

WEST VIRGINIA UNIVERSITY
BOARD OF GOVERNORS

March 3, 2014

The one hundred twenty first meeting of the West Virginia University Board of Governors (scheduled as an Emergency Meeting) was held on March 3, 2014 in the West Virginia University Stewart Hall President's Conference Room. Board members participating included James R. (Rob) Alsop, Dr. Lisa DiBartolomeo, Ryan Campione, Ellen Cappellanti, James W. Dailey, II, Thomas Flaherty, Dr. Robert Griffith, Raymond Lane, Diane Lewis, Dixie Martinelli, William Nutting, Andrew A. Payne, III, Ed Robinson, J. Robert (J.R.) Rogers, and William Wilmoth. Board member, David Alvarez, was absent and excused.

WVU officers, divisional campus officers, and representatives present and participating by telephone included:

Vice President for Legal Affairs and General Counsel & Assistant
BOG Secretary, William H. Hutchens, III;
Associate General Counsel, Kevin J. Cimino;
Assistant Vice President for University Communications, Becky Lofstead; and,
Special Assistant to the Board of Governors, Valerie Lopez.

Members of the Press were also present.

CALL TO ORDER

The meeting was called to order by Board Chairman, James W. Dailey, II, at 9:00 a.m. A roll call was taken to determine who was in attendance and a quorum established.

Chairman Dailey stated that today's emergency meeting related to the future leadership of the University. The facts and circumstances surrounding the emergency are that on November 11, 2013, President James P. Clements announced that he will be leaving the University to become the president of Clemson University. Thereafter, the Board of Governors met on several occasions to discuss interim leadership and a proposed search process. On December 6, 2013, the Board selected E. Gordon Gee as the University's next president and the West Virginia Higher Education Policy Commission approved the Board's the selection, President Gee's contract, and the proposed presidential search process. Under the current arrangement, President Gee will serve as president until a permanent president is selected. However, on Friday, February 28, 2014, the Presidential Search Committee recommended that the Board take all necessary steps, including required approval of the Higher Education Policy Commission, to immediately negotiate and enter into a contractual agreement to retain and appoint E. Gordon Gee as the permanent President of West Virginia University. Accordingly, because of these unique circumstances, the Board must immediately consider the retention of President Gee as the University's permanent president. Moreover, as set forth in the Board's Operating Procedures, given that the president acts as the University's chief executive officer and the official advisor to and executive agent of the Board and its Executive Committee, it is essential that the Board meet in order to discuss and/or take action on this matter. Given the current circumstances, the

University has an imminent and substantial interest in meeting immediately to solidify its future leadership. To that end, it must meet to discuss the potential permanent retention of President Gee.

EXECUTIVE SESSION

Chairman Dailey requested a motion that the Board go into Executive Session, under authority in West Virginia Code § 6-9A-4(b)(2)(A), (12), to discuss personnel matters related to the future leadership of the University. The motion was made by Diane Lewis, seconded by Ed Robinson, and passed. Following the conclusion of Executive Session, Dixie Martinelli moved that the Board reconvene into regular session. This motion was seconded by Ryan Campione, and passed.

DISCUSSIONS EMANATING FROM EXECUTIVE SESSION

Chairman Dailey stated that during Executive Session the Board discussed action regarding modification of the current search process, as permitted by the approved procedure, including discussion and/or action to rescind the motion which it approved on or about November 13, 2013 whereby the Board stated that the interim President or President for a term will not be a candidate for the permanent presidency of West Virginia University, and asked if there was a motion.

Board member, Diane Lewis, thereupon moved that the West Virginia University Board of Governors:

- (1) Rescinds the motion which it approved on or about November 13, 2013, whereby the Board stated that the interim President, will not be a candidate for the permanent presidency of West Virginia University;
- (2) Amends the Presidential Search Procedures approved by this Board on or about December 5, 2013, to allow the Board to move forward in consideration of current President for a Term, E. Gordon Gee, as the permanent President of West Virginia University. The Chairman of the Board is authorized to take all necessary steps, including creating and executing documents on behalf of the Board, to amend such Search Procedures and obtain approval of the Higher Education Policy Commission, and;
- (3) Authorizes the Chairman of the Board to take all necessary steps, including creating and executing documents on behalf of the Board and obtaining the approval of the Higher Education Policy Commission, to immediately negotiate and enter into a contractual agreement to retain and appoint E. Gordon Gee as the permanent President of West Virginia University.

This motion was seconded by J. Robert (J.R.) Rogers. Chairman Dailey stated that since our Board's operating procedures provide that any members participating in a meeting by

telephone may be individually polled as to their respective votes, he called on each board member rejoining today's public session of the meeting to individually record their vote on the motions in question – with the following results:

<u>Board Member</u>	<u>Vote on pending motions</u>
James R. (Rob) Alsop	Yes
Dr. Lisa DiBartolomeo	Yes
Ryan Campione	Yes
Ellen Cappellanti	Yes
James W. Dailey, II	Yes
Thomas Flaherty	Yes
Dr. Robert Griffith	Yes
J. Thomas Jones	Yes
Raymond Lane	Yes
Diane Lewis	Yes
Dixie Martinelli	Yes
William Nutting	Yes
Andrew A. Payne, III	Yes
Ed Robinson	Yes
J. Robert (J.R.) Rogers	Yes
William Wilmoth	Yes

Noting that Board member, David Alvarez, was not present for today's meeting to vote, and acknowledging the votes as recorded above, Chairman Dailey announced that the motions passed.

ADJOURNMENT

There being no further business, J. Robert (J.R.) Rogers moved to adjourn the meeting. The motion was seconded by Ellen Cappellanti, and passed. The meeting was adjourned at 10:30 a.m.

Ellen Cappellanti, Secretary