The one hundred seventy-first meeting of the West Virginia University Board of Governors was held on June 21, 2019 and hosted on the WVU Tech campus in Beckley, West Virginia. Board members in attendance/participating by telephone included David Alvarez, Marty Becker, Charles Capito, Elmer Coppoolse, Thomas Heywood, Dr. Stanley Hileman, J. Thomas Jones, Lisa A. Martin, Taunja Willis Miller, Isaac Obioma, Richard Pill, Ed Robinson, J. Robert (J.R.) Rogers, Dr. Matthew Valenti, Dr. Kimberly Weaver and William Wilmoth. Board member Benjamin Statler was absent and excused.

WVU officers, divisional campus officers, representatives (and others) present included:

President, E. Gordon Gee;
Vice President for Strategic Initiatives, Rob Alsop;
General Counsel, Stephanie Taylor;
Vice President and Executive Dean of Health Sciences, Clay Marsh;
Vice President for University Relations, Sharon Martin;
Vice President and Chief Financial Officer, Paula Congelio;
Associate Vice President for Finance, Anjali Halabe;
Director of Athletics, Associate Vice President, Shane Lyons;
Deputy Athletics Director, Keli Zinn;
Senior Associate Athletics Director/External Affairs, Matt Wells;
Vice Provost for Academic Strategies, Curriculum and Assessment, Paul Kreider;
Associate Provost for Budget, Facilities and Strategic Initiatives, Mark Gavin;
Deputy General Counsel, Gary G. Furbee, II;
Director of Internal Audit, Bryan Shaver;
American Council on Education Fellow, 2018-19, Lisa M. Di Bartolomeo;
From WVU Faculty Senate, David Hauser;
From Potomac State University, Sheri Chisholm;
From WVU Tech, Lisa Ferrara;
Executive Officer and Assistant Board Secretary, Jennifer Fisher;
Senior Executive Director of Communications, University Relations, John Bolt; and,
Special Assistant to the Board of Governors, Valerie Lopez.
Also in attendance from WVU Tech at Beckley were:
Dean Stephen Brown;
CALL TO ORDER

The meeting was called to order by Chairman William Wilmoth at 9:00 a.m. A roll call was taken to determine who was in attendance and a quorum established. At the onset Chairman Wilmoth acknowledged the spectacular day spent yesterday by board members and administrators at the Summit Bechtel Reserve. He thanked all involved for making such a memorable event possible.

ACADEMIC AFFAIRS UPDATES

Vice Provost Paul Kreider provided the following Academic Affairs Updates:

The Interim Dean of the Statler College is Earl Scieme. He has been a long-standing chair of Physics and a successful researcher and recruiter of faculty. We and Earl are excited for his appointment and we anticipate great momentum in preparation for a permanent dean. Statler Dean Search – Greenwood Asher is the hired search firm. We had the first meeting of the committee and the profile and announcement have been released. Review of candidates will start in August and September.

Two other dean searches will commence in August – Davis College of Agriculture NR & Design – Along with WVU Extension Service – we are also using Greenwood Asher for these two searches. Those are the dean searches in play at this time.

Diana Martinelli – Reed College of Media - Dr. Martinelli was the first Widmeyer Professor in Public Relations. She earned her BA and MA from WVU and her Ph.D from the University of North Carolina. She won teaching awards at WVU and at Ohio University where she taught before returning home to WVU. She also serves on the

Dana Brooks retired as dean in the College of Physical Activity and Sports Science – Jack Watson who has been a chair and associate dean will serve as the interim for this year. Jack is a sport Psychologist by training and got his masters from WVU and his Ph.D from FSU. While on faculty here Jack has won awards in recognition of his research and service productivity.

Ryan Claycomb is leaving WVU for Colorado State University, along with Ann Claycomb – this requires two appointments:

Acting Dean of the Honors College – Damien Clement who has been serving as Associate Dean for a few years will serve in this position. Dr. Clement’s training is from WVU in Sport and Exercise Psychology.

Interim Director of the Humanities Center, Rhonda Reymond – Art Historian - Dr. Rhonda Reymond received her Ph.D. and MA degrees in Art History, specializing in Art of the United States from the Colonial period to WWII, from the University of Georgia

Three new appointments and a change within the provost office:

John Campbell is no longer Vice Provost and has stepped into a research role and faculty role within the College of Education and Human Services. I will assume the Vice Provost duties moving forward.

Associate Provost for Undergraduate Education and Retention – we have identified a person and are in the process of finalizing that appointment to begin July 1st. I will refrain from naming the individual pending completion of the onboarding. This was an internal search. The individual will lead and oversee: Center for Learning and Student Success - Tutoring – First Year Experience – Advising Council - All Retention Efforts - Academic Policies and serve on several key projects and initiatives moving forward.

Dr. Louis Slimak will be elevated to an Assistant Provost for Curriculum, Assessment and Accreditation on July 1st. Louis works intimately with the Office of the Registrar, with Faculty Senate on several committees - Teaching & Assessment, Curriculum, and General Education Foundations. He leads the Assessment Council and oversees all assessment of student learning across the WVU system. He has also become the Accreditation Liaison Officer to the Higher Learning Commission.
Dr. Melissa Latimer will serve as the Associate Provost for Faculty and Culture – This position will oversee all faculty development programs, faculty culture issues, and leadership development initiatives. Our goals are to become more intentional in this facet of developing our leaders across the system and our faculty as well.

Search for Associate Provost for Academic Personnel – The announcement went out this week – This position will oversee promotion and tenure processes across the WVU system and respond to faculty grievances as necessary. This person will work closely with the provost, who has the final authority over tenure and promotion decisions at the university.

We have several initiatives that we will commence this summer and fall:

Budget analysis of potential changes to the General Education Foundation curriculum.

Task Force to increase our focus on global education and the entrepreneurial revenue that supports our efforts in this arena.

Mark Gavin and I have been creating a task force to reimagine graduate education at WVU. Our intention is to create more collaborations among research units, Health Sciences, Libraries, and professional programs with our Office Graduate Education and Life.

Task force for WV Invests Grants – With this task force we will review information and data on how the free community college program has impacted WVU and what changes and challenges we’ll have and need to make moving forward.

The next campus read is the book “Educated: A Memoir by Tara Westover.” This has been distributed to all attending board members today. Please enjoy the read!

**DISCUSSION/ACTION RELATED TO FY 2020 BUDGET FOR WEST VIRGINIA UNIVERSITY**

Vice President and Chief Financial Officer, Paula Congelio, provided the following overview of the proposed FY 2020 Budget for West Virginia University.

WVU remains committed to strengthening the cash position and financial performance of the University. The University is planning for a positive adjusted
operating margin for FY 2020. The FY 2020 budget includes $1.088 billion of revenues and $1.106 million of operating and nonoperating expenses.

Total revenues reflect the following major planning assumptions:
• First-time freshmen enrollment of 4,900 on the Morgantown Campus
• Tuition and fee increase of 1.36% for resident students and 1.44% for non-resident students
• Increase of 3% in total student financial aid
• Housing revenue increase of 3%
• Approximately $3.4 million increase in State Appropriations for salary raises and discretionary purposes.

Total expenses reflect the following major planning assumptions:
• $14.8 million reduction in salaries, benefits and supplies.
• $3.4 million in annual salary raises effective January 1, 2020.
• $3.75 million for strategic budget initiatives.

After adjusting for capital grant revenues and excluding certain significant non-cash extraordinary items such as OPEB and pension expense, amortization of donated software, unrealized gains/losses and depreciation on certain assets, the adjusted operating margin is expected to be positive.

In summary, the proposed $1.1 billion budget for the next fiscal year is some $17 million less than the previous year. The budget is in line with parameters adopted by the board in April and reflects, as set forth above, a 1.36 percent increase for in-state tuition and a 1.44 percent for out-of-state – the smallest tuition increases in at least two decades. The budget also contains a nearly $15 million reduction in salaries, benefits and supplies, the result primarily of a voluntary separation incentive program also announced in April. Also as mentioned above, the University is planning for a positive adjusted operating margin for FY 2020 – which budget includes $1,088 billion of revenues and $1,106 billion of operating and nonoperating expenses.

Following this presentation, Chairman Wilmoth asked for a motion that the WVU Board of Governors approves the FY 2020 budget, as presented. The motion was made by J. Thomas Jones, seconded by Thomas Heywood, and passed unanimously by the full board.
PROPOSED FINAL RULES AND THREE NEW RULES

Chairman Wilmoth called upon Deputy General Counsel, Gary G. Furbee, II, who provided an overview related to the approval of new rules. Mr. Furbee stated that at the Board’s February 8, 2019 meeting it issued a Notice of Proposed Rulemaking for the new Rules referenced below. The proposed changes are to amend, approve, rename/renumber, and, in some cases, repeal the current Policies in order to implement new Rules in accordance with W. Va. House Bill 2542 (2017) and W. Va. House Bill 2815 (2017). To that end, the term “Policy” will be replaced with “Rule” and these Policies will be reformatted to the new design for BOG Rules, renumbered, and standard terms will be used when applicable. Moreover, all BOG Rules will be updated to supersede and repeal W. Va. Higher Education Policy Commission Rules, where applicable. Additional specific changes were set forth in detail in the table that was included in the April 12, 2019 Notice of Proposed Rulemaking, attached to this agenda item in today’s meeting agenda booklet.

The proposed changes to the new Rules were posted for the required thirty (30) day public comment period. Six comments were received. The comments received, and the changes made in response, are detailed in the comment charts attached to this agenda item in today’s meeting agenda booklet. Revised versions of the proposed rules incorporating the changes are also attached to this agenda item.

Mr. Furbee went over the BOG policies and proposed new rules in question listed below, along with the vetting process for each, as well as any comments received:

Proposed Final Rules are submitted for these current Board of Governors Policies:

- BOG Policy 4 – Travel (proposed to be amended as BOG Finance and Administration Rule 5.8 – Travel)
- BOG Policy 11 – Freedom of Expression & Use of Facilities (substance incorporated into new BOG Governance Rule 1.8 Freedom of Expression and BOG Finance and Administration Rule 5.5 – Use of University Facilities)
- BOG Policy 16 – Use of Institutional Facilities (substance incorporated into BOG Finance and Administration Rule 5.5 – Use of University Facilities)
- BOG Policy 18 – Alcoholic Beverages on the Campus (substance incorporated into BOG Finance and Administration Rule 5.5 – Use of University Facilities)
- BOG Policy 19 – Rule on Credit Card Solicitation and Marketing (substance incorporated into BOG Finance and Administration Rule 5.5 – Use of University Facilities)
- BOG Policy 28 – Regulation of Parking & Transportation (proposed to be amended as BOG Finance and Administration Rule 5.7 – Parking and Transportation)
• BOG Policy 48 – Textbook Affordability (proposed to be amended as BOG Governance Rule 1.12 – Educational Materials)

Additionally, the following new Rules are proposed: BOG Governance Rule 1.5 – Intellectual Property Rule for Patent, Copyright, and Trademark Rights; BOG Governance Rule 1.8 Freedom of Expression; and BOG Finance and Administration Rule 5.5 – Use of University Facilities.

Following brief discussions, David Alvarez moved that all of the above listed rules be approved, as presented. The motion was seconded by J. Robert (J.R.) Rogers and passed.

**AUTHORIZING THE ADMINISTRATION TO NEGOTIATE AND FINALIZE AN AMENDMENT TO THE AGREEMENT TO LICENSE WEST VIRGINIA UNIVERSITY ATHLETIC PROPERTIES BETWEEN THE WEST VIRGINIA UNIVERSITY BOARD OF GOVERNORS AND LEARFIELD IMG COLLEGE**

Director of Athletics, Associate Vice President, Shane Lyons, provided the following overview related to this agenda item.

On July 11, 2013, West Virginia University entered into a contract with IMG College, LLC, now Learfield IMG College (“LIMGC”), whereby the University licensed certain multi-media and sponsorship rights with respect to University Athletics to LIMGC (“Agreement”). The Agreement is for a twelve-year term, and provides, among other things, a guaranteed royalty and capital expenditure fund for the University in exchange for LIMGC having a license with respect to a number of WVU Athletics multi-media and sponsorship rights. The Agreement also provides that LIMGC has the right to exercise two options that would extend the twelve-year Agreement by an additional ten years.

Last year, the Department of Intercollegiate Athletics announced a Climbing Higher campaign to undertake a number of capital improvements, including new videoboards at the WVU Coliseum and at Milan Puskar Stadium. At the same time, the Big 12 recently announced an agreement with ESPN on an expanded existing rights agreement, which will include ESPN+, a direct-to-consumer subscriptions sports service.

As a result of the need for additional capital that would benefit advertising and the fan experience as well as a changing media rights landscape, the University has entered into discussions with LIMGC concerning the two five-year options, with the potential for
LIMGC to commit to an additional ten years (the length of the current options) in a manner that will provide the University with sufficient capital to complete both videoboards in the near future and provide a long-term guaranteed stream of revenue for the University beyond the end of current Agreement, which is set to expire in 2025.

Management believes that the University can meet these objectives through the completion of successful negotiations with LIMGC and an amendment to the Agreement.

Following a brief discussion, David Alvarez moved that the Board of Governors authorize the administration to negotiate and finalize an amendment to the agreement to license West Virginia University Athletic Properties between the West Virginia University Board of Governors and Learfield IMG College. This motion was seconded by J. Robert (J.R.) Rogers and passed.

EXECUTIVE SESSION

Chairman Wilmoth requested a motion that the Board go into Executive Session, under authority in West Virginia Code §§6-9A-4(b)(2)(A), (b)(9), and (b)(12) to discuss legal, personnel, and deliberative matters; matters not considered public records; and matters related to construction planning, commercial competition matters, the purchase, sale or lease of property, and/or the investment of public funds. The motion was made by J. Robert (J.R.) Rogers, seconded by Lisa A. Martin and passed. Following the conclusion of Executive Session, Thomas Heywood moved that the Board rise from Executive Session. This motion was seconded by Elmer Coppoolse and passed.

DISCUSSIONS/ACTIONS EMANATING FROM EXECUTIVE SESSION

Chairman Wilmoth asked if there was a motion resulting from discussions during today’s Executive Session. Whereupon Marty Becker stated that as required by West Virginia Code §18B-1B-6(c), the West Virginia University Board of Governors undertook the evaluation of President E. Gordon Gee because he had completed his third year of employment under his current contract. Given the results of that evaluation, the Board has discussed proposed terms to extend Dr. Gee’s contract as president, which currently ends on June 30, 2021, for three additional years with a new end date of June 30, 2024. With great enthusiasm, Marty Becker moved that Chairman Wilmoth be authorized to take the steps necessary to finalize an amended contract with Dr. Gee. This motion was seconded by J. Thomas Jones and passed.

June 21, 2019
ANNUAL FACULTY REPORT

Drs. Matthew Valenti and Stanley Hileman (the faculty representatives on the board of governors) spearheaded this year’s annual Faculty Presentation, highlights of which include the following:

Who are the WVU Faculty

Dr. Matthew Valenti, assisted by Dr. Lisa DiBartolomeo, reported that on April 20, 2018 the Board of Governors adopted Rule 4.2 which established the following categories of faculty:

- Tenure-tract
- Tenured
- Clinical-tract (Health Sciences)
- Teaching-tract (not to exceed 15%)
- Other non-tenure tract
  - Research-or-Service-, Lecturers, Postdocs, certain FEAPs
- Librarian-track

Within these parameters Dr. Valenti provided information related to full-time faculty (2014-2018), diversity of faculty and students, gender balance, student-to-faculty ratio, faculty workload, teaching – by the numbers: student credit hours taught – by the numbers: average annual teaching load, advising, service to the institution, service to the profession, research (specifically why research matters), research impact, research expenditures, and WVU research spinoffs.

WVU Tech Faculty

Lisa Ferrara reported on the faculty’s role at WVU Tech, namely:

- Teaching (their primary role – in the classroom, in labs and outdoors)
- Research (original work produced by faculty) and
- Service (to the university, to WVU Tech, to their professional societies and to southern West Virginia)

Ms. Ferrara provided information on faculty organization, faculty (summer 2018-spring 2019), faculty (summer 2018-spring 2019), faculty activities (scholarship), IDEA Fellows 2018-2019, service (various faculty activities), changing enrollment, challenges and changes, and more opportunities.
Potomac State College

Sheri Chisholm reported on the faculty’s role at Potomac State College, namely:

- Their students (degrees awarded in 2018-2019 and enrollment data)
- Faculty evaluation criteria
- Student centered faculty – teaching
- Student centered faculty – advising
- Faculty service to the community, region and state
- Faculty professional growth and development
- Campus challenges (including infrastructure)
- Advising initiative and assessment initiative
- Degree programs and
- Launch Lab

An Example Department

Dr. Stanley Hileman provided an overview of an example department, namely, the Department of Physiology and Pharmacology. He highlighted the faculty, pertinent departmental facts (faculty composition, technology and office staff), research (Cellular and Integrative Physiology Program), spotlighted Dr. Bob Goodman, a research track professor, detailed courses taught within the Schools of Medicine, Pharmacy, Nursing and Dentistry, spotlighted Dr. Karen Woodford, a teaching associate professor, and detailed service organizations (by department, college, university, nation/international.)

Update on Salary Efforts

Dr. Stanley Hileman provided information relating to the state of faculty salaries for tenure tract, non-tenure track and others - indicating salaries below a competitive pay level, those competitively paid and those above a competitive pay level. Next Dr. Hileman discussed a hypothetical budget analysis of cost to bring all employees to within 90% of market levels. Finally, Dr. Matthew Valenti pointed out that the money is for more than just salaries -- also included are startup costs, space for research labs and offices, support staff, including lab technicians and the need for good graduate students.
APPROVAL OF MINUTES

David Alvarez moved that the minutes of the April 12, 2019 regular meeting, May 14, 2019 special meeting, and June 6, 2019 special meeting be approved. The motion was seconded by Lisa A. Martin and passed.

COMMITTEE REPORTS

June 20, 2019 Audit Committee Meeting: Audit Committee Chairman, David Alvarez, reported on yesterday’s Audit Committee meeting - during which committee members received a report from the Chief Financial Officer, and then moved to executive session – during which they received a report from WVU’s General Counsel, and a report from the Director of Internal Audit. Chairman Alvarez advised that there were no actions emanating from said Executive Session.

June 20, 2019 Joint Finance and Facilities and Revitalization/Strategic Plans and Initiatives Committee Meeting: Marty Becker, Chairman of the Strategic Plans and Initiatives Committee, reported on this joint committee meeting, during which there were Executive Session discussions on a wide variety of topics, including several presentations, and Chair Becker stated there were no actions emanating from said Executive Session.

Nominating Committee: J. Robert (J.R.) Rogers made the following report: Mr. Chairman, this year’s nominating committee, consisting of myself as Chairman, and board members, Elmer Coppoolse and Dr. Kimberly Weaver met via telephone (with a notation that committee member, Isaac Obioma, was unable to participate in said conference call) and now recommends the following slate of officers for the upcoming year: David Alvarez, Chair; Tom Jones, Vice-Chair, and Taunja Willis Miller, Secretary. Accordingly, Mr. Chairman I would move that the Board accept this slate of officers as presented by this Nominating Committee and elect these individuals to begin service effective July 1, 2019. This motion was seconded by Thomas Heywood and passed.

PRESIDENT’S REPORT

President Gee offered the following comments:

Partnership with Boy Scouts
It is a pleasure to meet with you on the WVU Tech campus and to see the exciting progress taking place here in Beckley. Yesterday, board members got to see the Summit
Bechtel Reserve and learn about our University’s strategic partnership with the Boy Scouts of America. WVU Tech’s proximity to that location has helped to advance our partnership. For example, we are launching a bachelor’s degree in adventure recreation management on this campus to take advantage of the area’s incomparable natural resources. Students will prepare for jobs in a growing tourism segment: the management and administration of outdoor recreation venues and businesses offering rock climbing, mountain biking, challenge courses and more. On our Morgantown campus, we have launched an organizational leadership major within our Bachelor of Science in Business Administration degree. This will prepare graduates for careers leading youth development programs. Through Scouting, we are also inspiring youth around the state and world to love science and technology. Our work with Scouting is an investment in youth. Young people are seed corn and if we do not invest time and energy in their success, our state’s harvest will yield only lost potential and blighted hopes.

President Gee also acknowledged the efforts and dedication of outgoing faculty board representative, Dr. Matthew Valenti, and outgoing student board representative, Isaac Obioma. He thanked them for their investment of time and service on behalf of their respective constituencies and West Virginia University. He thanked William Wilmoth (outgoing board chairman) for his wonderful leadership over the past two year as chairman and advised that Mr. Wilmoth will remain member of our board for two more years. Finally, President Gee congratulated the incoming board officers, namely, David Alvarez as Chairman, J. Thomas Jones as Vice-Chairman and Taunja Willis Miller as secretary.

**INFORMATION ITEMS**

There were no questions or concerns expressed by any Board members pertaining to the Information Items contained within the agenda.

**CONSENT AGENDA**

Chairman Wilmoth called for any discussion of today’s Consent Agenda items and asked whether any items needed to be pulled for a separate discussion/vote. There being no such request made, Marty Becker moved that today’s Consent Agenda be approved. This motion was seconded by J. Robert (J.R.) Rogers and passed.

Thereupon, the following Consent Agenda items were approved:
1. **Shared Services Center at One Waterfront Place**
   Resolved: That the West Virginia University Board of Governors approves renovating the 3rd floor of One Waterfront Place to accommodate a new Shared Services Center, as presented.

2. **Hodges Hall Renovation – Next Steps**
   Resolved: That the West Virginia University Board of Governors approves additional funding for early construction and renovation of Hodges Hall, as presented.

3. **Approval of change in name of degree program and major: Change the Title of the current PhD degree program and major in Forest Resources Science to Natural Resources Science**
   Resolved: That the West Virginia University Board of Governors approves the change in the name of the PhD degree program and major in Forest Resources Science to the PhD degree program and major in Natural Resources Science in the Davis College of Agriculture, Natural Resources, and Design by terminating the Forest Resources Science degree program and major and initiating the Natural Resource Science degree program and major.

4. **Termination of Graduate Certificate Program: Interdisciplinary Certificate in Disability Studies**
   Resolved: That the West Virginia University Board of Governors approves the termination of the Interdisciplinary Graduate Certificate in Disability Studies.

5. **Approval of revised tuition rate for HS ACCESS Early College Program for WVU**
   Resolved: That the West Virginia University Board of Governors approves proposed $25 per credit charge for all three campuses for ACCESS courses. WVU Main Campus, WVU Potomac State College and WVU Tech.

6. **Approval of New Major: Health and Well-being**
   Resolved: That the West Virginia University Board of Governors approves the creation of a BS in Health and Well-being in the School of Physical Activity and Sports Science.

7. **Appointment to County Extension Committees**
   Resolved: That the West Virginia University Board of Governors approves the nominees and alternates for positions on the County Extension Service Committees in West Virginia, as presented.
8. **Approval of Undergraduate Program Review Recommendations**
   Resolved: That the West Virginia University Board of Governors approves the Undergraduate Program Reviews conducted by the Undergraduate Council in this cycle, for the 2018/2019 academic year, as presented.

9. **Approval of Graduate Program Review Recommendations**
   Resolved: That the West Virginia University Board of Governors approves the Graduate Program Reviews conducted by the Graduate Council in this cycle, for the 2018/2019 academic year, as presented.

10. **Revision and alignment of Review Dates for Board of Governors Rules**
    Resolved: That the West Virginia University Board of Governors approves and adopts the revised Review Dates for all BOG Rules, as presented.

11. **Acquisition of the Former White Day Golf Course**
    Resolved: That, pursuant to BOG Governance Rule 5.1, the West Virginia University Board of Governors authorizes the acquisition of approximately 96 acres, being the former White Day Golf Course, located in Marion County, WV, for use by the Department of Intercollegiate Athletics. Further, the Board authorizes the extension of the existing lease, as may be necessary, in order to finalize this acquisition.

**OTHER BUSINESS AND GENERAL DISCUSSION**

Chairman Wilmoth expressed his gratitude for the service of the two board members who will be cycling off this board on June 30, 2019, namely, Dr. Matthew Valenti (one of our faculty representatives) and Isaac Obioma (student representative.) He then presented each member with a parting gift - on behalf of the full board – after which each spoke of their personal and professional enrichment through service as a member of the West Virginia University Board of Governors.

**ADJOURNMENT**

Chairman Wilmoth announced that the Board will conduct its next regular meeting on September 13, 2019 in Morgantown. There being no further business to come before the board, Isaac Obioma moved to adjourn the meeting. The motion was seconded by Dr. Matthew Valenti and passed. The meeting was adjourned at 12:20 p.m.

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Taunja Willis Miller, Secretary