

**West Virginia School of Osteopathic Medicine  
Board of Governors – Regular Meeting  
Friday, November 1, 2024  
Location: John Manchin, II, D.O. Conference Center, Room #2  
Clinical Evaluation Center**

**I. Call to Order, Roll Call/Quorum, and Mission Statement**

The meeting was called to order at 10:05 a.m. by the Board Chair, Dr. Belt. The Board Secretary, Ms. Kirby, took the roll call. A quorum was present. Dr. Ward read the WVSOM mission statement.

**Members Present:**

Randall Belt, D.O., Chair	Sharon Hall
Marlena Kirby, Secretary	Michael Muscari, D.O.
Thomas Cole	Gary Poling, D.O. (teleconference)
Ryan Fitzwater, D.O.	Caitlyn Santer, D.O.
Ethaniel Galloway	Peter Ward, Ph.D.

**Members Absent:**

Frederick Morgan, D.O., Vice Chair	Todd Smith, D.O.
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**Others in Attendance:**

James W. Nemitz, Ph.D., President	Debbie Green, Scribe/Board Liaison
Brian Lutz, J.D., Interim General Counsel	

**II. Introductions**

Chair Belt asked President Nemitz to introduce Mr. Don Smith, who will be promoted to Associate Vice President for Government & External Relations/Chief Communications Officer effective November 2, 2024.

**III. Public Comment**

There were no public comments.

**IV. Approval of Minutes**

It was moved and seconded (Cole/Muscari) to approve the minutes of the August 23, 2024, regular board meeting as presented. Motion Carried

**V. Agenda Order**

There were no changes to the agenda order.

**VI. Rules**

A. DO-01: Academic and Professional Standards (*revised*). Dr. Ward, Chair of the Academic Committee, stated that the committee reviewed the proposed policy revisions and recommended the revised policy to the full board for approval.

It was moved and seconded (Santer/Fitzwater) to adopt the revisions of DO-01: Academic and Professional Standards as presented. Motion Carried

- B. DO-16: Standardization of Student Clinical Lab Coat and Identification Badge (*repealed*). Dr. Ward stated that the committee reviewed the policy to be repealed and recommended the repeal to the full board as presented.

It was moved and seconded (Galloway/Kirby) to repeal DO-16: Standardization of Student Clinical Lab Coat and Identification Badge as presented. Motion Carried

- C. PE-02: Faculty (*revised*). Dr. Santer, Chair of the Institutional Policy Committee, stated that the committee reviewed the proposed policy revisions and recommended the revised policy to the full board for approval.

It was moved and seconded (Hall/Ward) to adopt the revisions of PE-02: Faculty as presented. Motion Carried

- D. PP-03: Campus Use and Restrictions Including Deadly Weapons (*revised*). Dr. Santer stated that the committee reviewed the proposed policy revisions and recommended the revised policy to the full board for approval.

It was moved and seconded (Cole/Kirby) to adopt the revisions of PP-03: Campus Use and Restrictions Including Deadly Weapons as presented. Motion Carried

## VII. Reports

- A. Chair of the Board of Governors. Chair Belt had no report.
1. Committee Reports.
    - a. Academic Committee. In addition to the review of institutional policies, Dr. Ward stated that the committee received updates on board preparation and clinical resources. The committee had no additional action items to be presented to the full board at this time.
    - b. Finance & Audit Committee. Ms. Hall stated the committee requested a presentation and review of the science building grants and awards. Brian Lutz, Interim General Counsel, attended the meeting and confirmed that WVSOM complied with state code and grant requirements and the committee had no concerns. David Meadows, Vice President for Finance & Facilities/Chief Financial Officer, presented a WVSOM financial update. Ms. Hall stated that the committee had an in-depth review of the finances and operations at the Robert C. Byrd Clinic (RCBC). Ms. Hall said it was a positive report. RCBC strategic plans are in progress, and the application for Federally Qualified Health Center (FQHC) status was submitted in October 2024 with an anticipated response regarding funding in the spring of 2025. The committee also reviewed various RCBC operational metrics to be monitored routinely. Ms. Hall stated the new RCBC Board of Directors has been finalized, and Dr. Ryan Fitzwater serves on both the BOG Finance & Audit Committee and the RCBC Board of Directors. The committee will continue to monitor the clinic's progress. Ms. Hall thanked Mr. Meadows and Dr. Drema Hill, Vice President for Community Engagement/Chief Operations Officer, for the positive turnaround at RCBC. Topics anticipated for the January 30, 2025, committee meeting include beginning the discussion on negating WVSOM's support of the RCBC practice plan and the future expectations of WVSOM and BOG regarding the clinic.

The committee also discussed increasing the student deposit fee for the Master of Science in Biomedical Sciences (MSBS) program. The committee approved the recommendation to increase the deposit fee to \$200, which will be discussed by the full board under Board Items (IX.A.).

President Nemitz thanked Dr. Hill and Mr. Meadows for their exceptional work at RCBC over the last nine months. He also thanked the RCBC staff and clinical faculty for their contributions to the progress at RCBC. Dr. Nemitz asked Dr. Hill to introduce Mary Page Nemcik, Executive Director of RCBC, and other RCBC leadership to the BOG. On behalf of the RCBC staff, Ms. Nemcik thanked the BOG for their support.

- c. Institutional Policy Committee. Dr. Santer stated that the committee reviewed institutional policies as previously discussed. The committee had no additional action items to be presented to the full board at this time.
1. Administration.
    - a. President's Update. President Nemitz provided highlights of his full report, which was placed in the board's Microsoft Teams account. The BOG was notified that the Memorandum of Understanding with the Greenbrier Military School Alumni Association has been signed and executed. President Nemitz stated the upcoming Higher Learning Commission accreditation site visit will be on January 27-28, 2025. If possible, the accreditation team would like to meet with BOG members in person at noon on January 27, 2025. In preparation for the accreditation site visit, WVSOM hired a mock site visit consultant who will conduct campus meetings on December 2-3, 2024. The date and time of the meeting with BOG members during the mock site visit have yet to be determined.
      - i. Admissions Update. Admissions reports on the D.O. and MSBS programs are in the Microsoft Teams account. The first deposit for the D.O. program applicants is due on December 14, 2024, and there has been an increase in total applications and West Virginia resident applications.
      - ii. Security Update. Campus security changes have been successful, and the implementation of campus carry guidelines is going well.
      - iii. Strategic Planning Update. President Nemitz stated he would like to have a robust discussion regarding institutional strategic planning at the January 30, 2025, meeting, which would include a review of the WVSOM mission statement and a discussion on the strategic framework. President Nemitz stated the goal is to complete institutional strategic planning by March 2025.
      - iv. WVSOM Foundation Update. President Nemitz stated the WVSOM Foundation had a good first quarter, with fundraising dollars totaling approximately \$500,000 in cash donations. The WVSOM Foundation has initiated numerous fundraising campaigns. President Nemitz encouraged BOG members to consider contacting their company/organization about being one of WVSOM's annual sponsorship partners.

2. Finance.
  - a. WVSOM FY 2024-2025 Financial Update as of September 30, 2024. Mr. Meadows presented the financial update to the full board and stated that WVSOM has had an exceptional first quarter. He had no concerns with budget expenditures. No questions or discussion. Mr. Meadows provided a list in the board's Microsoft Teams account of deferred maintenance projects identified in WVSOM's Master Plan, which will be funded by the \$13.6 million state legislative request that was received in October 2024.
  - b. Facilities Update. Mr. Meadows stated that the science building project steering committee is currently in the schematic design phase. During this phase, the committee ensures that the funding aligns with the scope of work. The design development phase will begin in November 2024. Over \$4 million in deferred maintenance needs are a part of the \$35 million renovation/construction project budget. Questions and discussion followed.
  - c. Contracts Update. Mr. Meadows provided information requested at the August 23, 2024, meeting regarding the WV-96 form. Mr. Meadows reported that no significant contracts of more than \$50,000 were identified that refused to sign a WV-96. Historically, this information has not been tracked, but processes have been implemented to track it in the future. WVSOM's Procurement and Legal Departments and the West Virginia Attorney General's Office work with smaller contracts that have refused to sign the WV-96 to be certain that WVSOM's liability and risk are limited. Questions and discussion followed.

#### **VIII. Board Education**

- A. Annual Faculty Update. Dr. Marina Diiioia, Faculty Council Chair, updated the BOG regarding faculty accomplishments over the previous year. Topics included a review of the following: faculty governance structure; faculty contributions to WVSOM; the curriculum development process in the D.O. and MSBS programs; accomplishments of the statewide campus faculty; community service and outreach highlights; scholarly activity highlights; and recipients of regional and national recognition.

This one-quarter hour of board education will be submitted to the West Virginia Higher Education Policy Commission toward training credit hours required for the Board of Governors.

#### **IX. Board Items**

- A. Approval of Increase in Deposit Fee for Master of Science in Biomedical Sciences Program. Mr. Meadows presented the recommendation that the Finance & Audit Committee endorsed increasing the MSBS program deposit from \$125 to \$200. Questions and discussion followed.

It was moved and seconded (Hall/Santer) to approve the increase in deposit fee for the Master of Science in Biomedical Sciences Program as presented. Motion Carried

- B. Updates on Current WVSOM Legal Matters, Status of AllofE Contract Investigation, Presidential Contract, and Potential Real Estate Opportunity Near WVSOM Campus. Chair Belt stated this item would be discussed in Executive Session (X.).

- C. Review of Resolution Delegating Authority to the WVSOM President. *This Board Item was discussed following Executive Session (X.) and after the completion of Actions Emanating from Executive Session (XI.).* Chair Belt deferred to Brian Lutz, Interim General Counsel, to explain the resolution. Mr. Lutz stated the original resolution was signed on November 10, 2007, which delegated specific authority over WVSOM's affairs to the WVSOM President. The resolution states it should be reviewed and, if needed, updated at regular intervals of every three years. Mr. Lutz asked the BOG to review the document before the meeting on January 30, 2025, when any proposed changes will be discussed and approved.

**X. Executive Session – State Code §6-9A-4(12) Attorney/Client Privilege; State Code §6-9A-4(b)(2) Personnel; and State Code §6-9A-4(b)(9) Real Property**

Chair Belt stated the following: The West Virginia Open Governmental Proceedings Act (“Act”) permits state entities to go into Executive Session during a properly noticed meeting if a specific item on the entity’s posted agenda falls under one of the permitted exceptions to the requirements contained in the Act. On this meeting’s posted agenda, item: *Updates on Current WVSOM Legal Matters, Status of Allofe Contract Investigation, Presidential Contract, and Potential Real Estate Opportunity Near WVSOM Campus* falls under the Act’s exception for: *discussion of personnel employment issues, discussion of potential real property and discussion of legal matters.*

In accordance with the West Virginia Open Governmental Proceedings Act, do I hear a motion to go into Executive Session to discuss the *Updates on Current WVSOM Legal Matters, Status of Allofe Contract Investigation, Presidential Contract, and Potential Real Estate Opportunity Near WVSOM Campus* agenda item, which falls under the *discussion of personnel employment issues, discussion of potential real property and discussion of legal matters* exceptions in the Act?

It was moved and seconded (Kirby/Muscari) to move into Executive Session at 11:06 a.m.  
Motion Carried

Chair Belt will ask individuals other than board members to join Executive Session as needed.

The Board of Governors returned to open meeting session at 2:14 p.m.

**XI. Actions Emanating from Executive Session**

Chair Belt stated the following resolution:

*On June 21, 2024, the West Virginia School of Osteopathic Medicine Board of Governors (“WVSOM BOG”) retained outside and independent counsel to investigate various contracts and other issues related to the academic management software (“AMS”) systems at WVSOM. Our outside counsel conducted a thorough investigation and presented his findings and conclusions to the WVSOM BOG. As a result of this investigation, I would make the following motion:*

*That the WVSOM BOG makes the following conclusions as a result of the investigation conducted by outside counsel:*

- *That WVSOM did not engage in any wrongdoing, waste, illegal conduct or improper behavior as it relates to any of the contracts, communications, implementation, use or payments related to any academic management software system at WVSOM.*

- *That no employee, acting individually or on behalf of WVSOM, engaged in any wrongdoing, waste, illegal conduct or improper behavior as it relates to any of the contracts, communications, implementation, travel, use or payments related to any academic management software system at WVSOM.*
- *That the investigation thoroughly investigated these claims and other claims that arose during the investigation.*
- *That the matter is now closed.*

It was moved and seconded (Kirby/Santer) to approve the aforementioned conclusions as presented. Motion Carried

Chair Belt continued with the following statement:

*At this time, I would like to thank all employees and staff who participated in this investigation. Every single employee fully cooperated and provided information to our outside counsel. I am hopeful that having done this investigation and with these conclusions now being formally accepted and adopted by the BOG, that everyone can move forward, together, and continue the great work that WVSOM is doing for its students, the community, the State and beyond."*

Chair Belt stated that President Nemitz's employment contract ending June 30, 2025, was discussed in Executive Session. Chair Belt made a motion to extend it to June 30, 2028.

It was moved and seconded (Hall/Ward) to extend President Nemitz's employment contract to June 30, 2028, as presented. Motion Carried

**XII. Information Gathering**

No items were brought forth.

**XIII. Next Meeting Date**

The next board meeting is scheduled for Thursday, January 30, 2025, at the Embassy Suites in Charleston, WV.

**XIV. Adjournment**

It was moved and seconded (Fitzwater/Hall) to adjourn. The motion carried, and the board adjourned at 2:19 p.m.

Approved on January 30, 2025

Signed by:  
  
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Marlena R. Kirby  
Secretary  
/dg