



West Virginia University

Board of Governors

2023 - 2024

Special Board Meeting Materials

March 18, 2024

Board Members

Charles L. Capito, Jr.
Bray Cary
Elmer Coppoolse
Kevin Craig
Michael D'Annunzio
Dr. Patrice Harris, Secretary
J. Thomas Jones
Alan Larrick
Susan Lavenski

Paul Mattox
Taunja Willis Miller, Chair
Richard Pill, Vice-Chair
Robert L. Reynolds
Dr. Stanley Hileman
Frances E. "Frankie" Tack
Shirley Robinson
Madison Santmyer

**WEST VIRGINIA UNIVERSITY BOARD OF GOVERNORS
Special Board Meeting of March 18, 2024 – 11:00 a.m.**

**Via Zoom
Meeting ID: 960 8267 2528
Passcode: 6srmpLsF
Dial-in: (888) 475-4499**

MEETING AGENDA

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| 1. Call to Order | Staff Member
Willis-
Miller |
| 2. Potential Executive Session, under authority in West Virginia Code Sections 6-9A-4(b)(2)(A), (b)(9) and (b)(12) to discuss: <ul style="list-style-type: none">a. Potential strategic initiatives relating to academic and administrative priorities; personnel matters; corporate collaborations and financial matters relating to public private partnerships; the purchase, sale or lease of property; and other deliberative matters involving commercial competition which, if made public, might adversely affect the financial or other interest of the University; andb. Matters relating to internal Board of Governors operations. | |
| 3. Discussions Emanating from Executive Session – if any | Willis-
Miller |
| 4. Notice of Proposed Rulemaking for the adoption of a new proposed Board Rule, as follows:
BOG Governance Rule 1.3 – Presidential Selection, Contracts, and Evaluation | Taylor |

5. **Consent Agenda (for Board Review and Action)**
 - a. **Sale of Real Property (Land and Building)** **Furbee**
 - b. **Golf Practice Facility** **Furbee**
6. **Other Business and General Discussion**
7. **Adjournment**

WEST VIRGINIA UNIVERSITY BOARD OF GOVERNORS
Meeting of March 18, 2024

ITEM: Notice of Proposed Rulemaking for the adoption of a new proposed Board Rule as follows:

West Virginia University Board of Governors Governance Rule 1.3 –
Presidential Selection, Contracts, & Evaluation

INSTITUTION: West Virginia University

COMMITTEE: Full Board

RECOMMENDATION: Resolved: That the West Virginia University Board of Governors approves the issuance of a Notice of Proposed Rulemaking, as presented, pursuant to BOG Governance Rule 1.1.

STAFF MEMBER: Stephanie D. Taylor, Vice President & General Counsel

BACKGROUND: A new proposed Rule, BOG Governance Rule 1.3, is before the Board for consideration for Notice of Proposed Rulemaking.

BOG Governance Rule 1.3 outlines the guiding principles for the selection, employment, and evaluation of the President of West Virginia University. The new Rule provides that the Board shall conduct presidential searches using a committee-led search process, and the final selection must be approved by a majority vote of the Board. The Board's Chair shall negotiate a contract with the individual selected. Finally, the Board Chair shall provide a performance evaluation of the President each year, and the Board shall conduct a formal, written performance evaluation, at a minimum, at the end of the initial contract period and every third year of employment thereafter.

Substantively, the provisions of the new proposed Rule are set forth in detail in the table located in the Notice of Proposed Rulemaking and in the attached draft.

Following the issuance of the Notice of Proposed Rulemaking, the new proposed Rule will be posted for the required thirty (30) day public comment period from March 19, 2024, through April 18, 2024. The Board of Governors is asked to approve the issuance of the Notice of Proposed Rulemaking, as presented.

NOTICE OF PROPOSED RULEMAKING

This Notice of Proposed Rulemaking is issued pursuant to West Virginia University Board of Governors Governance Rule 1.1. The following new Board of Governors Rule is proposed for adoption:

- West Virginia University Board of Governors Governance Rule 1.3 – Presidential Selection, Contracts, & Evaluation

The new Rule is proposed to address needs of the University regarding the selection, employment, and evaluation of the President of the University.

Substantively, a summary of the provisions of the new proposed Rule are set forth in the table below:

BOG Rule	Recommended Action	Comments
<p>BOG Governance Rule 1.3 – Presidential Selection, Contracts, & Evaluation</p>	<p>Adopt and Approve</p>	<ul style="list-style-type: none"> ▪ This Board Rule is proposed to outline the guiding principles for the selection, employment, and evaluation of the President of West Virginia University by the Board of Governors. ▪ Section 2 of the Rule outlines the search and selection process for a University president. The Rule provides that a committee-led search process should be utilized except in limited circumstances. The search committee is a recommending body only, and the final selection must be approved by a majority vote of the Board. ▪ Section 3 addresses the appointment of an interim president by the Board in the event of an immediate vacancy. ▪ Section 4 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. ▪ Section 5 outlines the requirements for evaluations of the president. The Board Chair shall provide a written evaluation each year in the form determined appropriate by the Chair, and the Board must conduct a formal, written performance evaluation at the end of the initial contract period and in every third year of employment as president thereafter. ▪ Finally, Section 6 provides that the President shall appoint a campus president to be the administrative head of Potomac State College and West Virginia University Institute of Technology.

A copy of the new proposed Rule and this Notice of Proposed Rulemaking can be found at <http://policies.wvu.edu/>.

There will be a 30-day public comment period from March 19, 2024, until April 18, 2024, for the submission of written comments. Comments should be submitted using the online submission form for each Rule, which can be found by clicking on the link to the Rule located at: <http://policies.wvu.edu/>. If there are any questions about the submission process, they can be directed to Valerie Lopez, Special Assistant to the Board of Governors, at Valerie.Lopez@mail.wvu.edu or Valerie Lopez, Office of the President, West Virginia University, PO Box 6201, Morgantown, West Virginia 26506-6201.

Once the comment period has ended, all public comments received or a summary thereof will be posted on the University's policy website. The Rule may be changed, subject to comments received.



Board of Governors Rule

Governance
 Presidential Selection, Contract, and
 Evaluation
 Responsible Unit: Board of Governors
 Adopted: TBD
 Effective: TBD
 Revision History: Prior BOG Policy 5
 (Originally effective September 6, 2002); Prior
 BOG Policy 6 (Originally effective September
 6, 2002)
 Review Date: TBD

**BOG GOVERNANCE RULE 1.3
 PRESIDENTIAL SELECTION, CONTRACTS, AND EVALUATION**

SECTION 1: PURPOSE & SCOPE.

- 1.1 The West Virginia University Board of Governors (“Board”) is responsible for the oversight, selection, and evaluation of the President of West Virginia University.
- 1.2 This Rule outlines the guiding principles for the selection, employment, and evaluation of the President by the West Virginia University Board of Governors (“Board”).

SECTION 2: PRESIDENTIAL SELECTION

- 2.1 The Board shall select the President of West Virginia University, and the selection must be approved by a majority vote of the Board.
- 2.2 The Board shall conduct the search for a president using a committee-led search process. This is one in which a search committee reviews the initial candidate pool, conducts any initial interviews, participates in any potential campus visits of selected candidates, and recommends candidates for final interviews and selection by the Board. In exigent circumstances, the Board may choose to utilize an alternative method to conduct a presidential search. If the Board utilizes an alternative method, the reasons for such decision must be documented by the Board and made publicly available.
 - 2.2.1 A search committee composition and membership shall be determined and selected by the Board, in its sole discretion. However, its membership shall include representatives of the University community, including Board members, faculty,



Board of Governors Governance Rule 1.3

staff, and students. No candidate for the position of President may serve on the search committee.

- 2.2.2 A position announcement shall be prepared detailing the characteristics and qualities sought in a new President and be distributed to appropriate sources for advertising. Candidates may be considered through their own application or by nomination.
 - 2.2.3 The search committee is a recommending body only. The Board maintains ultimate authority over of the process, including the final approval of candidates selected for final interviews. Moreover, the Board may reject or add additional candidates at its discretion throughout the process.
 - 2.2.4 During the search process, members of the Board and its appointed search committee shall not disclose the names and/or backgrounds of any candidate, without the candidate's express consent, to those outside of the Board, search committee, and/or authorized agents or staff. The Board Chair may dismiss from the search committee any search committee member if there is evidence that the member has breached confidentiality. The decision of whether to dismiss a search committee member and whether to replace the dismissed member shall be at the sole discretion of the Board's Officers.
- 2.3 The Board shall establish and publicly announce the process and timeline the search committee will follow for the selection of the President. In determining the process and timeline, the Board shall consider a process and timeline that is consistent with the values and mission of the University and will attract the most qualified candidates and other factors that may impact the recruitment and retention of high-quality candidates. The Board's Officers may modify the process and timeline at any time if the Board's Officers determine that such modification is in the best interest of the University. Any change to the timeline and the reasons for said change must be made publicly available.
- 2.4 At its election, the Board may retain a consultant(s) and/or an executive search firm to assist in the search process.
- 2.5 A background and reference check shall be conducted of the final candidate prior to contract finalization. Such checks shall comply with current University procedures and at a minimum include confirmation of degrees, past employment, and a criminal and credit check.



SECTION 3: IMMEDIATE VACANCY

- 3.1 Each year, the President shall designate one member of their senior team to serve, for continuity of operations, as chief executive officer of the University, in the event of the President's death, disability, or unavailability. The designation must be approved by the Board's Officers. That person shall serve in that role until an interim is appointed by the Board. The President may revoke the designation at any time and re-designate another member of their senior team. In the event that the President does not designate an individual to serve in this capacity or if the designee is unable to fill the immediate vacancy, the Provost shall serve as the chief executive officer of the University until the Board appoints an interim president.
- 3.2 The Board may appoint an interim president to temporarily fill a vacancy in the position for a term of up to one year with the option to extend the appointment for additional periods. The Board is not required to follow the search processes outlined in Section 2 of this Rule when appointing an interim president. The appointment of an interim president must be approved by a majority vote of the Board. When appointing the permanent president, the Board must follow the process outlined in Section 2.

SECTION 4: PRESIDENTIAL CONTRACT

- 4.1 The Board's Chair, in consultation with the full Board, shall negotiate a contract with the individual selected by the Board to serve as the University's President. The Board may agree to a reasonable notice of intent not to renew the contract. The President's contract and any renewal or termination thereof must be approved by a majority vote of the Board.
- 4.2 The President shall serve at the will and pleasure of the Board.
- 4.3 Any contract shall include a provision that the President may be discharged for "cause" and that such a discharge nullifies any commitment to continued employment.
- 4.4 The Board shall determine and approve by a majority vote of the Board the compensation to be received by the President for duties and responsibilities performed as President. In determining the compensation, the Board may consider the performance of the President, presidential salaries at the University's peer institutions, relevant market data, and any other information deemed relevant by the Board.



SECTION 5: PRESIDENTIAL EVALUATION

- 5.1 The Board Chair shall provide the President a written performance evaluation each year in a manner and form determined appropriate by the Chair.
- 5.2 The Board shall conduct a formal, written performance evaluation of the President, at minimum, at the end of the initial contract period and then in every third year of employment as President thereafter.
 - 5.2.1 In doing so, the Board shall appoint a committee of its own members to conduct the evaluation. Any evaluation shall include appropriate feedback from Board members, administrators, faculty, classified and non-classified staff, students, alumni, community members, and persons knowledgeable in higher education matters who are not otherwise employed by the Board.
 - 5.2.2 The evaluation shall assess the President's performance in his or her duties and responsibilities; the success of the University in meeting the goals, objectives, and priorities outlined in the West Virginia Code recognizing the unique characteristics of the University; and other criteria as determined by the Board.
 - 5.2.3 The Board shall use the report of the committee to review and finalize the President's formal, written evaluation and to make determinations regarding continuation of employment and compensation, if applicable, for the President as outlined in Section 4 of this Rule.

SECTION 6: REGIONAL CAMPUS PRESIDENTS

- 6.1 The President of West Virginia University shall appoint a campus president to be the administrative head of Potomac State College of West Virginia University and a campus president to be the administrative head of West Virginia University Institute of Technology. The President shall consult with University stakeholders as appropriate when appointing a campus president.

SECTION 7: AUTHORITY.

- 7.1 W. Va. Code §§ 18B-2A-4; 18B-1B-6



Board of Governors Governance Rule 1.3

- 7.2 West Virginia University Board of Governors By-Laws, Article VI. Relationship of the Board and President.
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SECTION 8: SUPERSEDES.

- 8.1 This Rule supersedes and replaces Higher Education Policy Commission (“HEPC”) Series 5 (W. Va. Code St. R. 133-5-1 to -5), which was originally adopted May 14, 2009 and amended effective April 29, 2019; and any other Rule of the HEPC which relates to the subject matter contained within this Rule.

WEST VIRGINIA UNIVERSITY BOARD OF GOVERNORS
Special Meeting of March 18, 2024

- ITEM:** Sale of Real Property (Land and Building)
- INSTITUTION:** Potomac State College of West Virginia University
- COMMITTEE:** Full Board – Consent Agenda
- RECOMMENDATION:** Resolved: That pursuant to BOG Governance Rule 5.1, the West Virginia University Board of Governors authorizes the sale of the University’s interest in the real estate associated with Catamount Place in Keyser, Mineral County (Keyser District, Tax Map 9, Parcel Nos. 441, 442, 449, 449.1, and 449.2), West Virginia. Accordingly, the Board grants authority to the President or the Vice President for Finance to initiate, negotiate, and close a sale on terms deemed favorable to the University.
- STAFF MEMBERS:** Gary G. Furbee, II
Deputy General Counsel & Exec. Dir. of Real Estate Operations
- BACKGROUND:** Catamount Place was purchased in 2011 to establish a new residence hall. However, operations of the residence hall have recently ceased. It has been determined that it is in the best interest of the institution to sell the property.
- The University has secured a written offer from an interested party to purchase the property pursuant to terms confidentially disclosed to the Board. It is the administration’s intent to proceed with the sale on such terms.

WEST VIRGINIA UNIVERSITY BOARD OF GOVERNORS
Special Meeting of March 18, 2024

- ITEM:** Golf Practice Facility
- INSTITUTION:** West Virginia University
- COMMITTEE:** Full Board – Consent Agenda
- RECOMMENDATION:** Resolved: That, pursuant to BOG Governance Rule 5.1, the West Virginia University Board of Governors authorizes the proposed agreement with Pete Dye Golf Course resulting in collegiate memberships and the use of a practice facility for the benefit of the WVU Golf team. Accordingly, the Board grants authority to the President or the Vice President and Director of Athletics to finalize an agreement on terms deemed favorable to the University.
- STAFF MEMBERS:** Gary G. Furbee, II
Deputy General Counsel & Exec. Director of Real Estate Ops
- BACKGROUND:** In an effort to invest in the continued success of the WVU Golf program, WVU Athletics desires to finalize a ten-year agreement with Pete Dye Golf Course (“PDGC”) in Bridgeport, WV. In exchange for an agreed upon financial commitment to PDGC, WVU Athletics will receive collegiate memberships to PDGC for each member of the WVU Golf Team and the WVU Golf team will be entitled to (1) use the golf course and practice range in the same manner as other PDGC members; and (2) utilize a private indoor practice facility located on the grounds of the PDGC. The indoor facility is to be WVU-branded and the PDGC shall be identified as the home course for the WVU Golf team.
- WVU Athletics will utilize funds from the sale of the former White Day Golf Course along with donations received by the WVU Foundation and the Mountaineer Athletic Club to fund this commitment.