

Fairmont State University
(“University”)
Board of Governors
Policy No. #56
Board of Governors' Operating Procedures
Effective Date: May 11, 2017

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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.C.i.b The faculty member serves for a term of two years.
- 1.C.i.c The classified staff member serves for a term of two years.
- 1.C.i.d Faculty and Staff members are eligible to succeed themselves for three additional terms, not to exceed a total of eight consecutive years.
- 1.C.ii Lay Citizens: The appointed lay citizen members serve a term of four years each and are eligible to succeed themselves for no more than one additional term. The lay citizen members of the Board's terms shall be staggered.
- 1.D **Vacancies:** A vacancy in an unexpired term of a member shall be filled for the unexpired term in the same manner as the original appointment or election.
- 1.E **Continuation:** Other than in the case of written resignation submitted to the Board, all members shall remain in office until a successor has been duly appointed and qualified.
- 1.F **Lay Citizens Qualifications and Disqualifications**
 - 1.F.i Qualifications: Of the nine lay citizens appointed by the Governor,
 - 1.F.i.a No more than five may be of the same political party;
 - 1.F.i.b At least five of the members shall be residents of the state;
 - 1.F.ii Disqualifications: No lay person shall be eligible for appointment to membership of the Board who is
 - 1.F.ii.a an officer, employee or member of any other board of governors,
 - 1.F.ii.b an employee of any affiliated research corporation created pursuant to Chapter 18B, Article 12 of the West Virginia Code;
 - 1.F.ii.c an employee of any affiliated foundation organized and operated in support of one or more state institutions of higher education;
 - 1.F.ii.d an employee of any institution of higher education;
 - 1.F.ii.e an officer or member of any political party executive committee;
 - 1.F.ii.f the holder of any other public office or public employment under the government of the State of West Virginia or any of its political subdivisions; or
 - 1.F.ii.g a member of the
 - 1.F.ii.g.I Policy Commission, or
 - 1.F.ii.g.II West Virginia Council for Community and Technical College Education.
- 1.G **Oath of Office:** Before exercising any authority or performing any duties as a member of the Board of Governors, each member shall qualify as such by taking and subscribing to the oath of office prescribed by Article IV, § 5 of the Constitution of West Virginia, and the certificate thereof shall be filed with the Secretary of State.

- 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;

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

3.1.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

3.1.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
- Academic Affairs
- 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.