

WEST VIRGINIA UNIVERSITY
BOARD OF GOVERNORS

December 5, 2013

The one hundred seventeenth meeting of the West Virginia University Board of Governors (scheduled as an Emergency Meeting via telephone) was held on December 5, 2013, with the call originating in the West Virginia University Stewart Hall President's Conference Room. Board members participating included James R. (Rob) Alsop, David Alvarez, 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, Dr. Charles Vest, was absent and excused.

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

President, James P. Clements;
Vice President for Legal Affairs and General Counsel & Assistant
BOG Secretary, William H. Hutchens, III;
Vice President for University Relations, Sharon Martin;
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 10:00 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 West Virginia 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 November 13, 2013, November 21, 2103, and December 3, 2013 to discuss interim leadership and the proposed presidential search process. On December 6, 2013, the West Virginia Higher Education Policy Commission (HEPC) will meet to discuss these issues so the Board is meeting today to finalize matters for submission during tomorrow's HEPC meeting.

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 and the presidential search process. The motion was made by Ryan Campione, seconded by Diane Lewis, and passed. Following the conclusion of

Executive Session, Rob Alsop moved that the Board reconvene into regular session. This motion was seconded by Dixie Martinelli, and passed.

DISCUSSIONS EMANATING FROM EXECUTIVE SESSION

Chairman Dailey stated that during Executive Session the Board discussed the selection of an Interim President of West Virginia University, and asked if there was a motion to ratify the action taken on this subject during today's Executive Session.

Board member, Dr. Lisa DiBartolomeo, moved that the Board hereby authorizes the Chair to take all necessary steps to negotiate and complete the personnel action just discussed in executive session, including the authority to forward all necessary documents to the West Virginia Higher Education Policy Commission and to prepare, execute, and/or transact any other communications, agreements, or other documents the Chair shall deem necessary in order to complete this personnel action.

This motion was seconded by Dixie Martinelli, and passed unanimously. Chairman Dailey added that once this action is approved by the West Virginia Higher Education Policy Commission and all documents are finalized, the selection and terms will be made public immediately.

Chairman Dailey stated that also during Executive Session the Board discussed a proposed presidential search procedure. The West Virginia Higher Education Policy Commission (HEPC) Guidelines for Governing Boards in Employing and Evaluating Presidents provide that the Board shall adopt a procedure governing the search for a new president and that this procedure must be approved by HEPC. Vice President for Legal Affairs and General Counsel & Assistant BOG Secretary, William H. Hutchens, III, provided a brief overview of the proposed presidential search procedure, after which Chairman Dailey asked if there was a motion to ratify the action taken on this subject during today's Executive Session.

Board member, Dr. Robert Griffith, moved that the Board approve the proposed search procedure, as presented and discussed in Executive Session, and that the Board Chair be authorized to forward the proposed search procedure to the West Virginia Higher Education Policy Commission for approval and to prepare, execute, and transact any other communications and documents the Chair shall deem necessary in order to complete the proposed search procedure approval process.

This motion was seconded by Dr. Lisa DiBartolomeo, and passed unanimously. Accordingly the following will be submitted to the West Virginia Higher Education Policy Commission for approval during its meeting scheduled for December 6, 2013:



WEST VIRGINIA UNIVERSITY
PROPOSED PRESIDENTIAL SEARCH PROCEDURE

On November 11, 2013, President James P. Clements announced that he will be leaving West Virginia University. Consistent with Series 5 and the applicable rules of the West Virginia Higher Education Policy Commission (“HEPC”), the University immediately began its search for a permanent President by holding an emergency meeting on November 13, 2013. At that meeting, the Board passed a motion allowing the Board Chair, James W. Dailey, II, to take all necessary preliminary steps to begin immediately the search for the next President of West Virginia University. Thereafter, the Board selected an Interim President and also began soliciting input as to the best characteristics and qualities of a President from constituency groups.

Given the positive momentum and unprecedented success that the University has experienced under President Clements and will continue to experience under the Interim President and given that the President acts as the chief executive officer and the official advisor to and executive agent of the Board and its Executive Committee, it is essential that the search procedure for the permanent President of West Virginia University be swift, effective, and thorough. Relying on the recent successful presidential search that resulted in the appointment of President Clements and HEPC’s rules, the University developed a proposed search procedure for the new President that will achieve these goals. To that end, the following procedure is proposed:

1. Search Chronology (estimated timeframe)

Projected Date/Deadline	Action
December 3, 2013 (for information purposes only)	Board Chair seeks input as to the best characteristics and qualities of a President from constituencies.
December 5, 2013	Board approval of the proposed presidential search procedure.
December 6, 2013	Seek HEPC’s approval of proposed search procedure.
December 20, 2013	Board consideration of statement of desired presidential characteristics and qualities.
On or about January 2, 2014	Submission of presidential search committee members by constituencies.
On or about January 6, 2014	Board appoints presidential search committee members.
On or about January 10, 2014	National distribution of presidential position announcement begins.
On or about February 21, 2014	Deadline for receipt of presidential nominations and applications.
On or about March 1, 2014	Constituency groups will be asked to submit interview questions for on-campus interviews with finalist(s).
On or about April 26, 2014	On-campus interviews with finalist(s).
On or about June 5, 2014	Board selects and seeks approval from HEPC for the new WVU President.

2. Search Committee

The Search Committee members will be approved by the Board of Governors, after submission of names from the constituency groups, and will be constituted as follows:

1 Chair	Chair of the Board of Governors (non-voting member)
3 Faculty	Selected by the Faculty Senate Executive Committee

3 BOG Members	Vice Chair and Secretary of the Board of Governors and one additional member
3 Classified Staff	Selected by Staff Council
3 Students	Selected by the Student Government Association (one shall be a graduate/professional student from Health Sciences)
2 Administrators	Selected by the Chair of the Board of Governors
2 Representatives	Selected by the WVU Foundation
2 Representatives	Selected by the WVU Alumni Association
1 Representative of the Divisional Campuses	Selected by the Chair of the Board of Governors

These members, other than the Chair of the Board of Governors, will be the voting members of the Search Committee. In addition to the voting members, the Interim President shall serve as an advisor to the Board of Governors and the Search Committee. The Search Committee will also include the Chancellor of the Higher Education Policy Commission who shall serve on the Search Committee in an *ex officio*, non-voting capacity.

3. Position Announcement

The presidential position announcement, which includes the characteristics and qualities sought in a new President will be distributed as widely as possible, through all appropriate means, on or about **January 10, 2014 (or as soon as the procedure is approved by HEPC), to February 21, 2014**. At a minimum, it will be posted on the University's website, distributed to applicable University listservs, sent as part of a press release to the media, and placed in advertisements in appropriate local, state, and national publications.

4. Selection Process

Following the deadline for receipt of presidential nominations and applications, the Search Committee will preliminarily screen the applicants and/or nominees and vote, by a majority vote, for the applicants and/or nominees that will move forward through the search process.

Depending on the number of candidates that move through the preliminary screening process, the Search Committee may invite those candidates to an initial interview, the manner of which will be determined by the Search Committee. As set forth in HEPC's rules, the identity of any candidate will not be made public until a candidate is invited for a formal campus visit.

Once the initial interviews, if any, are completed, the Search Committee will report back to the Board who will determine a finalist(s) and invite him, her, or them on-campus to visit with students, classified employees, non-classified employees, faculty, campus administrators, community leaders, alumni, and other individuals.

Thereafter, the Board will receive comments based on the on-campus visit(s) and vote on the selection. It will then submit the selection and proposed contract terms to HEPC for approval.

NOTE: The selection process may be subject to modification based on input from the Search Committee, the Board, and/or HEPC.

5. Confidentiality Oath

As is required by HEPC rules, specifically W. Va. Code R. § 133-5-2, and to emphasize the need for complete confidentiality and discretion during the presidential search process, all members of the Search Committee and Board will be asked to sign a confidentiality oath confirming their commitment to abide by this rule. This rule provides, in pertinent part:

Members of the governing board, or any search committee appointed, may not provide information about the names or backgrounds of any candidates, without their consent, to anyone who is not a member of the governing board or search committee, or authorized agents or staff as designated in the search procedures approved by the Commission.

6. Administrative Staff

The Search Committee and Board will have designated staff to provide confidential assistance and support to it during the search process. These staff members will be subject to the confidentiality oath discussed in the preceding paragraph.

7. Statement of Desired Presidential Characteristics & Qualities

On December 3, 2013, Chair Dailey began soliciting input regarding the statement of desired characteristics and qualities for the permanent President. Specifically, Chair Dailey asked the groups to add and/or modify the statement of desired characteristics and qualities that had already been utilized to select the current President. Based on the input received, new proposed characteristics and qualities will be developed.

This statement will be shared with the Search Committee to assist in the development of a presidential position announcement.

8. Search Firm/Consultant

A search firm will likely be utilized to assist the University. The precise scope of services have yet to be determined, however, it is anticipated that, at the very least, one of the services the search firm will provide will include conducting background and credential checks. The University will utilize appropriate purchasing processes as mandated by applicable rules, regulations, and state law.

ADJOURNMENT

There being no further business, Dr. Robert Griffith moved to adjourn the meeting. The motion was seconded by Diane Lewis, and passed. The meeting was adjourned at 12:50 p.m.

Ellen Cappellanti, Secretary