

# **West Virginia School of Osteopathic Medicine Board of Governors' Operating Procedures**

## **West Virginia School of Osteopathic Medicine Mission Statement:**

*The mission of the West Virginia School of Osteopathic Medicine (WVSOM) is to educate students from diverse backgrounds as lifelong learners in osteopathic medicine and complementary health related programs; to support and develop graduate medical education training; to advance scientific knowledge through academic, clinical and basic science research; and to promote patient-centered, evidence based medicine. WVSOM is dedicated to serve, first and foremost, the state of West Virginia and the health care needs of its residents, emphasizing primary care in rural areas.*

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## **ARTICLE 1: THE BOARD**

### **1.1 Name, Authorization and Purpose**

The official name of the Board shall be the "West Virginia School of Osteopathic Medicine Board of Governors" ("Board"). The Board is established by the West Virginia Legislature through West Virginia Code § 18B-2A-1 et seq. as a governing body with the purpose of general supervision and control over the academic and business affairs of the West Virginia School of Osteopathic Medicine.

### **1.2 Membership**

#### **1.2.1 Elections & Appointments**

The Board consists of twelve members: one full-time member of the faculty with the rank of instructor or above duly elected by the faculty; one member of the student body in good academic standing and duly elected by the student body; one member of the staff duly elected by the staff; and nine lay members appointed by the Governor, by and with the advice and consent of the West Virginia Senate. Except in the case of a vacancy, all elections are held and all appointments are made no later than June 30 preceding the commencement of the term.

#### **1.2.2 Terms**

- a) The student member serves for a one-year term. The faculty and staff members each serve a two-year term and are eligible to succeed themselves for three additional terms, not to exceed a total of eight consecutive years. Each term begins on July 1.
- b) The appointed lay members each serve a four-year term and are eligible to succeed themselves for no more than one additional term, except that lay members who are appointed to fill unexpired terms are eligible to succeed themselves for two full terms after

completing an unexpired term. Appointed lay members serve staggered terms.

- c) Other than by resignation or removal, each member shall remain in office upon the expiration of that member's term until a successor has been established by the required process.

#### 1.2.3 Vacancies

A vacancy in an unexpired term of a member shall be filled for the unexpired term within 30 days of the occurrence of the vacancy in the same manner as the original appointment or election.

#### 1.2.4 Removal

- a) Except as provided in Subsection 1.2.4(b) below, an appointed lay Board member may not be removed from office by the Governor 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) Any Board member who does not complete the training and development required by Section 1.4 below shall be disqualified from continued service as a Board member and a replacement shall be appointed or elected, as applicable, for that Board member.

### 1.3 Oath of Office

Before exercising any authority or performing any duties as a member of the Board, each member shall qualify as such by taking and subscribing to the oath of office prescribed by Article IV, Section 5 of the West Virginia Constitution, and the certificate thereof shall be filed with the West Virginia Secretary of State.

### 1.4 Training and Development

1.4.1 Board members are required by law to complete periodic training and development. The training and development shall address the following topics: (1) state goals, objectives and priorities for higher education; (2) the state accountability system for higher education; (3) the general powers and duties of members; and (4) ethical considerations arising from Board membership.

1.4.2 A member newly elected or appointed to the Board in the first half of a fiscal year shall complete three hours of training and development by June 30. If the appointment or election is made in the second half of a fiscal year the member shall complete three hours of training and development by December 31.

1.4.3 With the exception of the student Board member, 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 of service thereafter.

1.4.4 Annually, by July 31, the Board shall certify to the West Virginia Higher Education Policy Commission the number of hours of training and development that each Board member received during the preceding fiscal year.

### 1.5 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.

### **1.6 Supervision**

The Board is subject to the limited supervision of the West Virginia Higher Education Policy Commission, as specified by West Virginia law.

### **1.7 Collective Authority and Action**

1.7.1 The authority of the Board members is conferred upon them as a Board, and they can bind the Board and WVSOM only by acting together through a majority vote of the Board as described in these Operating Procedures and applicable law. The authority of the Board is based on the authority of the Board as a whole, and not on the authority of individual members.

1.7.2 Except as noted herein, permitted by act of the Board, or otherwise provided by law, no individual Board member may commit the Board to any policy, declaration, directive, or action without prior approval of the Board.

### **1.8 Powers and Duties**

Under West Virginia law, the Board has the following powers and duties:

- a) Determine, control, supervise, and manage the financial, business, and educational policies and affairs of WVSOM.
- b) Conduct written performance evaluations of the President pursuant to state law.
- c) Employ all faculty and staff at WVSOM under its jurisdiction. Such employees operate under the supervision of the President but are employees of the Board.
- d) Exercise other duties set forth under applicable state law for governing boards.

### **1.9 Code of Conduct**

1.9.1 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 and other applicable law, and the highest standards of integrity. Each member of the Board shall vote in a manner the member reasonably believes to be in the best interest of WVSOM. Each member must further recognize his or her personal fiduciary responsibility for protecting and advancing the integrity, interests, and assets of WVSOM. Members of the Board shall refrain from placing themselves in situations in which their duty or loyalty to or stewardship of WVSOM may be, or appear to be, compromised.

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

### **1.10 Non-Discrimination Statement**

The Board and WVSOM are committed to fostering an educational environment that values the development of human potential, cultural and ethnic diversity, and understanding. The Board and WVSOM will not discriminate against any employee, applicant for employment, student or applicant for admission on the basis of race, ethnicity, color, religion, sex (including pregnancy), gender, gender identity, sexual orientation, national origin, age, marital status, veteran or military status, disability, genetic information, or other category that is protected under federal, state, or local anti-discrimination laws.

### **1.11 Conflicts of Interest**

1.11.1 Members of the Board shall perform their responsibilities in a manner which avoids conflicts of interest or impropriety, or the appearance of such conflicts of interest or 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 which in any manner would be inconsistent with the interest and mission of WVSOM or state ethics laws.

1.11.2 The standards set out in these Operating Procedures are intended to supplement, not replace, applicable law, and must be applied using the good judgment of every Board member. While WVSOM 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 WVSOM. It is further possible that, from time to time, WVSOM's best interests, objectively determined, may be served by entering into an appropriate business transaction with a Board member or an entity in which the Board member has an interest. Recognizing that the potential for such conflicts of interest cannot be entirely avoided, this Section 1.11 sets forth appropriate standards for identifying, managing and, where possible, resolving such conflicts with a Board member ("the interested member") in a manner which protects WVSOM's public mission and integrity.

1.11.3 Each Board member shall comply with the West Virginia Governmental Ethics Act and shall execute an annual conflict of interest statement and provide it to the Secretary of the Board. In addition, each Board member 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 the procedures set forth herein. An interested member shall fully disclose in writing any such conflict or potential conflict, including all pertinent facts, to the Board Chair – or, in the case of the Board Chair, to the Board'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 or potential conflict might exist, he or she should consult with the Board Chair who may, in his or her discretion, confer with the 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 WVSOM 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.

1.11.4 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 2: OFFICERS**

### **2.1. Officers**

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

2.1.2 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.

### **2.2. Election and Term**

The Board shall elect the officers of the Board for a one year term at its annual meeting in June. Only the appointed lay members are eligible to be elected Chair. No member may serve as Chair for more than two consecutive one year terms or as Vice Chair for more than two consecutive one year terms, except as specified in Section 2.5 (Vacancies) below. No limitation shall apply as to the consecutive years of service as Secretary.

### **2.3. Resignation**

Any officer may resign at any time by giving written notice to the Chair who will notify the President of WVSOM and Board members in a timely fashion.

### **2.4. Removal**

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

### **2.5. 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 two consecutive fiscal years. 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.

### **2.6. Duties of the Officers**

#### **2.6.1 Chair**

- a) The Chair shall preside, with right to vote, at all meetings of the Board.
- b) The Chair shall be an ex officio member, without vote, on all committees unless appointed as a regular voting member of a committee.
- c) The Chair may sign, on behalf of the Board or WVSOM, any documents or instruments that the Board has authorized to be executed.
- d) The Chair shall appoint the members of all committees, subject to approval by the Board.
- e) The Chair shall perform all duties incident to the office of the Chair, including setting

meeting agendas, and such other duties as may be prescribed by the Board from time to time, and shall be the spokesperson for the Board.

#### 2.6.2 Vice Chair

- a) The Vice Chair shall perform all the duties and exercise the powers of the Chair during the Chair's absence or incapacity.
- b) The Vice Chair shall perform such other duties as may be assigned by the Chair.

#### 2.6.3 Secretary

- a) The Secretary shall provide for the keeping of the minutes of all meetings of the Board and shall assure that such minutes are filed with the records of WVSOM, and made available to the Board members, officers of WVSOM and the public consistent with the provisions of these Operating Procedures.
- b) The Secretary shall give appropriate notices in accordance with these Operating Procedures or as required by law.
- c) The Secretary shall distribute the agenda for all Board meetings.
- d) The Secretary shall 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.
- e) The Secretary may delegate to the Assistant Secretary any or all of those duties associated with the taking or distribution of minutes, providing of notices, or other similar administrative duties.

#### 2.6.4 Assistant Secretary

- a) The Assistant Secretary shall perform such duties as may be assigned by the Secretary or the Chair.
- b) 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 Board member.

### 2.7. Offices

The principal offices of the Board shall be the Office of the President, West Virginia School of Osteopathic Medicine, 400 Lee Street North, Lewisburg, West Virginia 24901.

## ARTICLE 3: MEETINGS

### 3.1. Regular Meetings

The Board shall meet in regular session not less than six times in each fiscal year, including an annual meeting each June where the election of officers shall occur. The schedule of regular meetings will be determined by the Chair in consultation with the Board.

### 3.2. Special Meetings

The Board may hold one or more additional meetings before the next regular meeting to address matters that do not involve an emergency. The schedule of special meetings will be determined by the Chair.

### 3.3. Emergency Meetings

The Board may hold an emergency meeting for the purpose of addressing an unexpected situation or

sudden occurrence of a serious nature that requires the Board to take immediate official action in response to the situation or sudden occurrence. The schedule of emergency meetings will be determined by the Chair.

### **3.4. Public Notice & Access**

3.4.1 The Board shall provide public notice of all meetings of the Board in advance and as required by the West Virginia Open Governmental Proceedings Act. Public notice must include the date, time, and place of the meeting and the agenda. For special meetings, the public notice must also state the purpose. For emergency meetings, the public notice must also set forth the reason for, and purpose of, the emergency meeting.

3.4.2 Except as expressly provided by law, all meetings of the Board shall be open to the public.

### **3.5. Meeting Location**

Meetings will ordinarily be held on the campus of WVSOM in Lewisburg, West Virginia, but may be held at such other places as the Board may determine.

### **3.6. Quorum**

A majority of members, which equals 7 members, 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.

### **3.7. 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.

### **3.8. Agendas**

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

### **3.9. Minutes**

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

3.9.2 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:

- a) The date, time, and place of the meeting;
- b) The name of each Board member, present and absent;
- c) All motions, proposals, resolutions, orders and measures proposed, the name of the person proposing the same and their disposition; and
- d) The results of all votes and, upon the request of a member and pursuant to the rules of the

Board for recording roll call votes, the vote of each member by name.

### **3.10. Voting**

- 3.10.1 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 a member for a roll call vote.
- 3.10.2 Whenever any member participates in a Board meeting by telephone or any other means when not physically present at the meeting location, such member shall be individually polled as to each vote of the Board.
- 3.10.3 No member may vote by proxy.

### **3.11. Executive Session**

- 3.11.1 By vote of a majority of the members present at any Board meeting, and in accordance with the West Virginia Open Governmental Proceedings Act, portions of a meeting, including committee meetings, may be closed to the public.
- 3.11.2 No minutes shall be taken of executive sessions of the Board and no decision may be made in the executive session. No person not a member of the Board shall be in attendance at such executive session except at the direction of a majority of the members present.

### **3.12. Protocol for Meetings of the Board of Governors**

- 3.12.1 All those in attendance at Board meetings may be asked to identify themselves before addressing the Board or in appropriate circumstances upon entry to the meeting. Only Board members, the President, those recognized by the Chair or by majority vote of the members present may address the Board.
- 3.12.2 If space is limited in the meeting room, those with business before the Board and members of the press shall have priority over those who are visitors.
- 3.12.3 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.

### **3.13. Appearances before the Board**

- 3.13.1 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 of WVSOM. 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 and shall be made in sufficient time to be considered prior to the issuance of the agenda.
- 3.13.2 At any meeting where the Board requests that persons who desire to address the Board register to address the body, persons may not be required to register more than fifteen (15) minutes prior to the time the scheduled meeting is to commence.



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

#### **ARTICLE 4: COMMITTEES**

##### **4.1. Formation and Operating Procedures**

4.1.1 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. Minutes of committee meetings may be signed electronically by the committee chair. The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

4.1.2 All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

##### **4.2. Standing Committees**

The Board shall have the following standing committees:

- Academic Committee
- Finance & Audit Committee
- Institutional Policy Committee

##### **4.3. Special Committees**

Additional committees 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.

##### **4.4. Committee Appointments**

All committees of the Board shall be appointed by the Chair of the Board, who shall also designate members of each committee to serve as its chair and assistant chair.

#### **ARTICLE 5: RELATIONSHIP OF THE BOARD WITH THE WVSOM PRESIDENT**

##### **5.1. President/Chief Executive Officer**

The President shall be the chief executive officer of WVSOM and the official advisor to and executive agent of the Board. The President shall, as educational and administrative head of WVSOM, 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 policy-making responsibilities. The President shall be the spokesperson for WVSOM.

##### **5.2. Powers**

The President shall have power to perform all acts and execute all documents to make effective the actions of the Board. The President may delegate to officers of WVSOM administration authority to execute documents on behalf of WVSOM, to make effective actions of the Board, or as necessary for the general operation of WVSOM in accordance with these Operating Procedures and with the Resolution Delegating Authority to the WVSOM President ("Resolution") enacted by the Board. The Board shall review and, if needed, update the Resolution at regular intervals of three years.

##### **5.3. Attendance**

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.

#### **ARTICLE 6: AMENDMENTS**

These Operating Procedures 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 days in advance of such meeting. This Board recognizes that certain of these procedures are intended to accurately reflect current applicable West Virginia law and that whenever any change in that 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.

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