

**WEST VIRGINIA UNIVERSITY**  
**BOARD OF GOVERNORS**

May 6, 2024

The two hundred twentieth meeting of the West Virginia University Board of Governors was held on May 6, 2024 in Morgantown, WV via zoom webinar. Board members in attendance/participating via zoom included Chair Taunja Willis-Miller and members Charles Capito, Bray Cary, Elmer Coppoolse, Kevin Craig, Michael D'Annunzio, Dr. Patrice Harris, Dr. Stanley Hileman, J. Thomas Jones, Alan Larrick, Susan Lavenski, Paul Mattox, Richard Pill, Shirley Robinson, Madison Santmyer, Frankie Tack, and Robert Reynolds.

President, E. Gordon Gee;  
General Counsel, Stephanie Taylor;  
Vice President for University Relations, Sharon Martin;  
Deputy General Counsel, Gary G. Furbee, II;  
Associate General Counsel, Kylie Barnhart;  
Executive Officer and Assistant Board Secretary, Jennifer Fisher;  
Director of News Communications, Shauna Johnson;  
Executive Director of Communications, University Relations,  
April Kaull; and,  
Special Assistant to the Board of Governors, Valerie Lopez.

**Members of the Press also participated.**

**CALL TO ORDER**

The meeting was called to order by Chair Taunja Willis-Miller at 11:00 a.m. A roll call was taken to determine who was in attendance and a quorum established.

**EXECUTIVE SESSION**

Chair Willis-Miller requested a motion to move Executive Session, under authority in West Virginia Code Sections 6-9A-4(b)(2)(A), (b)(9) and (b)(12) to discuss:

- Potential strategic initiatives relating to academic and administrative priorities; personnel matters; confidential and preliminary matters involving or affecting retention and enrollment strategies for Fall 2024; and other

deliberative matters involving commercial competition which, if made public, might adversely affect the financial or other interest of the University; and

- Potential discussion of confidential, preliminary, and deliberative matters relating to internal Board of Governors operations and institutional succession planning.

The motion was made by Charles Capito, seconded by Elmer Coppoolse, and passed. Following Executive Session, Susan Lavenski moved that the board rise from Executive Session. The motion was seconded by Dr. Patrice Harris and passed.

Chair Willis-Miller stated that no actions resulted from today's Executive Session discussions.

## **NOTICE OF PROPOSED RULEMAKING**

Associate General Counsel, Kylie Barnhart, presented this agenda item.

We are asking the Board to approve BOG Governance Rule 1.3 – Presidential Selection, Contracts, and Evaluation.

- March special meeting, issued a Notice of Proposed Rulemaking to adopt Rule 1.3
- Posted for a 30-day public comment period.
- Summarize the new Rule and the changes being proposed in response to the comments.

### Background

The West Virginia Code requires the governing boards of institutions of higher education to appoint the president of the institution under its jurisdiction and to conduct presidential evaluations. As such, BOG Rule 1.3 is the new proposed Rule that outlines the principles for the selection, employment, and evaluation of presidents of West Virginia University. Importantly, through the adoption of this new Rule, the WVU Board of Governors is not giving itself any new authority; rather, it is exercising upon the authority previously given to it under West Virginia law.

## Rule Summary

- Committee-led search process unless there are exigent circumstances and final selection of the president must be approved by a majority vote of the Board.
- Outlines the requirements for the president's contract and provides that the contract and any renewal or termination thereof must be approved by a majority vote of the Board.
- Board's chair must provide the president with a written evaluation each year, and the Board must conduct a formal, written evaluation at the end of the initial contract period and in every third year of employment.

## Comments & Posting

Posted the comments and the University's responses on our Policy website beginning on April 26<sup>th</sup>.

There were 36 comments received. Several common themes appeared throughout the comments:

- First, several comments suggested that members of the University community vote on the presidential selection. In response, changes are proposed to clarify that the West Virginia Code requires the Board to appoint the President and make employment decisions.
- Second, several comments also suggested additional specificity with how members of the search committee are selected, as well as requests for additional input from other stakeholders throughout the search process. Thus, to ensure broader community representation and input by the University community, changes are proposed to require the Board to solicit nominations for the search committee membership from faculty, staff, and student constituency groups; and feedback from the University community shall be solicited in determining the characteristics of a new president.
- Third, certain comments expressed concerns with the Board adding additional candidates during the search process; therefore, a change is proposed requiring that any candidates suggested by the Board be reviewed by the search committee prior to final selection.
- Additionally, certain comments suggested that the Rule contain additional specificity surrounding the interview and feedback process. Changes are not recommended in response to these comments because the Rule creates a general framework that is intended to provide flexibility to the candidates,

search committee, and the Board to bring the best candidates to WVU. The specific process for interviews and any campus visits will be determined this fall by the Board in consultation with the search firm.

- Finally, additional changes are proposed in response to the comments such as requiring a search process for campus presidents except in exigent circumstances and limiting any interim roles to two years.

In conclusion, we ask that the Board approve BOG Governance Rule 1.3 as presented to be effective in 15 business days.

Accordingly, Dr. Patrice Harris moved that the Board approve BOG Governance Rule 1.3 - Presidential Selection, Contracts, and Evaluation, as presented in the materials, with one additional edit to the Rule. Specifically, she moved that Section 2.2.4. be amended to say in relevant part: The Board Chair shall dismiss from the search committee any search committee member if there is evidence that the member has breached confidentiality. This is a change from the word “may” to “shall” in this section. This motion was seconded by Frankie Tack and passed.

Charles Capito, a member of the Ad Hoc Governance Committee, wanted to comment to the full board, for the record, that Dr. Patrice Harris has proven herself to be a distinguished leader in executing the duties inherent within her role as chair of this committee.

## **GENERAL DISCUSSION AND ADJOURNMENT**

Chair Willis-Miller noted that the next special board meeting will be scheduled for May 29, 2024. There being no further business to come before the board, Charles Capito moved to adjourn the meeting. The motion was seconded by Madison Santmyer and passed. The meeting was adjourned at 12:15 p.m.

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Dr. Patrice Harris, Secretary