

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Friday, March 24, 2023
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 10:00 am by Board Chair, Dr. Robert Holstein. Roll call was taken by Board Secretary, Marlena Dunbar. A quorum was present. The WVSOM mission statement was read by Board Vice Chair, Dr. Randall Belt.

Members Present:

Robert Holstein, D.O., Chair	Frederick Morgan, D.O.
Randall Belt, D.O., Vice Chair (teleconference)	Michael Muscari, D.O.
Marlena Dunbar, Secretary	Gary Poling, D.O.
Thomas Cole	Steven Sarver
Oliva Giambra (teleconference)	Peter Ward, Ph.D.
Sharon Hall	

Members Absent:

Todd Smith, D.O.

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 (Ward/Hall) to approve the minutes of the January 26, 2023 regular meeting as presented. Motion Carried

V. Agenda Order

No changes were made to the agenda order.

VI. Rules

A. PE-01: Employees (revised). Dr. Belt, Chair of the Institutional Policy Committee, reported the committee reviewed the proposed policy revisions and recommended the revised policy to the full Board for approval.

It was moved and seconded (Dunbar/Cole) to adopt the revisions of PE-01: Employees as presented. No questions or discussion. Motion Carried

VII. Reports

- A. Chair of the Board of Governors. During his report, Chair Holstein referenced the Oath of Office, the WVSOM Board Operating Procedures, the West Virginia Open Governmental Proceedings Act, and the West Virginia Governmental Ethics Act. Chair Holstein reminded the Board of Governors of their vow, commitment and legal responsibilities during service as a member of the WVSOM Board of Governors. Chair Holstein read two specific articles from the WVSOM Board Operating Procedures. Article 1.7.1 under *Collective Authority and Action* states, "The authority of the Board is based on the authority of the Board as a whole, and not on the authority of individual members", and Article 1.9.1 under *Code of Conduct* states, "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."

Chair Holstein reviewed the process for the upcoming evaluation of President Nemitz and urged Board members to follow the process which is as follows: Feedback will be collected on President Nemitz's performance from faculty, staff, students, alumni, and community members. The presidential evaluation process will be chaired by WVSOM Board of Governors Chair, overseen by WVSOM Vice President for Legal & Governmental Affairs & General Counsel and coordinated by WVSOM Vice President of Human Resources. The WVSOM Board of Governors Chair, Vice President for Legal & Governmental Affairs & General Counsel, and Vice President of Human Resources will meet with constituency groups and provide summary feedback to the Board of Governors. Board members will then review the feedback and during executive session, they will finalize President Nemitz's evaluation using specific areas of accountability. President Nemitz's initial evaluation was conducted in 2020 and his next evaluation is currently being scheduled to be finalized at the June 16, 2023 Board of Governors meeting. Questions and discussion followed.

1. Committee Reports.
 - a. Academic Committee. Dr. Ward stated the Academic Committee did not meet.
 - b. Finance & Audit Committee. Ms. Hall stated the Finance & Audit Committee discussed the financial update which will be presented to the full Board by Mr. Larry Ware, Vice President for Finance & Facilities. The committee discussed and approved the budget for FY 2023 – 2024 which will be presented to the full Board for approval under Item VIII.A. The committee discussed the potential of redirecting surplus revenue for use to augment additional tuition waivers for West Virginia applicants. The committee asked for additional financial information to be provided at the June 16, 2023 committee meeting. At that time, the committee will evaluate the information and based on findings, may make a motion to the full Board regarding redirection of surplus funds. Additional reports during the committee meeting included a construction update and tuition waivers update. The new research addition and costs of the Masters of Biomedical Sciences (MBS) program were also discussed.
 - c. Institutional Policy Committee. Dr. Belt stated the Institutional Policy Committee met and approved the policy revisions for PE-01: Employees.

B. President of WVSOM.

1. Administration.

- a. President's Update. President Nemitz provided highlights of his President's Report to the Board. The full report was placed in the Board's Microsoft Teams account.
- Residency Placement. The Class of 2023 had a 100% placement rate, and 35 students placed in West Virginia residencies.
 - Research Addition. Governor Justice recently signed an appropriations bill and announced that WVSOM will receive \$29 million, one-time dollars for a research addition. Previously, WVSOM was granted \$325,000 in federal funding which is expected to be received in August or September 2023. WVSOM has also asked for \$12 million in federal appropriations for the research addition. The next steps for the research addition will be to identify an architectural firm to design the addition and to assemble a team from WVSOM, comprised of faculty, staff and administration, to plan the addition.
 - Admissions. A more detailed report on admissions will take place under Item IX.A. Currently, over 50 in-state students are scheduled to be in the Class of 2027, and admissions will focus on encouraging those students to matriculate at WVSOM. President Nemitz stated the Finance and Audit Committee is focused on providing additional funds to incentivize West Virginia applicants. WVSOM continues to grow its pipeline program with the recent addition of Bluefield State University. Continued focus remains on increasing social media campaigns to attract qualified applicants.
 - Campus Self Defense Act/Campus Carry. The West Virginia Legislature recently passed the Campus Self Defense Act which will be implemented in July 2024. WVSOM will collaborate with West Virginia University, Marshall University and the West Virginia Higher Education Policy Commission on implementing best practices on campus. WVSOM plans to hire a consultant for an assessment, to gather input from constituency groups on campus, and to host on-campus trainings.
 - Faculty/Staff/Student Highlights. WVSOM obtained gold status for its *Exercise is Medicine* program and is the only osteopathic school to attain this standard. Dr. Peter Ward is a finalist for the West Virginia Professor of the Year which will be announced on April 18, 2023. WVSOM had a zero-default rate for federal loans in FY 2020. The D.O. Care student group is serving in Peru on their Spring Break.
 - WVSOM Passings. Several deaths have recently occurred in the WVSOM family to include: Dr. Olen Jones, fourth President of WVSOM; Dr. Harry Kornhiser, first Dean of WVSOM and faculty member; and Betty Baker, Director of Purchasing.
- i. Foundation Update. President Nemitz provided the WVSOM Foundation Fundraising and Development Update ending February 28, 2023. Cash gifts during the period totaled \$729,860.24.

President Nemitz also provided a report which compared fundraising totals over the last five years of his administration with the last five years of the previous administration. President Nemitz stated he has been able to increase planned gifts during his tenure as President.

President Nemitz reviewed the WVSOM Foundation budget for FY 2022 - 2023 which included expenses and revenue for the period. President Nemitz stated although personnel costs have increased somewhat compared to the previous administration, personnel numbers have remained consistent with one addition of .5 FTE for an employee who serves both the Foundation and the Alumni Association.

Finally, President Nemitz reviewed his fundraising goals with the Board. Current campaigns are being enhanced with increased mail solicitations. The planned giving brochure has been redesigned and includes the announcement of the new donor recognition club, *Society 1972*. Future funding priorities and needs are being identified so as to determine the appropriate time to embark upon a capital campaign. A top donor prospects list, including corporate prospects, is being developed for cultivation and solicitation to create and increase endowments and/or to provide a major gift. Of note, six new endowments have been created this fiscal year. A solicitation mailing will be sent to all alumni and friends asking them to contribute \$5,000 unrestricted per year which will be recognized in the *President's Circle*. A donor recognition event for the *President's Circle* will be held in the fall. President Nemitz and the WVSOM Foundation team continue to focus on creating opportunities for fundraising and alumni events on campus and throughout the State, as well as, developing opportunities to recognize generous donors through thank you letters, personal phone calls and special donor events.

Questions and discussion followed the presentation. Mr. Sarver congratulated President Nemitz on his superb President's report which was detailed and precise. Dr. Ward stated the \$29 million in appropriations for the research addition from the State is a phenomenal accomplishment. Dr. Ward stated that research is in WVSOM's Mission Statement and the institution has done a good job with research; however, the current facilities have held WVSOM back. The ability to expand our facilities will help to propel WVSOM forward in the future.

2. Finance.

- a. FY 2022-2023 Financial Update. Mr. Larry Ware, Vice President for Finance & Facilities, presented the financial statement ending February 28, 2023. The budget was discussed extensively in the Finance & Audit Committee meeting. Actual revenues totaled \$44,734,983 which is 89% of budget. State appropriations are allocated to WVSOM on a quarterly basis which explains the high revenue percentage. Operating expenses totaled \$30,390,211 which is 56% of budget for the quarter. Year-to-date actual expenses for capital outlay projects were \$34,203,560 which is 56% of budget. The balance of the new Testing Center is \$1,807,940, with substantial completion of the Testing Center to take place in May 2023. The estimated uncommitted balance as of June 30, 2023 is \$67,199,357.

WVSOM continues to operate within its approved budget with no concerns at this time.

- b. Discussion of Overall Program Budget and Acceptance Numbers. Mr. Ware discussed this under Item VIII.A.

VIII. Board Items

- A. Approval of Budget FY 2023 - 2024. Mr. Ware presented the draft FY 2023 - 2024 budget proposal to the full Board at the January 26, 2023 meeting. The revised budget dated March 24, 2023 was prepared and placed in the Board's Microsoft Teams account for review. The revised budget reflects decreased State appropriations due to the West Virginia Legislature budget bill being less than the Governor's initial budget request by \$50,838, as well as, a decrease of \$100,000 for tuition and required fees for waiver augmentation for FY 2023 – 2024. No tuition increase is reflected in the budget. The impact of PEIA changes to the institution is still unknown and will be determined once PEIA's board meets and establishes premiums.

Mr. Ware is seeking approval of the following three resolutions for the FY 2023-2024 budget:

1. Resolution to approve the Proposed FY 2024 Budget.
2. Resolution to provide a 3% salary increase to all WVSOM employees, including the president, employed as of June 30, 2023, with an effective date of July 1, 2023; or as mandated by the State of West Virginia, whichever is the greatest benefit to the employee.
3. Resolution to provide equity adjustments as identified by Human Resources and approved by the president.

Questions and discussion followed. Mr. Sarver inquired about using surplus funds for tuition waivers to attract West Virginia applicants, and Mr. Ware explained the Finance & Audit Committee discussed that topic at length during the committee meeting. The committee asked for additional financial information to be provided at the June 16, 2023 committee meeting. At that time, the committee will evaluate the information and based on findings, may make a motion to the full Board regarding redirection of surplus funds. Discussion continued and Ms. Hall, Chair of the Finance & Audit Committee, stated the proposed budget is based on 55 in-state students for the first-year class based on historical data; however, the Board has the ability to redirect budget funds as needed based on admission of an increased number of West Virginia students who pay lower tuition rates. Mr. Sarver stressed that the Board should provide any additional funds to increase tuition waivers prior to the beginning of the admissions cycle.

Mr. Sarver also wanted to ensure the MBS program budget is based on a high number of West Virginia students being admitted to the class. Ms. Hall stated the Finance & Audit Committee is very focused on the Board's goals of increasing West Virginia students in both the D.O. and MBS programs. Dr. Muscari stated Mr. Ware's presentation on the MBS program budget during the committee meeting was based on 100% West Virginia students who would pay the in-state tuition rate.

It was moved and seconded (Muscari/Hall) to approve the Proposed FY 2024 budget.
Motion Carried

It was moved and seconded (Morgan/Muscari) to provide a 3% salary increase to all WVSOM employees, including the president, employed as of June 30, 2023, with an effective date of July 1, 2023; or as mandated by the State of West Virginia, whichever is the greatest benefit to the employee. Motion Carried

It was moved and seconded (Morgan/Muscari) to provide equity adjustments as identified by Human Resources and approved by the president. Motion Carried

President Nemitz stated the search for a new Vice President for Finance & Facilities is underway, and this may be Mr. Ware's last Board meeting. President Nemitz thanked Mr. Ware for his many years of service to WVSOM. Mr. Ware began employment at WVSOM in 2009, and WVSOM had a reserve of \$3 million at that time. Upon Mr. Ware's retirement, WVSOM will have a reserve of approximately \$67 - \$68 million.

- B. Status of Telework Agreements for Administrators. Chair Holstein stated this item would be discussed in Executive Session.

Robert Holstein, Chair, stated the following: In accordance with the West Virginia Open Governmental Proceedings Act exceptions for the following agenda item, do I hear a motion to go into executive session to consider matters concerning personnel, potential real property and legal matters.

It was moved and seconded (Morgan/Hall) to move into Executive Session at 11:18 am. Only members of the Board of Governors remained. Prior to returning to regular meeting session, President Nemitz and Jeffrey Shawver were asked to join the Executive Session.

The Board of Governors returned to regular meeting session at 12:35 pm. Chair Holstein stated only topics indicated prior to going into Executive Session were discussed. No items emanating from the Executive Session required action from the Board.

IX. Board Education

- A. Admissions Update. Dr. Linda Boyd, Vice President for Academic Affairs & Dean, and Mr. Ronnie Collins, Director of Admissions, presented WVSOM Admissions Data as of March 24, 2023. Currently, WVSOM has five West Virginia applicants who have paid the first deposit. Fifty-one second deposits have been received which includes three deposits received on March 24, 2023. The five West Virginia applicants currently on hold are retaking the MCAT exam or completing coursework. West Virginia applicant numbers are significantly improved from 33 in 2021. Mr. Collins reviewed in detail the profile of the Class of 2027.

Dr. Morgan congratulated Mr. Collins on an awesome report. Dr. Morgan stated he appreciates President Nemitz keeping him updated on the applicant numbers, as well as, the efforts of Dr. Boyd and Mr. Collins in recruiting West Virginia applicants.

The one-quarter 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. Information Gathering

Ms. Hall stated she wanted to congratulate WVSOM on the stellar accreditation review by the Commission on Osteopathic College Accreditation. Ms. Hall stated she would like more information on the issues of professionalism surrounding faculty cited in the report. Ms. Hall stated she would also like information regarding research goals and outcomes which might be a good Board educational opportunity for the future. Dr. Poling inquired about the process of adding an item to the June regular Board meeting agenda. Chair Holstein stated a Board member may contact either the Chair, President or Jeffrey Shawver for additions to the June Board meeting agenda. A Board member may also request additions to the June agenda during the Information Gathering session at the April 21, 2023 Board of Governors meeting.

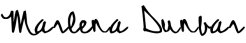
XI. Next Meeting Date

The next scheduled Board meeting will be held Friday, April 21, 2023, at 10:00 am via teleconference to approve the graduates.

XII. Adjournment

It was moved and seconded (Cole/Muscari) to adjourn. The motion carried and the Board meeting adjourned at 12:44 pm.

Approved on April 21, 2023

DocuSigned by:

3949BE52ABB541E

Marlena R. Dunbar
Secretary
/dg