

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Thursday, January 30, 2025
Location: Embassy Suites, Salons D and E
300 Court Street, Charleston, WV**

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. Morgan, board vice chair, read the WVSOM mission statement.

Members Present:

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

Members Absent:

Thomas Cole	Todd Smith, D.O.
-------------	------------------

Others in Attendance:

James W. Nemitz, Ph.D., President	Debbie Green, Scribe/Board Liaison
Brian Lutz, 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/Santer) to approve the November 1, 2024, regular board meeting minutes as presented. Motion Carried

V. Auditor’s Update

Auditor’s Report to the Governing Board – *Suttle and Stalnaker*. Chair Belt introduced Marie Long of Suttle and Stalnaker. Ms. Long reviewed WVSOM’s financial statements for years ending June 30, 2024, and 2023, including the Independent Auditor’s Reports. WVSOM received an unmodified or “clean” opinion, which is the highest opinion that can be obtained. Ms. Long also reviewed the Report to the Governing Board dated October 11, 2024, which included all required communications. WVSOM received a management comment letter for five audit adjustments due to employees learning new responsibilities. Ms. Long stated she does not foresee WVSOM needing to make future adjustments. Ms. Long ended the presentation by providing a summary of accounting estimates.

Questions and discussion followed. Ms. Long stated she has no concerns about WVSOM’s operations or finances.

VI. Agenda Order

There were no changes to the agenda order.

VII. Rules

- A. GA-08: Drugs, Alcohol, Testing and Treatment (*revised*). Dr. Santer, Chair of the Institutional Policy Committee, stated that the committee did not have a quorum and asked that the full board review the proposed policy revisions.

Brian Lutz, General Counsel and Chief Legal Officer, stated that the proposed revisions include updating language to differentiate between D.O. and Master of Science in Biomedical Science (MSBS) students and removing outdated language throughout the policy. Questions and discussion followed.

It was moved and seconded (Santer/Galloway) to adopt the revisions of GA-08: Drugs, Alcohol, Testing and Treatment as presented. Motion Carried

VIII. Reports

- A. Chair of the Board of Governors. Chair Belt had meetings at WVSOM on January 27-28, 2025. He met with the Higher Learning Commission during the 10-year reaccreditation site visit for a positive meeting and met with students from the first and second-year classes. The students provided positive feedback on the new curriculum and board preparation initiatives.

1. Committee Reports.

- a. Academic Committee. Dr. Ward, Chair of the Academic Committee, stated that the committee meeting included an update on board preparation and performance from Dr. Aaron McGuffin, Interim Director of National Boards. Data showed a dip in WVSOM's COMLEX Level 1 pass rate, which coincides with the national average. Dr. McGuffin has diligently worked with off-track students to ensure they are successful, and he or his office staff have met with approximately 75% of the second-year class to ensure they are prepared for the exam. Dr. Art Rubin, Associate Dean of Predoctoral Clinical Education, was available to discuss COMAT data with the committee members. Student Doctor Galloway requested a follow-up at the next committee meeting to include further monitoring of the Class of 2026 as they begin to take COMLEX Level 2. Student Doctor Galloway stated he and the other students appreciate the support and resources WVSOM has provided them. Ms. Hall added that the reaccreditation site visit team was impressed with WVSOM's exceptional culture and atmosphere and the relationships between faculty, staff, and students.
- b. Finance and Audit Committee. Ms. Hall, Chair of the Finance and Audit Committee, stated a WVSOM FY 2024-2025 financial update was provided by David Meadows, Vice President of Finance and Facilities and Chief Financial Officer. The FY 2025-2026 draft budget and budget challenges were also discussed. The committee wants to implement a multi-year budgeting process that is tied to the strategic plan.

Ms. Hall stated the committee had a robust discussion regarding the operations and performance metrics of the Robert C. Byrd Clinic (RCBC). The RCBC management team has successfully identified key challenges and is making progress towards overcoming those challenges. The committee discussed RCBC's practice plan

repayment to WVSOM, and potentially, those payments will begin in FY 2026-2027. RCBC's application for Federally Qualified Health Center (FQHC) status has been submitted and is under review.

Action items approved by the committee, which the full board will vote on, include the recommendation to increase various student fees and approve contracts over \$250,000.

- c. Institutional Policy Committee. The Institutional Policy Committee did not meet due to a lack of quorum.
1. Administration.
 - a. President's Update. President Nemitz provided highlights of his full report, which was placed in the board's Microsoft Teams account. President Nemitz provided a strategic planning update and stated he met with all departments across campus for input. Using information gathered through the departmental meetings and strategic planning survey results, a revised mission statement, vision statement, and strategic plan pillars have been drafted and will be reviewed by the Board of Governors in today's meeting. WVSOM's consultant, Josh Mintz, will facilitate a campus-wide strategic planning session on February 6, 2025, for additional input on the strategic plan pillars and goals. Board members were invited to participate. The finalized institutional strategic plan will be presented to the Board of Governors for approval at the March 28, 2025, meeting.

The HLC 10-year reaccreditation site visit on January 27-28, 2025, was positive. The site visit team will submit its final report and recommendations, and the Institutional Action Committee will make a final decision at its March or May 2025 meeting.

President Nemitz and Chair Belt request that board members earn board education through HEPC's Lunch and Learn series to streamline future board meetings.

- i. Legislative Update. Senior administration is focused on complying with Governor Morrissey's executive orders, which mandate identifying all Diversity, Equity, and Inclusion (DEI) language, projects, and positions and reporting all past and proposed purchases over \$100,000 in FY 2024-2025. All federal grant funding has been frozen, but student aid has not been frozen. WVSOM is monitoring the College Cost Reduction Act, which would limit student loan borrowing and affect professional students. WVSOM is working with the American Association of Colleges of Osteopathic Medicine (AACOM) and other organizations to push back on this bill, which would affect Grad PLUS loans, a significant funding source for WVSOM students. Former Governor Justice did not act on the \$3 million non-federal match for the \$6 million federal appropriation received earlier this fiscal year.
- ii. Update on GA-14: Title IX, Sexual Harassment, and Discrimination. The federal injunction has been resolved regarding GA-14. WVSOM will continue to use the policy in place, and no changes are needed.

- iii. Admissions Update. Admissions numbers are on target for both the D.O. and the MSBS programs. Metrics on WVSOM's pipeline programs are included in the full admissions report.
 - iv. WVSOM Foundation and Fundraising Update. New fundraising strategies have been successful, and giving has increased, as illustrated by the new metrics in the full report. President Nemitz introduced Bradley Harris, President of the WVSOM Foundation board, as well as the WVSOM Foundation and Alumni Association teams. The WVSOM Day of Giving is being planned for March 12, 2025.
2. Finance.
- a. FY 2024-2025 Financial Status as of December 31, 2024. Mr. Meadows presented the financial update to the full board and stated that revenues are as anticipated, with no concerns in key expenditure categories. The State of West Virginia surplus and expenditure categories have been separated on the budget document to provide better transparency as expenses are tracked for the science building and deferred maintenance projects. Questions and discussion followed.
 - b. FY 2025-2026 Draft Operating Budget Status. Mr. Meadows stated that the current draft budget has a deficit of approximately \$250,000. Senior administration will continue to work with spending unit managers to reduce expenditures and bring a balanced budget to the board at the March 28, 2025, meeting. WVSOM is monitoring activities at the state legislature and is hopeful there will be no reduction in the institution's state appropriations. Questions and discussion followed.
 - c. Facilities Update.
 - i. Presentation on Frederic W. Smith Science Building Project by Edward Tucker Architects, Inc. Phoebe Randolph of Edward Tucker Architects, Inc. and Brian Miner of Hasenstab Architects presented to the board. Ms. Randolph and Mr. Miner reviewed the multidisciplinary team for the project and provided a project overview. Meetings were held with various stakeholder groups for input on the project, and campus visits were made to peer institutions with similar, recent projects. The proposed building layout, which included third-floor shell space, was reviewed with the board. The project's exterior and interior renderings were also presented. The project is in the design development phase, with estimated completion in 2027. Questions and discussion followed.
 - ii. Deferred Maintenance Update. Mr. Meadows stated that multiple deferred maintenance projects funded by special appropriation dollars are in various stages of programmatic planning, including roof replacement projects, water intrusion remediation, HVAC renovation to the Founder's Activity Center, and renovation to the Main Building B corridor and library.

Additional projects under separate funding consideration and in various stages of review are the graduate teaching kitchen, improvements to the Founder's Activity Center, and remediation of the Testing Center sinkhole.

IX. Board Items**A. Approval of Student Fee Increases for FY 2025-2026.**

1. **Technology Fee.** Mr. Meadows stated that the institutional student technology fee has not increased since FY 2012. The current technology fee for a D.O. student over a 4-year period is \$4,200 even though the actual cost is \$4,800, creating a \$600 deficit. The Finance and Audit Committee endorsed the proposed recommendation to increase the student technology fee for first-year students from \$1,200 to \$1,360 and for second to fourth-year students from \$1,000 to \$1,160 to recover the deficit.
2. **Master of Science in Biomedical Sciences Anatomy Fee.** Mr. Meadows stated the MSBS program's initial year anatomy lab fee was \$75 per student per semester. The MSBS program has been notified that inflation will increase human donor costs and required lab consumables to \$100 per student per semester. The Finance and Audit Committee endorsed the proposed recommendation to increase the MSBS anatomy lab fee to \$100 per student per semester.
3. **Master of Science in Biomedical Sciences Application/Deposit Fee.** The MSBS application/deposit fee was increased to \$200 at the November 1, 2024, meeting. The Finance and Audit Committee discussed further increasing the fee to the state average of \$250 but wanted to discuss the proposed increase with the full board. Dean Linda Boyd, Vice President of Academic Affairs, Dean and Chief Academic Officer, stated that increasing the fee to \$250 would not negatively impact attracting future applicants to the MSBS program. Therefore, the recommendation is to increase the MSBS application/deposit fee to \$250.

It was moved and seconded (Ward/Kirby) to approve the student fee increases for FY 2025-2026 as presented. Motion Carried

B. Approval of Bids for Contracts Over \$250,000.

1. **Roof Replacements for Building C and OCS Laboratory.** Mr. Meadows is seeking approval to proceed with a contract with Mecklenburg Roofing and Sheet Metal for roof replacements of Main Building C and the Osteopathic Clinical Skills (OCS) Laboratory. Special appropriation funds earmarked for deferred maintenance will be used for this project.

It was moved and seconded (Hall/Ward) to approve the contract with Mecklenburg Roofing and Sheet Metal as presented. Motion Carried

2. **Andover and ECOstruxure Controls and HVAC Equipment Maintenance Agreement.** Mr. Meadows is seeking approval to proceed with the change order to incorporate the current filter agreement under the Andover & ECOstruxure Controls & HVAC Equipment Maintenance agreement. The contract modification has a budget-neutral impact on expenses.

It was moved and seconded (Ward/Galloway) to approve the change order to the Andover and ECOstruxure Controls and HVAC Equipment Maintenance agreement as presented. Motion Carried

3. **Conceptual Architectural Services for Teaching Kitchen.** Mr. Meadows stated ZMM Architectural Services is currently the architect of record for several campus projects,

including classroom renovations, HVAC projects, roof replacements, engineering exhaust studies, etc. Mr. Meadows is seeking approval to proceed with the contract for Conceptual Architectural Services for the Teaching Kitchen, which will bring the total contractual service amount with ZMM for FY 2024-2025 to over \$250,000. The project entails the renovation of the Alumni Building kitchen to support the MSBS program.

It was moved and seconded (Hall/Santer) to approve the addition of Conceptual Architectural Services for the Teaching Kitchen to the existing ZMM Architectural Services contract as presented. Motion Carried

- C. Approval of Graduates. Dean Boyd presented the graduates for approval who will successfully complete all graduation requirements, have been approved by the Student Promotions Committee, and have also been approved by the faculty.

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

- D. Review/Approval of Resolution Delegating Authority to the WVSOM President. Mr. Lutz stated the Resolution Delegating Authority to the WVSOM President was originally approved by the Board of Governors in 2007 and last updated in 2021. The resolution was circulated to the board 10 days before the meeting, and no comments were received. Mr. Lutz suggested clarification on page 2 (1.), which states, "Each external contract totaling \$250,000 or more in any fiscal year must be approved by the Board. Multiple contracts within the fiscal year to the same vendor shall not exceed \$250,000 without Board approval". Mr. Lutz suggested updating the language in the resolution at a future meeting as follows:

- Change "contract" to "expenditures" since the board does not typically review the actual contract.
- Revise the resolution language to state that only one-time expenditures that exceed the institutional budget or create variations within the budget be presented to the full board for approval.
- Revise the resolution language to state that the WVSOM President would provide a memo to either the Finance and Audit Committee or the full board when contracts are over \$250,000 but are within the approved institutional budget.

Questions and discussion followed. Dr. Muscari suggested adding language to state the appropriate institutional departments have approved all contracts. Mr. Lutz stated the proposed revisions to the resolution will be voted on at the March 28, 2025, meeting. Redline changes to the resolution will be distributed to the board for review 10 days before the meeting.

It was moved and seconded (Hall/Ward) to approve the Resolution Delegating Authority to the WVSOM President with no changes as presented. Motion Carried

- E. Strategic Planning and Mission Statement Discussion. President Nemitz discussed the draft strategic framework with the board, which was created based on input from the board, faculty, staff, students, and senior administration. President Nemitz stated that once the institutional strategic plan is finalized and approved at the March 28, 2025, meeting, each

department at WVSOM will create its own strategic plan, which will provide metrics to show the board how the institution is moving toward its goals.

The draft strategic pillars are:

- Educate the physician and 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.

President Nemitz allowed the board to provide input on the draft strategic plan. Questions and discussion followed, including the next steps in strategic planning, ways to make WVSOM distinctive for student recruitment, development of leadership skills and succession planning, and creation of a tactical plan with doable segments that can be completed and evaluated annually.

- F. Update on Current Employee Grievance/Possible Litigation Against WVSOM; Update on Request from the West Virginia Legislature Commission on Special Investigation to Preserve Certain Records Related to the AllofE/eMedley Learning Management System; Update from Dr. Nemitz Following the Conclusion of the Board of Governors Investigation Regarding the AllofE/eMedley Contracts; and Update on WVSOM's Strategic Goals as Requested in Dr. Nemitz's Most Recent Evaluation. Chair Belt stated this agenda item would be discussed in Executive Session (X.).

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: *Update on Current Employee Grievance/Possible Litigation Against WVSOM; Update on Request from the West Virginia Legislature Commission on Special Investigation to Preserve Certain Records Related to the AllofE/eMedley Learning Management System; Update from Dr. Nemitz Following the Conclusion of the Board of Governors Investigation Regarding the AllofE/eMedley Contracts; and Update on WVSOM’s Strategic Goals as Requested in Dr. Nemitz’s Most Recent Evaluation* 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/Hall) to move into Executive Session at 12:08 p.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 2:02 p.m.

XI. Actions Emanating from Executive Session

Chair Belt stated that only topics indicated before Executive Session were discussed. No items emanating from Executive Session required action from the board.

XII. Information Gathering

No items were brought forth.

XIII. Next Meeting Date

The next board meeting is scheduled for Friday, March 28, 2025, at the Conference Center in the WVSOM Student Center in Lewisburg.

XIV. Adjournment

It was moved and seconded (Kirby/Muscari) to adjourn. The motion carried, and the board adjourned at 2:03 p.m.

Approved on March 28, 2025

Signed by:

Marlena Kirby

F2865946B10C4D7...

Marlena R. Kirby

Secretary

/dg