

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Friday, March 28, 2025
Location: Conference Center located in the
WVSOM Student Center**

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

The meeting was called to order at 10:01 a.m. by the board chair, Dr. Belt. The board secretary, Ms. Kirby, took the roll call. A quorum was present. Dr. Morgan, board vice chair, read the WVSOM mission statement.

Members Present:

Randall Belt, D.O., Chair
Frederick Morgan, D.O., Vice Chair
Marlena Kirby, Secretary
Ryan Fitzwater, D.O.
Ethaniel Galloway

Sharon Hall
Michael Muscari, D.O.
Gary Poling, D.O. (teleconference)
Caitlyn Santer, D.O.
Peter Ward, Ph.D.

Members Absent:

Thomas Cole

Todd Smith, D.O.

Others in Attendance:

James W. Nemitz, Ph.D., President
Brian Lutz, J.D., General Counsel

Debbie Green, Scribe/Board Liaison

II. Introductions

President Nemitz introduced WVSOM's strategic planning consultant, Josh Mintz, President of CHP Mintz, LLC, who will later present to the board. Mr. Galloway introduced Jacob Bartlett, OMS-II, the FY 2025-2026 student representative to the Board of Governors.

III. Public Comment

There were no public comments.

IV. Approval of Minutes

It was moved and seconded (Ward/Santer) to approve the January 30, 2025, meeting minutes as presented. Motion Carried

V. Agenda Order

There were no changes to the agenda order.

VI. Rules

A. PE-18: Dismissal of Senior Administrators (*revised*). Dr. Santer, Chair of the Institutional Policy Committee, stated that the committee reviewed the proposed policy revisions and recommended one additional change. WVSOM's General Counsel and Chief Legal Officer, Brian Lutz, noted the committee proposed revising PE 18-7. Notification to Board to state, *"Prior to or immediately following the dismissal of a senior administrator, the President must notify the Board Chair as soon as possible"*. The committee recommended the revised policy with the additional change to the full board for approval.

It was moved and seconded (Santer/Hall) to adopt the revisions to PE-18: Dismissal of Senior Administrators as presented. Motion Carried

- B. GA-01: Governance and Administration (to be retitled “Presidential Selection, Contracts, and Evaluation”) (*revised*). Dr. Santer stated that the committee reviewed the proposed policy revisions, including a title change to “Presidential Selection, Contracts, and Evaluation”, and recommended the revised policy to the full board for approval.

It was moved and seconded (Ward/Santer) to approve GA-01: Presidential Selection, Contracts, and Evaluation as revised and retitled. Motion Carried

- C. SR-1: COVID-19 Response (*repealed*). Dr. Santer 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 (Hall/Santer) to repeal SR-1: COVID-19 Response as presented. Motion Carried

- D. GA-10: Standing Boards, Committees, or Councils (*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 (Kirby/Ward) to adopt the revisions to GA-10: Standing Boards, Committees, or Councils as presented. Motion Carried

- E. PE-01: Employees (*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 (Kirby/Ward) to adopt the revisions to PE-01: Employees as presented. Motion Carried

- F. GA-15: Safety and Security (*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 (Ward/Santer) to adopt the revisions to GA-15: Safety and Security as presented. Motion Carried

- G. PP-02: Campus Parking (*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 (Kirby/Ward) to adopt the revisions to PP-02: Campus Parking as presented. Motion Carried

VII. Reports

- A. Chair of the Board of Governors.

- 1. Committee Reports.

- a. Academic Committee. Dr. Ward, Chair of the Academic Committee, reported updates on WVSOM's academic management software issues; COMAT data and passage rates; COMLEX Level 2 board preparation and performance; retention data for the Classes of 2025 and 2026; and MATCH results, highlighting WVSOM's 100% residency placement rate for the third consecutive year.
- b. Finance and Audit Committee. Ms. Hall, Chair of the Finance and Audit Committee, reported a financial status update from David Meadows, Vice President of Finance and Facilities and Chief Financial Officer. Robert C. Byrd Clinic (RCBC) leadership informed the committee of its paused application for Federally Qualified Health Center (FQHC) status due to federal guidelines, prompting discussions on the impact to operational strategies. The committee will establish an RCBC Task Force—a joint effort between WVSOM and RCBC—including representatives from WVSOM, RCBC, Dr. Fitzwater, and Ms. Hall—to review provider issues, clinic structure, compensation systems, and teaching models, which will be important when making recommendations to the Board of Governors. Mr. Meadows then provided a detailed presentation on WVSOM's financial health, which the committee recommended be shared with the full board at a future meeting. Additionally, the Finance and Audit Committee addressed structural changes for the new fiscal year, including adjustments to its meeting schedule, and received updates on facilities and supplemental information requested from Mr. Meadows.

Ms. Hall stated that the committee discussed and recommended the FY 2025-2026 budget to the full board for approval.

- c. Institutional Policy Committee. Dr. Santer stated that the committee reviewed the institutional policies as previously discussed and had no additional action items to present to the full board.

B. President of WVSOM

1. Administration.

- a. President's Update. President Nemitz provided highlights of his full report, which was placed in the board's Microsoft Teams account.
 - i. Legislative Update. President Nemitz provided an update on Governor Morrissey's executive orders and state and federal legislation impacting higher education. WVSOM's budget was slightly increased during the legislative session to offset the rise in PEIA. He noted that HB 3279, now in its second reading in the West Virginia House of Delegates, restricts voting privileges for faculty, staff, and student representatives on the Board of Governors. The board discussed WVSOM's strategy regarding the bill, with Don Smith, Associate Vice President of Government and External Relations and Chief Communications Officer, available to answer questions and provide context. President Nemitz emphasized WVSOM's collaboration with the West Virginia Higher Education Policy Commission and other institutions to advocate for institutional shared governance.

It was moved and seconded (Galloway/Kirby) to have WVSOM prepare a statement on standby regarding HB 3279 for the President's use should the bill move to the West Virginia Senate. Motion Carried

- ii. Admissions Update. President Nemitz reported that admissions interviews are concluding, with WVSOM expecting increased acceptances and focusing on a strong alternate list. The Master of Science in Biomedical Sciences (MSBS) program is a strong pipeline, with 18 MSBS students accepted into the Class of 2029 D.O. program.

Other highlights included announcing WVSOM's third consecutive year of 100% residency placement. Ms. Hall requested a future board meeting report on graduate medical education and MATCH data to assess the provider pipeline in West Virginia. Additionally, a ceremonial groundbreaking and economic development forum for the new research addition is set for August 20-21, 2025. WVSOM is also exploring a biotech firm partnership to expand research opportunities for students and generate potential institutional revenue.

2. Finance.

- a. FY 2024-2025 Financial Status as of February 28, 2025. Mr. Meadows stated that WVSOM's FY 2024-2025 revenue and expenses are as anticipated, and he had no concerns. No questions or discussion.
- b. Facilities and Science Building Update. Mr. Meadows reported that the Science Building project is advancing through the design development phase, with the full construction documents phase expected to begin by May 2025. He also noted that multiple deferred maintenance projects are underway or in the formal bid process. Questions and discussion followed.

VIII. Board Items

- A. Approval of FY 2025-2026 WVSOM Operating Budget. Mr. Meadows is seeking approval for the proposed balanced FY 2025-2026 WVSOM Operating Budget, which has been endorsed by the Finance and Audit Committee. Questions and discussion followed.

It was moved and seconded (Kirby/Hall) to approve the FY 2025-2026 WVSOM Operating Budget as presented. Motion Carried

- B. Approval of WVSOM Institutional Strategic Framework. Mr. Mintz outlined WVSOM's strategic planning approach and reviewed the proposed strategic framework. The strategic framework includes the institutional vision, mission, pillars, and goals and provides high-level guidance for long-term, overarching direction. The strategic framework guides short-to mid-term outcomes and action plans. These will be linked to metrics to monitor progress and will be reviewed regularly and updated as needed to reflect the current environment. The proposed strategic framework includes the following:

Vision Statement: WVSOM's vision is that all people can find health through osteopathic principles.

Mission Statement: The West Virginia School of Osteopathic Medicine (WVSOM) empowers students to *find health* within themselves and the people and communities they serve.

We advance health and well-being in West Virginia and beyond through cutting-edge training, pioneering research, and immersive clinical experience. By blending innovation, compassion, and a deep-rooted dedication to osteopathic principles, we are shaping the future of health.

Strategic Pillars:

- Educate the health workforce for West Virginia and beyond.
- Advance research and clinical service to improve health and well-being in West Virginia.
- Invest in our people and our culture.
- Drive sustainability and innovation throughout WVSOM.

Questions and discussion followed regarding the adaptability of annual priorities and the integration of the framework into departmental objectives, metrics, and individual goals.

It was moved and seconded (Galloway/Hall) to approve the WVSOM Institutional Strategic Framework as presented. Motion Carried

- C. Approval of Resolution Delegating Authority to the WVSOM President. Mr. Lutz stated that the Resolution Delegating Authority to the WVSOM President (with proposed revisions) and the Memorandum to the Board of Governors were circulated to the board 10 days before the meeting, and no comments were received. One additional change has been proposed to revise (1.) to state *“The authority to contract on behalf of the Board in accordance with the laws of the State of West Virginia (“State”). Each bid and/or expenditure for capital projects and deferred maintenance totaling \$500,000.00 or more in any fiscal year must be approved by the Board, unless WVSOM is issued state-appropriated funds specifically for the purpose(s) of capital projects and/or deferred maintenance. As stated in the attached Memorandum to the Board of Governors, the President, or designee, will provide notification to the Finance and Audit Committee for unexpected expenditures that exceed \$250,000.00;”*. No questions or discussion.

It was moved and seconded (Ward/Fitzwater) to approve the Resolution Delegating Authority to the WVSOM President as presented. Motion Carried

- D. Update on current employee grievance and other litigation against WVSOM; update on the ongoing investigation of the West Virginia Legislature Commission on Special Investigations; and update on personnel matters involving the Information Technology Department. Chair Belt stated this agenda item would be discussed in Executive Session (IX.).

IX. 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: *Update on current employee grievance and other litigation against WVSOM; update on the ongoing investigation of the West Virginia Legislature Commission on Special Investigations; and update on personnel*

matters involving the Information Technology Department falls under the Act's exception for: discussion of personnel employment issues and discussion of legal matters.

In accordance with the West Virginia Open Governmental Proceedings Act, the chair asked for a motion to go into Executive Session to discuss this agenda item.

It was moved and seconded (Kirby/Ward) to move into Executive Session at 11:35 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 2:00 p.m.

X. Actions Emanating from Executive Session

Chair Belt stated the only item emanating from Executive Session requiring action from the board is as follows:

The board moved to proceed with eMedley as WVSOM's learning management system for third—and fourth-year students, with the condition that the contract will extend for only one additional year, concluding on or before July 1, 2026. WVSOM must select a new liaison to communicate with eMedley and choose new software for future academic years.

The motion emanating from Executive Session was moved and seconded (Hall/Fitzwater) and approved by voice vote. Dr. Poling opposed the motion; all other board members were in favor.
Motion Carried

XI. Information Gathering

Dr. Poling requested the names of those responsible for selecting WVSOM's academic management software and their supervisors.

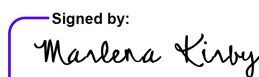
XII. Next Meeting Date

The next board meeting to approve the graduates is scheduled via teleconference on Friday, April 25, 2025.

XIII. Adjournment

It was moved and seconded (Santer/Ward) to adjourn. The motion carried, and the board adjourned at 2:02 p.m.

Approved on April 25, 2025

Signed by:

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Marlena R. Kirby
Secretary
/dg