

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Friday, November 6, 2020
Location: John Manchin, II, D.O., Conference Center, Room #1
Clinical Evaluation Center**

DUE TO COVID-19 RESTRICTIONS, ONLY BOARD MEMBERS AND ESSENTIAL PERSONNEL WERE ALLOWED TO ATTEND THIS MEETING IN PERSON. THE PUBLIC WAS INVITED TO ATTEND VIA TELECONFERENCE.

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

Meeting was called to order at 10:02 am by Board Chair, Steven Sarver. Roll call was taken by Board Secretary, Fred Earley. A quorum was present. The WVSOM mission statement was read by Board Vice Chair, Dr. Robert Holstein.

Members Present:

Steven Sarver, Chair	John Garlitz, D.O. (teleconference)
Robert Holstein, D.O., Vice Chair	Sherri Miller
J. Fred Earley, II, J.D., Secretary (teleconference)	Gary Poling, D.O.
Randall Belt, D.O.	David Ramsey (teleconference)
Gregory Burton (teleconference)	Todd Smith, D.O. (teleconference)

Members Absent:

Aaron Byczynski	Frederick Morgan, D.O.
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Others in Attendance:

James W. Nemitz, Ph.D., President	Debbie Green, Scribe/Board Liaison
Jeffrey Shawver, J.D., General Counsel	

II. Introductions

There were no introductions.

III. Public Comment

There were no public comments.

IV. Approval of Minutes

It was moved and seconded (Garlitz/Poling) to approve the minutes of the September 11, 2020, regular meeting as presented. Motion Carried

V. Agenda Order

At the direction of the Chair and without objection from the Board, the following changes were made to the agenda order:

- Allow Review of Resolution on President’s Delegated Authority (Item VIII.F) and Discussion on Nominating Committee (Item VIII.G) after Approval of Minutes (Item IV).
- Allow WVSOM Alumni Association and Foundation Financial Status Report (Item IX.B) after Board Items (Item VIII).

After Approval of Minutes (Item IV), Chair Sarver stated the next items for discussion would be Review of Resolution on President's Delegated Authority (Item VIII.F) and Discussion on Nominating Committee (Item VIII.G).

Mr. Earley began the discussion regarding the Review of Resolution on President's Delegated Authority (Item VIII.F). During Information Gathering at the September 11, 2020, meeting, it was discussed that the Board consider updating the Resolution to an appropriate authorization amount that the President can spend without having to call a special Board meeting. The spending authorization limit set back in 2010 was \$100,000. Chair Sarver asked Mr. Earley, Mr. Burton and Mr. Shawver to devise recommendations regarding an appropriate spending authorization limit. Discussions have taken place since the last Board meeting and Mr. Earley, Mr. Burton and Mr. Shawver, along with input from Mr. Ware, arrived at a consensus that the spending limit is low compared to other Boards of similar structure. The recommendation was to increase the President's Spending Authority to a \$250,000 cap without obtaining prior Board approval. The change in language will affect approximately 4-5 contracts per year. Mr. Earley deferred to Jeffrey Shawver for additional explanation. Mr. Shawver stated the next step would be to create a redline version of the Resolution with the updated spending authorization limit to be circulated to the Board for review at least 10 days prior to the January 2021 Board meeting with an anticipated vote at the January meeting. Mr. Burton suggested the Resolution be reviewed periodically. Discussion continued and the consensus of the Board was to update the Board of Governors Operating Procedures with the language that the Resolution would be reviewed every three years.

It was moved and seconded (Garlitz/Holstein) to update the Resolution on President's Delegated Authority with the proposed spending authorization limit, and to update the language of the Board of Governors Operating Procedures to state the Resolution would be reviewed every three years. The redline documents will be circulated 10 days prior to the next Board meeting for review per Article 6 of the Board of Governors Operating Procedures with an anticipated vote at the January 2021 meeting. The motion passed unanimously.

Next, Mr. Earley began the Discussion on Nominating Committee (Item VIII.G). Discussion took place at the September 11, 2020, Board meeting during Information Gathering about exploring the process of developing a nominating committee for a more formalized, structured succession plan for Board officers. At the end of the discussion at the September Board meeting, Chair Sarver asked Mr. Earley, Dr. Holstein and Mr. Shawver to research this topic for future discussion. After the Board meeting during discussions, Dr. Holstein requested not to participate further in the Nominating Committee discussion since he currently holds the Vice Chair position. Mr. Earley and Mr. Shawver entered into further discussions and conducted research on how other institutions handle the nominating process. At the conclusion of the research, the consensus was to forego creating a nominating committee and to instead establish criteria around orderly transition and expectations regarding Board leadership and term limits. Mr. Earley deferred to Mr. Shawver for further clarification. Mr. Shawver stated the recommendation was to revise the Board of Governors Operating Procedures to place a term limit of two consecutive one-year terms for the Chair and Vice Chair roles which will help with continuity of leadership. Mr. Shawver recommended using the wording "consecutive" in the language in the event that an individual wants to serve again after a few years before their appointment expires. The Vice Chair role will essentially be seen as the transitional person into

the Chair role. Of note, there would still be an opportunity to nominate from the floor during annual elections if so desired. The role of Secretary is considered a different form of office and therefore, no term limit would be placed on that leadership role. No changes in current committee structure were recommended at this time. Questions and discussion followed.

At the end of the discussion, the consensus was to revise the Board of Governors Operating Procedures to place a term limit of two consecutive one-year terms for the Chair and Vice Chair roles. The redline document will be circulated 10 days prior to the next Board meeting for review per Article 6 of the Board of Governors Operating Procedures. The Board will have the opportunity to vote on the redline document at the January 2021 Board meeting.

After Board Items (Item VIII), Chair Sarver stated the next report would be WVSOM Alumni Association and Foundation Financial Status Report (Item IX.B).

Dr. Drema Mace, Vice President for Community Engagement & Development, provided a follow-up presentation to the Board based on the request at the September 11, 2020, meeting. Dr. Mace's report answered the following questions raised at the last meeting:

- Who are WVSOM's donors?
- Where are WVSOM's donors located?
- How many donors are alumni?
- How much funding has been received annually for the past 3-5 years? By alumni? By non-alumni?
- How much funding has been expended on fundraising in the past 3-5 years?
- Who are WVSOM's largest funders?
- How does WVSOM plan to bring in funds in the near and long-term future?

Dr. Mace stated the WVSOM Alumni Association's purpose is to support alumni and current students and be an education resource for alumni. The Alumni Association's scope is specific in nature. Dr. Mace presented graphs detailing the following information on behalf of the Alumni Association over the past five fiscal years:

- Campaign % of Gifts
- Total Amount Given
- Donor Categories

Dr. Mace stated the WVSOM Foundation's purpose is to raise funds for WVSOM as a whole, in particular student scholarships. The Foundation's scope is broader in nature. Dr. Mace presented graphs detailing the following information on behalf of the Foundation over the past five fiscal years:

- Cash Gift Received
- Donor Categories
- Campaign Gifts (both non-scholarship and scholarship)
- Scholarship Donors Detail
- Contributions/Fundraising Expense
- Future Plans

Discussion among the Board followed Dr. Mace's presentation. Chair Sarver thanked Dr. Mace for her report.

VI. Rules

- A. Institutional Policy GA-14: Title IX, Sexual Harassment, and Discrimination (revised). Mr. Fred Earley, Chair of the Institutional Policy Committee, reported the committee reviewed the revisions to the policy and recommended approval to the full Board as presented.

It was moved and seconded (Earley/Holstein) to adopt the revisions of Institutional Policy GA-14: Title IX, Sexual Harassment, and Discrimination as presented.

Motion Carried

VII. Reports

- A. Chair of the Board of Governors. Chair Sarver stated he feels that the Board of Governors at WVSOM is an activist Board in which each Board member loves the School and has a common purpose to see WVSOM flourish. Mr. Sarver went on to state although sometimes there are sensitive issues to discuss, the Board supports every member of the Staff and WVSOM Leadership. Mr. Sarver encouraged everyone to keep a high standard and not become complacent.

1. Committee Reports.

- a. Academic Committee. No other reports
- b. Finance & Audit Committee. No other reports.
- c. Institutional Policy Committee. No other reports.

B. President of WVSOM.

1. Administration.

a. President's Update.

- COVID-19 Response:
 - WVSOM is involved in weekly reporting with a few positives and some quarantining. Surveillance testing is currently underway with 10% of students and employees being tested weekly with a saliva test. WVSOM was reimbursed for testing of students in the summer and for surveillance testing. A testing plan has been developed for the return of students after winter break. WVSOM is working with Major General Hoyer to assist with testing in our region.
 - WVSOM continues to be very strict regarding maintaining its directives to students and employees; however, there are concerns regarding current COVID-19 case spiking. WVSOM's strong IT and Media Services infrastructure is prepared to transition to online delivery if needed.
 - WVSOM is communicating regularly with its accrediting bodies.
 - ASPIRE and others are addressing the mental health needs of WVSOM's students.
 - Faculty and Staff, Dean and Associate Deans are doing a great job.
 - Students are doing a great job, with excellent leadership and communication is good.

- WVSOM is participating in the Governor's Kids Connect/Wi-Fi program and provides hotspot access via campus parking lots.
- WVSOM is working to keep students on track in spite of challenges. Admissions is conducting virtual interviews which is going well. The first-year students are getting acclimated and have elected their class leadership. The second-year students' focus is currently on board prep and Statewide Campus site selection. WVSOM automated the site selection process this year and also utilized a home base site selection process to give preference to a student whose home is within 50 miles of a base site. The third and fourth-year students are involved in their clinical rotations, preparation for national board testing and applying for residencies. COVID-19 continues to cause challenges for our students; however, WVSOM is working to meet the challenges.
- Other Activities:
 - The search for a new academic dean is currently underway. Human Resources is leading the search but WVSOM has hired Merritt Hawkins to assist with sourcing.
 - Legislative activities include: Campus visits by Congresswoman Carol Miller and newly elected State Senator Jack Woodrum as well as dinner with the State Finance Chairs and Governor's Chief of Staff.
 - WVSOM recently signed an early admissions agreement with WV Wesleyan.
 - Two WVSOM employees received recognition during the recent West Virginia Rural Health Association meeting. Dr. Bridgett Morrison was recognized as the Outstanding Rural Health Provider of the Year and Sally Hurst received the 2020 Excellence in Rural Health Award. Dr. Drema Mace, Courtney Hereford and Julian Levine were the keynote speakers and Jenna Hinkle also presented at the virtual conference.
 - The Greenbrier Valley Chapter of Sigma Xi which is affiliated with WVSOM received second place as a Chapter of Excellence.
- Events:
 - Ongoing discussions continue regarding Graduation and the rescheduled White Coat Ceremony.
 - The Staff have been involved in Halloween activities and also fundraising activities for support of local projects.
 - Students have been involved in several activities including raising \$807 for suicide prevention.
 - WVSOM will provide a Thanksgiving meal for students and their families and will be giving students a holiday gift bag.
 - Human Resources will be hosting a dinner and holiday luncheon for employees.
 - Several WVSOM employees will be involved in the upcoming Small Communities/Big Solutions annual virtual conference on November 16 – 20. Dr. Nemitz will be doing a welcome and introduction and participating in a higher education panel. Dr. Mace and Terri Baker will be moderating sessions.

2. Finance.

- a. FY 2020-2021 Financial Update. Mr. Larry Ware presented the financial statement ending September 30, 2020. WVSOM continues to operate within its approved budget with no concerns at this time. WVSOM has sufficient funds to cover anticipated budget cuts from the State.

Mr. Ware also presented information from HEPC that details the following information on all State institutions:

- Physical Plant Age
- Net Operating Revenue
- Primary Reserve
- Return on Net Position
- Composite Financial Index
- Number of Days Cash

WVSOM was the leader in all categories. Both Mr. Burton and Dr. Nemitz thanked Mr. Ware and his staff for all their hard work on helping to maintain WVSOM's strong financial position.

VIII. Board Items

- A. Approval of Graduates. Dr. Craig Boisvert presented the list of graduates who will successfully complete all requirements for graduation, have been approved by the Student Promotions Committee, and also approved by the faculty.

It was moved and seconded (Garlitz/Ramsey) to approve the graduates as presented.
Motion Carried

- B. Old Bookstore Renovation Project – Acceptance of Bid. Mr. Ware reported that WVSOM conducted a request for bid process to find a vendor to conduct the remodeling work on the old Bookstore location in Building B (Main Building) to be used as the new office location for the Center for Rural and Community Health project as designed by its engineering firm, ZMM, Inc. The work requires a replacement of the HVAC system and extensive remodeling of the open space.

Steps followed to date are as follows:

- October 1, 2020 – Solicitation for interested vendors in the Charleston Gazette, Register-Herald, and WV Daily News. Direct notices were sent to vendors that had previously expressed an interest in the project.
- October 9, 2020 – Mandatory pre-bid meeting was held with interested vendors with a walk through of the project area.
- Interested vendors received a project manual that included bidding requirements along with project blueprints.
- Process and procedural questions were directed to Contracts Officer, Betty Baker, while technical questions were directed to Rodney Pauley, ZMM's representative.

- October 30, 2020 - Formal proposals were due. Of the six vendors that attended the mandatory pre-bid meeting, four vendors submitted bid proposals.

Mr. Ware asked the Board to accept the lowest bid from Pray Construction of \$891,291.00. Discussion followed. Mr. Ware stated WVSOM has not worked with Pray Construction in the past; however, the architect on the project, ZMM, has worked with Pray Construction on other projects and has been satisfied with their work.

It was moved and seconded (Burton/Holstein) to proceed in negotiating an agreement with Pray Construction Co., as the apparent low bidder, in an amount not to exceed \$891,291.00 to complete the Old Bookstore Location Renovation Project.

- C. Approval of Real Property Purchase. Mr. Ware requested approval from the Board to move forward with the purchase of 505 Lee Street, Lewisburg, WV, at a purchase price of \$400,000. The property is identified on the WVSOM Facilities Master Plan as a property to obtain. WVSOM owns the lots on three sides of the property. The appraisal price of the property was \$490,000. The property owner wishes to retain a life estate for himself in the residence as a condition of the sale. The property consists of the residence, medical office and storage garage.

It was moved and seconded (Garlitz/Burton) to approve the purchase of 505 Lee Street, Lewisburg, WV, at the purchase price of \$400,000 with the life estate provision.

Motion Carried

- D. Update on New Programs and Status of Tripp Umbach Project. Dr. Edward Bridges, Vice President for Administration and External Relations, updated the Board on Tripp Umbach's three-phase project for WVSOM which includes the following:

- Evaluation of new programs using a multifaceted approach involving different types of studies and analysis
- Determining the feasibility of a branch or additional campus for the D.O. program or expanding the current D.O. program to include a larger class size
- Preparation of a new economic impact study for WVSOM

The original timeline for Tripp Umbach to present its report to the Board was in November 2020; however several Tripp Umbach associates, including the lead on WVSOM's project, has been suffering with COVID-19 which has delayed the report to the Board. WVSOM has received a summary of progress to date from Tripp Umbach. The expectation at this time is that Tripp Umbach will report to the Board with a first final draft of the reports at the January 2021 meeting.

Dr. Bridges reminded the Board that at this time WVSOM is not accredited for any degree except the D.O. degree. Therefore, WVSOM will essentially have to create a graduate school as well as its infrastructure prior to accreditation. Discussion followed. Mr. Earley asked that the Tripp Umbach documents be provided to the Board members for review at least one week prior to the next Board meeting. Mr. Burton suggested that WVSOM work with the WVSOM Foundation to raise funds for the startup costs of new programs.

- E. Discussion of Southern West Virginia Collaborations. Chair Sarver stated he would like WVSOM to pursue any potential collaborations that would make WVSOM stronger or help to feed any new programs WVSOM may pursue. Dr. Nemitz concurred and presented to the Board a list of entities that WVSOM collaborates with and activities pursued including the following:

- Marshall University
- Charleston Area Medical Center
- Schools associated with the Pre Osteopathic Program which is a conditional acceptance pipeline program
- Bluefield State College
- University of Charleston
- Other healthcare organizations
- Government agencies

Dr. Nemitz concluded his presentation by stating WVSOM is a trustworthy partner and is looking for new partnerships all the time. Discussion followed.

- F. Review of Resolution on President's Delegated Authority. Discussed under Agenda Item V.

- G. Discussion on Nominating Committee. Discussed under Agenda Item V.

IX. Board Education

Chair Sarver had to leave the meeting prior to the Graduate Medical Education report and Vice Chair Holstein was acting Chair for the remainder of the meeting.

- A. Graduate Medical Education. Victoria Shuman, D.O., Associate Dean of Graduate Medical Education provided the Board an in-depth presentation on Graduate Medical Education (GME) and the Mountain State Osteopathic Postdoctoral Training Institutions, Inc. (MSOPTI) including:

- GME Overview
- Advising numbers
- 2020 Match Data
- Challenges for the 2020-2021 Academic Year
- MSOPTI Overview and Mission Statement
- Current MSOPTI Membership
- MSOPTI Sponsored Positions for 2020-2021
- Positions lost in 2019-2020
- Rural Outreach Overview
- Southeastern Area Health Education Center Overview

Vice Chair Holstein and Dr. Nemitz thanked Dr. Shuman and her staff for their hard work and dedication to WVSOM.

- B. WVSOM Alumni Association and Foundation Financial Status Report. Discussed under Agenda Item V.

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

X. Possible 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

No executive session was held.

XI. Actions Emanating from Executive Session

No executive session was held.

XII. Information Gathering

No items were brought forth.

XIII. Next Meeting Date

The next scheduled Board meeting will be held on Friday, January, 22, 2021, at 10:00 am in the John Manchin, II, D.O., Conference Center, Room #1, located in the Clinical Evaluation Center on the campus of WVSOM.

WVSOM's MidWinter CME will be virtual and therefore, the Board of Governors Meeting will be in Lewisburg instead of Charleston.

XIV. Adjournment

It was moved and seconded (Miller/Belt) to adjourn. The motion carried and the Board meeting adjourned at 12:46 pm.

Approved on January 22, 2021



J. Fred Earley, II
Secretary

/dg