

West Virginia University Board of Governors By-Laws

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Article I. The Board and Its Members

Section 1.01 Name, Authorization and Mission

The West Virginia University Board of Governors (the “Board”) was created by the West Virginia Legislature as the governing body of the West Virginia University system, including West Virginia University, West Virginia University Potomac State College, and West Virginia University Institute of Technology (collectively the “University”). The Board has the mission of general supervision and control over the academic and business affairs of the University.

Section 1.02 Collective Authority and Action

The authority of the members is conferred upon the group as a Board, and individual members can only bind the Board and the University by acting together through a majority vote of the Board.

Except as 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 majority of the Board.

Section 1.03 Membership by Election or Appointment

The Board consists of seventeen members:

- one full-time member of the faculty with the rank of instructor or above duly elected by the faculty;
- one full-time faculty member representing the extension service or the health sciences, selected by the faculty senate;
- one member of the student body in good academic standing, enrolled for college credit work, and duly elected by the student body;
- one member of the University’s classified employees duly elected by the classified employees;
- the chairperson of the Board of Visitors at West Virginia University Institute of Technology; and
- twelve lay members appointed by the Governor with the advice and consent of the Senate.

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.

Section 1.04 Qualifications

Of the twelve members appointed by the Governor, no more than seven may be of the same political party. At least seven of the members shall be residents of the state.

No lay person shall be eligible for appointment to membership on the Board who is:

- an officer, employee, or member of any other board of governors;
- an employee of any institution of higher education;

- an officer or member of any political party executive committee;
- the holder of any other public office or public employment under the government of West Virginia or any of its political subdivisions;
- an employee of the West Virginia University Research Corporation or the West Virginia University Innovation Corporation;
- an employee of the West Virginia University Foundation;
- a member of the West Virginia Higher Education Policy Commission (HEPC); or
- a member of the West Virginia Council for Community and Technical College Education.

Section 1.05 Terms of Appointment

The student member serves for a term of one year. The faculty members and the classified staff member serve for terms of two years. The terms of the student, faculty, and classified staff members begin each year on the first day of July. Faculty and classified staff members may serve up to a total of four terms, but cannot exceed a total of eight consecutive years.

The appointed lay members serve terms of four years each and are eligible to succeed themselves for no more than one additional term. Lay members who are appointed to fill unexpired terms are eligible to succeed themselves for two full terms after completing an unexpired term.

The member representing WVUIT serves as an ex-officio, voting member during the time he/she serves as the chair of WVUIT's Board of Visitors.

Section 1.06 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. The certificate thereof shall be appropriately filed with the Secretary of State.

Section 1.07 Training and Development for Board Members

(a) Initial Requirements

Within six months of beginning service, each new Board member shall complete at least three hours of training and development. The training and development shall address the following topics: (1) state goals, objectives, and priorities for higher education; (2) the accountability system for higher education; (3) the general powers and duties of members; and (4) ethical considerations arising from Board membership.

(b) Ongoing Requirements

With the exception of the student member of the Board, each member shall complete at least six hours of training and development related to his or her duties within two fiscal years of beginning service and within every two fiscal years thereafter.

(c) Certification

By July 31 each year, the Chair of the Board shall certify to HEPC, the number of hours of training and development that each member received during the preceding fiscal year. HEPC may coordinate and offer training opportunities for Board members.

(d) Disqualification and Replacement

If the certification indicates that a member has not completed the required training and development, HEPC shall send a notice to the Governor and the Secretary of State or to the institutional appointing entity that the member is disqualified from continued service. HEPC shall request the Governor or appointing entity to appoint a replacement for that Board member.

Section 1.08 Continuation

Other than in the case of written resignation submitted to the Board, each member shall remain in office until a successor has been established by the required process. Nevertheless, pursuant to these By-Laws and the West Virginia Code, a member who does not complete the required training and development is disqualified from continued service.

Section 1.09 Removal

(a) Members Appointed by the Governor

A member of the Board appointed by the Governor may not be removed as a Board member 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.

(b) All Members

All members who are disqualified as described in Section 1.07(d) of these By-Laws may be removed in the manner prescribed herein and by law.

Section 1.10 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.

Section 1.11 Compensation

The members of the Board serve without compensation, but are reimbursed for all reasonable and necessary expenses actually incurred in the performance of their official duties upon presentation of an itemized sworn statement of expenses.

Article II. Code of Conduct and Conflict of Interest

Section 2.01 Code of Conduct

Members of the Board have an obligation to fulfill their responsibilities in a manner which fosters the public's respect, trust, and confidence. Accordingly, Board members shall comply with the West Virginia Governmental Ethics Act, applicable law, and the highest standards of integrity.

Each member must further recognize his or her personal fiduciary responsibility for protecting and advancing the integrity, interests, and assets of the University. Members of the Board shall refrain from placing themselves in situations in which their duty or loyalty to, or stewardship of, the University may be compromised.

The Board oversees and supports the management, academic, and administrative operations of the University. Members of the Board recognize the role of the President as the chief executive officer and primary spokesperson for the University and the role of the Chair of the Board as the primary spokesperson for the Board.

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. Each member of the Board shall vote in a manner the member reasonably believes to be in the best interests of the University.

Section 2.02 Conflicts of Interest

Members of the Board shall perform their responsibilities in a manner which avoids conflicts of interest, or the appearance of such conflicts or of impropriety. 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. The standards set out in this policy are intended to supplement, not replace, applicable law and must be applied using the good judgment of each Board member.

While the University benefits from a Board whose members come with broad and varied experience and successful involvement in business, industry, education, the professions, and government, such a membership also brings broad exposure to interests and influences which may directly or indirectly affect their obligations to the University. It is further possible that, from time to time, the University's best interests, objectively determined, may be served by entering into an appropriate business transaction with a member of the Board, or an entity in which the member has an interest. Recognizing that the potential for such conflicts of interest cannot be entirely avoided, it is the purpose of this section to set forth appropriate standards for identifying, managing and, where possible, resolving such conflicts with a member in a manner which protects the University's public mission and integrity.

Accordingly, each Board member shall comply with the West Virginia Governmental Ethics Act and shall execute an annual conflict of interest statement and provide a copy to the Secretary of the Board. In addition, each member of the Board has an ongoing obligation to disclose at the

earliest practicable time all conflicts and potential conflicts and appearances of impropriety, and any such actual or potential conflicts must be addressed pursuant to applicable law and these By-Laws. An interested member shall fully disclose in writing any such conflict or potential conflict, including all pertinent facts, to the Chair or, in the case of the Chair, to the University's General Counsel promptly after becoming aware of such a conflict or potential conflict.

Whenever a Board member is in doubt as to whether a conflict might exist, he or she is encouraged to consult with the Chair, who may, in his or her discretion, confer in turn with the University's General Counsel. Any information so presented shall, to the extent permitted by law, be held in confidence except when it is determined that a conflict does in fact exist or that it will be in the best interest of the University to disclose the information in executive session to the Board or a committee of the Board. Such disclosure will be made only after informing the Board member concerned.

In the event of a conflict or potential conflict, the interested member shall neither participate in nor be present during any discussion by the Board regarding the matter in conflict; provided, however, that the Board may elect in its discretion to seek information or clarification from the interested member. The interested member shall abstain from all votes on any such matter and the disclosure of such a conflict and the member's recusal shall be recorded in the minutes of the affected meeting.

Article III. Board Officers

Section 3.01 Officers

The officers of the Board of Governors shall be: Chair, Vice Chair, and Secretary.

An Assistant Secretary may be appointed by the Chair to facilitate Board activities. The Assistant Secretary shall not be considered an officer of the Board and need not be a member of the Board.

Section 3.02 Election and Tenure

The Board shall elect the officers of the Board for a one-year term at its regular meeting in June. The Chair and Vice Chair shall be elected from among the twelve lay members of the Board. No member may serve as Chair for more than four consecutive years, except as specified below under Vacancies.

Section 3.03 Resignation

A Board member may resign their officer position at any time by giving written notice to the Chair and to the President of the University. The Board member will remain a member of the Board unless they fully resign from the Board.

Section 3.04 Removal

Any officer may be removed by the Board at any time by majority vote of the members of the Board.

Section 3.05 Vacancies

In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to the office of Chair for the rest of that fiscal year (July 1 – June 30), and shall remain eligible to serve as chair in the following fiscal years (maximum of 48 consecutive months). In the event of a vacancy in the offices of Vice Chair or Secretary, the members shall elect the new officer at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Vice Chair or Secretary.

Section 3.06 Offices

The principal offices of the Board of Governors shall be the Office of the President, West Virginia University, Stewart Hall, P.O. Box 6201, Morgantown, West Virginia, 26506.

Section 3.07 Duties of the Officers

(a) Chair

The Chair shall have the following duties:

- Preside, with right to vote, at all meetings of the Board of Governors and the Executive Committee;
- Be an ex officio member, without vote, on all committees unless appointed as a regular voting member of a committee;
- Sign, on behalf of the Board or University, any documents or instruments that the Board has authorized to be executed;
- Appoint the members of all committees, subject to approval by the Board;
- Serve as the spokesperson for the Board; and
- Perform all duties incident to the office of the Chair, including setting meeting agendas, submitting the training and development certification to HEPC, and such other duties as may be prescribed by the Board from time to time.

(b) Vice Chair

The Vice Chair shall have the following duties:

- Perform all the duties and exercise the powers of the Chair during the Chair's absence or incapacity; and
- Perform such other duties as may be assigned to the Vice Chair by the Chair

(c) Secretary

The Secretary shall have the following duties:

- Keep 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 By-laws;
- Prepare reports of the Executive Committee and for distribution of the reports to each member of the Board;
- Give or cause to be given appropriate notices in accordance with these By-laws or as required by law;
- Distribute the agenda for all Board meetings; and
- 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.

The Secretary may delegate to the Assistant Secretary or other University personnel any or all of those duties associated with the taking or distribution of minutes, the providing of notices, or other similar administrative duties.

(d) Assistant Secretary

The Assistant Secretary shall perform such duties as may be assigned by the Secretary or the Chair. 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 voting member of the Board.

A Special Assistant may also be appointed by the Chair or Assistant Secretary to facilitate Board activities. The Special Assistant or, in the absence of a Special Assistant, the Assistant Secretary, is designated as the Board's official agent for service of process.

Article IV. Board Meetings

Section 4.01 Frequency

The Board of Governors shall meet in regular sessions not less than six times in each fiscal year. The schedule of meetings will be determined by the Chair, in consultation with the Board.

Section 4.02 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, as prescribed by the West Virginia Open Governmental Proceedings Act. Meetings of the Board shall follow the West Virginia Open Governmental Proceedings Act.

Section 4.03 Emergency Meetings

In the event of an emergency, the Chair may file an emergency meeting notice at any time prior to the meeting. The emergency meeting notice shall state the date, time, place, purpose of the meeting, and the facts and circumstances of the emergency. The meeting shall be limited to the emergency agenda identified in the notice.

Section 4.04 Meeting Location

Meetings will ordinarily be held on the campus of West Virginia University, at the Erickson Alumni Center in Morgantown, but may be held at such other places as the Board may determine.

Section 4.05 Quorum

A majority of members (9) 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. Telephonic or other electronic means of attending the meeting shall qualify toward the quorum.

Section 4.06 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.

Section 4.07 Agendas

The agenda for every meeting of the Board shall be prepared by the Chair with the assistance of the President. Any member of the Board may present to any meeting of the Board any item for information or discussion whether or not it is on the agenda of the meeting. However, no final action shall be taken on an item that is not consistent with the agenda or purpose of the meeting.

Section 4.08 Minutes

Minutes of each meeting of the Board shall be prepared, approved by the Board, and recorded permanently with the signature of the Secretary.

Subject to the exceptions set forth under the West Virginia Open Governmental Proceedings Act, minutes 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:

- The date, time, and place of the meeting;
- The name of each member of the Board, present and absent;
- All motions, proposals, resolutions, orders, and measures proposed, the name of the person proposing the same, and their disposition; and
- 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.

Section 4.09 Voting

(a) 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 any member for a roll call vote.

(b) Off-Site Voting

When any member participates in a Board meeting by telephone or any other means when not physically present at the meeting location, such member(s) may be individually polled as to each vote of the Board.

(c) Proxy Voting

No member may vote by proxy.

(d) Consent Agenda

The Board may vote on multiple matters contained within a consent agenda at one time. However, at the request of any Board member, an item can be removed from the consent agenda and voted on separately.

Section 4.10 Executive Session

By vote of a majority of the members present at any meeting of the Board, and in accordance with the West Virginia Open Governmental Proceedings Act, portions of a meeting, including committee meetings, may be closed to the public.

No minutes shall be taken of executive sessions and no decision may be made during an executive session. No person not a member of the Board shall be in attendance at such executive session except at the direction of the Chair of the Board or the Committee Chair.

Section 4.11 Protocol for Meetings

All those in attendance at meetings of the Board may be asked to identify themselves before addressing the Board or in appropriate circumstances upon entry to the meeting. Only members of the Board, the President, those recognized by the Chair, or by majority vote of the members present may address the Board.

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.

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.

Section 4.12 Appearances before the Board

Persons who desire to have an item placed on the Board's regular or special meeting agenda may submit a request in writing to the Chair or to the President at least fifteen (15) business days in advance of any scheduled meeting. After consultation with the President, the Chair may either place the requested item on an upcoming agenda or reject it, notifying the person of the reasons for the decision. The Chair may also refer the item to a committee of the Board. Such a request may include a request to address the Board in relation to the proposed agenda item.

The Board may request persons who wish to address the Board inform with the Assistant Secretary no more than fifteen (15) minutes prior to the start of the scheduled meeting. It is the Chair's discretion to recognize those who wish to address the Board. The Chair is not required to recognize any individual who wishes to speak.

When deemed proper, a majority of the Board may waive these rules and hear any person on any subject, before either the Board or any committee of the Board.

Article V. Board Committees

Section 5.01 Formation and Operating Procedures of Board Committees

The Board may appoint committees and prescribe their duties and functions. All committees shall keep a record of their proceedings and shall report to the Board as required. The delegation of Board authority to any committee shall not operate to relieve the Board or any member of any responsibility imposed by law.

Committees serve the Board primarily as work groups to study the complex issues related to the University's mission and operations and allow the members to develop a foundation of knowledge necessary to carry out their fiduciary duties. In the event action must be taken by a committee, all resolutions offered which involve matters for record in the minutes shall be made in writing and follow the West Virginia Open Government Proceedings Act.

Section 5.02 Standing Committees

The Board of Governors may have the following Standing Committees:

- Executive Committee;
- Strategic Plans and Initiatives Committee;
- Accreditation and Academic Affairs Committee;
- Finance and Facilities Committee;
- Divisional Campus Committee; and
- Audit Committee.

Section 5.03 Special or Ad Hoc Committees

Additional Committees, such as a Nominating Committee, may be established from time to time and for such period as required to complete their mission. Members and chairs of such committees shall be appointed by the Board Chair.

Section 5.04 Committee Appointments

All committee members shall be appointed by the Chair of the Board, who shall also designate a member of each committee to serve as its chair. The chair of each committee may from time to time appoint subcommittees from the committee's membership and designate the chair of each subcommittee.

Section 5.05 Executive Committee

(a) Membership

The Executive Committee shall be chaired by the Chair of the Board and shall consist of the Board's Officers, the chairs of the Board's Standing Committees, (or the vice chairs in the chair's absence), and the Immediate Past Chair of the Board, if still a member of the Board.

(b) Duties and Operating Procedures

The duties of the Executive Committee shall include acting on behalf of the Board when so directed by the Board, and if requested by the Chair to assist in setting the agenda or preparing for Board deliberations.

When Board action is required between scheduled meetings of the Board, and a special meeting of the Board is not practicable, the Chair may convene the Executive Committee to act on the Board's behalf, subject, as appropriate, to vote by the full Board at its next regular meeting.

All members of the Board shall be notified of any meeting of the Executive Committee.

Article VI. Relationship of the Board and the President

Section 6.01 President's Duties and Responsibilities

The President shall be the chief executive officer of the University and the official advisor to and executive agent of the Board of Governors and its Executive Committee. The President shall be appointed by the Board and serves at the will and pleasure of the Board, as may be further delineated in his or her contract. The Board shall time to time evaluate the President in the performance of his or her duties and responsibilities. The President shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its rulemaking responsibilities. The President shall be the spokesperson for the University.

Section 6.02 Delegation to President of Day-to-Day Operations.

The Board of Governors specifically delegates to the President the power and control over the day-to-day business affairs and operations of West Virginia University, including the divisional campuses. Additionally, the President shall have power to perform all acts and execute all documents to make effective the actions of the Board. In making this delegation of authority, the Board authorizes the President, in turn, to make further delegations of this authority to other University administrators as the President may deem necessary for the day to day management of the business affairs and operations of the University, including to execute documents on behalf of the University and make effective actions of the Board. In the exercise of this delegated authority, the Board expects and requires the President to function as the chief executive officer of the University and to exercise sound management of the academic, financial, and operational aspects of the University.

The Board may rescind all or part of this delegation or other delegations of authority at any time that it deems such rescension to be in the best interests of the University. Additionally, the Board may, in its discretion, delegate additional authority to the President or other University administrators as appropriate through a Delegation of Authority Resolution or through individual Board of Governor Rules. The Board may also, through individual Board of Governors Rules, delineate actions that specifically require Board approval before that action is implemented by the President.

Section 6.03 Board and Committee Meetings

Unless otherwise determined by the Board, the President shall attend all meetings of the Board and its committees, and have the right to speak, offer advice and otherwise participate in such meetings, except that the President shall not vote on any Board matter.

Section 6.04 Incapacitation of President

The Board designates the Provost as chief executive officer of the University in the event of the President's death, disability, or unavailability. The Provost serves as the University's chief academic officer and chair of its major budget and planning committees.

Article VII. Relationship of Board and Divisional Campus Presidents

Section 7.01 Divisional Campuses

Administratively, the University includes two fully integrated divisions: West Virginia University Potomac State College and West Virginia University Institute of Technology. Both of these divisions are under the supervision and direction of divisional campus presidents who shall serve at the will and pleasure of the President or Provost, if so designated by the President.

Section 7.02 Reports to Board

The Board may require annual and periodic reports from divisional campus presidents, at its discretion. Further, the Board shall take up for discussion and decision such matters as are presented to it by divisional campus presidents, subject to the establishment of such topics as agenda items by the Board Chair.

Section 7.03 Delegation to University President

The Board authorizes and directs the President of West Virginia University to oversee the recruitment of divisional campus presidents, subject to applicable law. Additionally, the Board authorizes and directs the President of West Virginia University to oversee the work of the divisional campus presidents as part of the work previously delegated to the President as chief executive officer of the University.

The President may require that divisional campus presidents report to the Provost on a day-to-day basis in order to provide for maximum coordination of the work of all units and divisions of the University.

Article VIII. Amendments

These By-Laws may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the Board, provided that copies of such amendments or notices of repeal are submitted in writing to each member at least ten (10) days in advance of such meeting.

This Board recognizes that certain of these procedures are intended to accurately reflect current applicable State law and that whenever any change in State law occurs, whether by change in statute or judicial interpretation, such change shall take precedence over and be deemed to be an amendment to the conflicting procedure.

(Adopted by BOG on September 6, 2002; Modified on July 8, 2008; Modified April 23, 2009; Modified October 9, 2009; Modified May 1, 2015; Last Modified and Title Changed from Operating Procedures to By-Laws on , 2017)