual member may commit the Board to any policy, declaration, directive or action without prior approval of the Board.
- 1.L Code of Conduct:**
- 1.L.i.a** Members of the Board have an obligation to fulfill their responsibilities in a manner which fosters the public's respect, trust and confidence.
- 1.L.i.b** Members of the Board shall
- 1.L.i.b.I** comply with the West Virginia Ethics Act (West Virginia Code §6B-1-1, et seq.), applicable law, and the highest standards of integrity;
- 1.L.i.b.II** vote in a manner the member reasonably believes to be in the best interests of the University;
- 1.L.i.b.III** recognize and maintain their personal fiduciary responsibility for protecting and advancing the integrity, interests and assets of the University; and
- 1.L.i.b.IV** refrain from placing themselves in situations in which their duty towards, loyalty to or stewardship of the University may be compromised.
- 1.L.i.c** Members of the Board shall recognize the role of the President as the chief executive officer of and primary spokesperson for the University and the role of the Chair of the Board as the primary spokesperson for the Board.
- 1.L.i.d** The authority of the Board is based on the authority of the Board as a whole, and not on the authority of individual members.
- 1.L.i.e** Board members shall participate actively in the duties of the Board, exercise critical and independent judgment, and communicate promptly to the Chair or

the President any significant concern regarding the operations of the Board or University.

1.M Conflicts of Interest and Appearances of Impropriety

1.M.i Members of the Board shall perform their responsibilities in a manner which avoids conflicts of interest or the appearance of impropriety.

1.M.ii Board members shall not use the authority, title, influence, or prestige of their positions, or any confidential information gained as a result of their membership, to solicit business for themselves or others or otherwise obtain any private financial, social, or political benefit which in any manner would be inconsistent with the interest and mission of the University.

1.M.iii Every member of the Board has an ongoing obligation to disclose at the earliest practicable time all conflicts, potential conflicts and appearances of impropriety.

1.M.iv In the event the Board determines the University's best interests may be served by entering into an appropriate business transaction with a member of the Board, or an entity in which such member has an interest, this section sets forth the procedures for identifying, managing and, where possible, resolving such conflicts with a member ("interested member") in a manner which fosters the public's respect, trust and confidence, protects the University's public mission and maintains the University's integrity.

1.M.iv.a Disclosure

1.M.iv.a.I Each Board member shall comply with the West Virginia Ethics Act (West Virginia Code §6B-1-1, et seq.) and shall execute an annual conflict of interest statement and provide a copy thereof to the Secretary of the Board.

1.M.iv.a.II An interested member shall fully disclose in writing any such conflict, potential conflict or appearance of impropriety, including all pertinent facts, to the Chair; or, in the case of the Chair, to the University's President, promptly after becoming aware of such a conflict, potential conflict or appearance of impropriety.

1.M.iv.b Resolution of Conflicts and Potential Conflicts

1.M.iv.b.I Whenever a Board member is in doubt as to whether a conflict might exist, such interested board member is encouraged to consult with the Chair, who may, in the Chair's sole discretion, confer in turn with the President.

1.M.iv.b.II Any information so presented shall, to the extent permitted by law, be held in confidence except when it is determined

1.M.iv.b.II.1 that a conflict does in fact exist, or

- 1.M.iv.b.II.2** that it is in the best interest of the University to disclose the information.
- 1.M.iv.b.III** In the event the Board determines such information should be disclosed, the Board may do so
- 1.M.iv.b.III.1** to the Board while in executive session,
- 1.M.iv.b.III.2** to the Board in open session or
- 1.M.iv.b.III.3** to a specific committee of the Board.
- 1.M.iv.b.IV** Such disclosure will be made only after informing the interested Board member.
- 1.M.iv.b.V** In the event of a conflict, potential conflict or appearance of impropriety, the interested member shall not participate in, be present during any discussion of or participate in any vote by the Board regarding such conflict, potential conflict or appearance of impropriety.
- 1.M.iv.b.VI** The Board may, in its sole discretion, seek additional information or clarification from the interested member.
- 1.M.iv.b.VII** 1.12.4.2.7 The disclosure of a conflict, potential conflict or appearance of impropriety, the member's recusal and abstention from any relevant vote and the Board's actions relating thereto shall be recorded in the minutes of the meeting at which the matter is addressed.

ARTICLE 2 OFFICERS

2.A The Officers of Board shall be:

2.A.i Chair,

2.A.ii Vice Chair, and

2.A.iii Secretary.

2.A.iv Assistant Secretary

2.A.iv.a An Assistant Secretary may be appointed by the Chair to facilitate board activities.

2.A.iv.b Any such Assistant Secretary shall not be considered an officer of the Board and need not be a member of the Board.

2.B Election and Tenure

2.B.i At its annual meeting, the Board shall elect the officers of the Board for a one year term beginning July 1 of the next ensuing term.

2.B.ii The Chair shall be elected from among the nine lay members of the Board.

2.B.iii No member may serve as Chair for more than twenty-four (24) consecutive months.

2.C Resignation:

2.C.i Resignation of Officer Other than Chair: Any officer other than the Chair of the Board may resign at any time by giving written notice to the Chair and to the President of the University.

2.C.ii Resignation of Chair: The Chair of the Board may resign at any time by giving written notice to the Vice Chair and to the President of the University.

2.D Removal: Any officer may be removed by the Board at any time by majority vote of the members of the Board.

2.E Vacancies

2.E.i In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to the office of Chair for the remainder of that fiscal year (July 1 — June 30), and shall remain eligible to serve as chair in the following fiscal years for a total term not to exceed twenty-four (24) consecutive months.

2.E.ii In the event of a vacancy in the offices of Vice Chair or Secretary, the members shall elect a new officer at the next meeting following the effective date of the vacancy.

2.E.iii No limitation shall apply as to the consecutive months of service of the offices of Vice Chair or Secretary.

2.F Duties of the Officers

2.F.i Chair:

2.F.i.a The Chair shall preside, with right to vote, at all meetings of the Board of Governors and the Executive Committee.

2.F.i.b The Chair shall be an *ex officio* member, without vote, on all committees unless appointed as a regular voting member of a committee.

2.F.i.c The Chair may sign, on behalf of the Board or University, any documents or instruments that the Board has authorized to be executed.

2.F.i.d The Chair shall appoint the members of all committees, subject to approval by the Board.

2.F.i.e The Chair shall perform all duties incident to the office of the Chair, including setting meeting agendas, and such other duties as may be prescribed by the Board from time to time, and shall be the spokesperson for the Board.

2.F.ii Vice Chair:

2.F.ii.a The Vice Chair shall perform all the duties and exercise the authority of the Chair during the Chair's absence or incapacity.

2.F.ii.b The Vice Chair shall perform such other duties as may be assigned to the Vice Chair by the Chair of the Board.

2.F.iii Secretary:

2.F.iii.a The Secretary shall provide for the keeping of the minutes of all meetings of the Board and shall assure that such minutes are filed with the records of the University, and made available to the members of the Board, officers of the University and the public consistent with the provisions of these bylaws.

2.F.iii.b The Secretary shall provide for the preparation of reports of the Executive Committee and for distribution of the reports to each member of the Board.

2.F.iii.c The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law.

2.F.iii.d The Secretary shall distribute the agenda for all Board meetings.

2.F.iii.e The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the Chair of the Board.

2.F.iii.f The Secretary may delegate to the Assistant Secretary any or all of those duties associated with the taking or distribution of minutes, the providing of notices, or other similar administrative duties.

2.F.iv Assistant Secretary:

2.F.iv.a The Assistant Secretary shall perform such duties as may be assigned by the Secretary or the Chair.

2.F.iv.b If the Assistant Secretary is not a member of the Board, the Assistant Secretary shall not be entitled to vote or otherwise participate in meetings as a member of the Board.

2.G Offices: The principal offices of the Board of Governors shall be the Office of the President, Fairmont State University, 1201 Locust Avenue, Fairmont, West Virginia, 26554.

ARTICLE 3 MEETINGS

3.A Frequency: The Board of Governors shall meet in regular session not less than six times in each fiscal year. The schedule of meetings will be determined by the Chair in consultation with the Board.

3.B Annual Meeting: The annual meeting shall be held each year in June.

3.C Notification & Access: The date, time, place and agenda of all regularly scheduled meetings and the date, time, place and purpose of all special meetings shall be

announced in advance in the State Register, as prescribed by the Open Governmental Proceedings Act (§6-9A-1 *et seq.*) Meetings of the Board shall be open to the public as provided by law.

3.D Emergency Meetings

3.D.i In the event of an emergency, either

3.D.i.a the Chair, or

3.D.i.b at least three members plus an officer of the Board, may file an emergency meeting notice at any time prior to the meeting.

3.D.ii The emergency meeting notice shall state the date, time, place and purpose of the meeting and the facts and circumstances of the emergency.

3.D.iii The meeting shall be limited to the emergency agenda identified in the notice.

3.E Meeting Location: Unless otherwise determined by the Board, all meetings will be held on the main campus of the University in Fairmont.

3.F Quorum:

3.F.i A majority of members (i. e. 7) shall constitute a quorum to do business, but a smaller number may meet and adjourn to some other time or until a quorum is obtained.

3.F.ii Telephonic or other electronic means of attending the meeting shall qualify toward the quorum.

3.G Parliamentary Procedure: The business at each meeting shall be conducted under general parliamentary rules set forth in Robert's Rules of Order as modified or interpreted by the Board.

3.H Agendas: The agenda for every meeting of the Board shall be prepared by the Chair of the Board with the assistance of the President of the University. Any member of the Board of Governors may present at any meeting of the Board any item for information or discussion whether or not the same is on the agenda of the meeting, but no final action shall be taken on an item that is not consistent with the agenda or purpose of the meeting.

3.I Minutes:

3.I.i Minutes of each meeting of the Board shall be prepared, submitted to the Board for correction and approval and, upon being so approved, recorded permanently with the signature of the Secretary.

3.I.ii Subject to the exceptions set forth under the Open Governmental Proceedings Act (§6-9A-1 *et seq.*), all minutes approved by the Board, as aforesaid, of all meetings shall be available to the public within a reasonable period of time after the meeting and shall include, at least, the following information:

3.I.ii.a The date, time, and place of the meeting;

3.I.ii.b The name of each member of the Board, and whether each member was present or absent;

3.I.ii.c All motions, proposals, resolutions, orders and measures proposed, the name of the person proposing the same and the disposition of the same; and

3.I.ii.d The results of all votes and, upon the request of a member, pursuant to the rules of the Board for recording roll call votes, the vote of each member by name.

3.J Voting

3.J.i Manner of Voting: Votes on all matters coming before the Board or any of its committees shall be taken by voice vote, but a roll call vote shall be taken upon the request of a member for a roll call vote.

3.J.ii Off-Site Voting: Whenever any member participates in a meeting of the Board by telephone or any other means when not physically present at the meeting location, such member shall be individually polled as to each vote of the Board.

3.J.iii Proxy Voting: No member may vote by proxy.

3.K Executive Session

3.K.i By vote of a majority of the members present at any meeting of the Board, and in accordance with the Open Governmental Proceedings Act (§6-9A-1 *et seq.*), portions of a meeting, including committee meetings, may be closed to the public.

3.K.ii No minutes shall be taken of executive sessions of the Board and no decision may be made in the executive session.

3.K.iii No person not a member of the Board shall be in attendance at such executive session except at the direction of the members.

3.L Protocol for Meetings of the Board

3.L.i All those in attendance at meetings of the Board of Governors may be asked to identify themselves before addressing the Board or in appropriate circumstances upon entry to the meeting.

3.L.ii Only members of the Board, the President, those recognized by the Chair or by majority vote of the members present may address the Board.

3.L.iii If space is limited in the meeting room, those with business before the Board and the members of the press shall have priority over those who are visitors.

3.L.iv The Board may remove from the meeting any member of the public who is disrupting the meeting to the extent that orderly conduct of the meeting is compromised.

3.M Appearances before the Board: At any meeting where the Board agenda includes a public comment opportunity, persons may not be required to register more than fifteen (15) minutes prior to the time the scheduled meeting is to commence.

ARTICLE 4 COMMITTEES

4.A Formation and Operating Procedures:

- 4.A.i** All committees of the Board shall be appointed by the Chair of the Board, who shall also designate members of each committee to serve as its chair and assistant chair.
- 4.A.ii** All committees shall keep a record of their proceedings and shall report to the Board as required.
- 4.A.iii** The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.
- 4.A.iv** All resolutions and reports offered which involve matters for record in the minutes shall be made in writing.

4.B Standing Committees: The Board shall have the following Standing Committees:

- Executive Committee
- Finance
- Audit
- Enrollment, Housing and Student Life
- Athletic Affairs
- By-laws

4.C Duties of Standing Committees: All standing committees shall review Board level policy concerns and transactions and provide the Board its advice and counsel relative to matters assigned to the committees.

4.D Special Committees: The Chair of the Board may appoint such additional committees and the chair of such additional committees to perform such tasks as the Chair of the Board shall deem necessary.

4.E Executive Committee

4.E.i Membership: The Executive Committee shall be chaired by the Chair of the Board and shall consist of the Board's Officers.

4.E.ii Duties: The duties of the Executive Committee shall include acting on behalf of the Board when so directed by the Board.

4.E.iii Meetings: When Board action is required between scheduled meetings of the Board, and a special meeting of the Board is not practicable, the Chair, in the Chair's sole discretion, may convene the Executive Committee to act on the Board's behalf, subject, as appropriate, to vote by the full board at the next regular meeting of the Board.

4.E.iv Notice of Meeting, Quorum and Voting:

- 4.E.iv.a** All members of the Board shall be notified of any meeting of the Executive Committee and shall be entitled to participate in the discussion.
- 4.E.iv.b** A quorum shall consist of a majority of the members of the Executive Committee.
- 4.E.iv.c** To be valid, any action of the Executive Committee requires a majority vote of the Executive Committee members present.
- 4.E.v Sub-Committees:** The chair of each committee may from time to time appoint such subcommittees from such committee's membership and designate the chair of each subcommittee to perform such tasks as the chair of such committee shall deem necessary.

ARTICLE 5 AMENDMENTS

- 5.A** These operating procedures may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the Board present at such meeting, provided that copies of such proposed amendments or notices of repeal are delivered in writing to each member at least ten days in advance of such meeting and that proper public notice has been given consistent with HEPC Series 4 and FSU Board of Governors Policy 50.
- 5.B Compliance**
 - 5.B.i** The procedures set forth herein are intended to comply with current applicable State law in effect at the time of their adoption or amendment, and shall be implemented in accordance therewith.
 - 5.B.ii** Should any change in State law or interpretation thereof occur, these procedures shall be implemented and applied in compliance with such change or interpretation.

Adopted by the Fairmont State University
Board of Governors:

Date