

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Friday, June 13, 2025
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 a.m. by the board chair, Dr. Belt. The board secretary, Ms. Kirby, took the roll call. A quorum was present. The WVSOM mission statement was read by Ms. Kirby.

Members Present:

Randall Belt, D.O., Chair
Marlena Kirby, Secretary
Thomas Cole
Ryan Fitzwater, D.O.
Ethaniel Galloway (teleconference)

Sharon Hall
Gary Poling, D.O.
Caitlyn Santer, D.O.
Peter Ward, Ph.D.

Members Absent:

Frederick Morgan, D.O., Vice Chair
Michael Muscari, D.O.

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 Justin McAllister as WVSOM's new Vice President of Finance and Facilities and Chief Financial Officer, effective June 14, 2025. He also introduced Jack Carvalho, Managing Director at Morgan Stanley. Additionally, President Nemitz welcomed the newly elected Board of Governors representatives, effective July 1, 2025: Dr. Courtney Eleazer, Scott Maxwell, and Jacob Bartlett, OMS III.

III. Public Comment

There were no public comments.

IV. Approval of Minutes

It was moved and seconded (Cole/Hall) to approve the April 25, 2025, meeting minutes as presented.

Motion Carried

V. Election of Officers

Dr. Santer presented the following slate of officers for nomination for FY 2025 -2026 as follows:

Chair, Dr. Fred Morgan
Vice Chair, Sharon Hall
Secretary, Dr. Caitlyn Santer

No other nominations were made.

It was moved and seconded (Cole/Santer) to elect the slate of officers nominated for FY 2025-2026 as presented.
Motion Carried

Dr. Nemitz thanked Chair Belt for his outstanding leadership as board chair over the past two years.

VI. WVSOM Foundation Investment Update

Jack Carvalho, Managing Director at Morgan Stanley, reviewed WVSOM's portfolio, noting it is conservatively managed with a focus on liquidity and low risk, in line with the WVSOM Foundation's mandate. Following the review, the board expressed concerns that Morgan Stanley may lack sufficient flexibility to adjust the portfolio in response to market changes. Mr. Carvalho stated he would convey these concerns to the WVSOM Foundation Board of Directors at their next meeting.

VII. Agenda Order

There were no changes to the agenda order.

VIII. Rules

A. F-11: Purchasing and Procurement (*new*).

B. F-12: Contracts (*new*).

Dr. Santer, Chair of the Institutional Policy Committee, stated that the committee reviewed proposed policies F-11: Purchasing and Procurement and F-12: Contracts. The committee asked Shelly Gardner-Lutz, Director of Contracts, to create a procedure for value-based decision making which will be presented at the September 19, 2025, Institutional Policy Committee meeting. The committee recommended the policies to the full board for approval.

It was moved and seconded (Santer, Cole) to adopt F-11: Purchasing and Procurement and F-12: Contracts as presented.
Motion Carried

C. GA-02: Institutional Mission Statement (*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 (Cole/Santer) to adopt the revisions of GA-02: Institutional Mission Statement as presented.
Motion Carried

D. GA-21: Use of College Name and Stationery (*repealed*).

E. GA-22: Telephone Service – Long Distance Use (*repealed*).

Dr. Santer stated that the committee reviewed policies GA-21: Use of College Name and Stationery and GA-22: Telephone Service – Long Distance Use and recommended the repeals to the full board as presented.

It was moved and seconded (Cole/Santer) to repeal GA 21: Use of College Name and Stationery and GA-22: Telephone Service – Long Distance Use as presented.
Motion Carried

- F. GA-28: Discrimination in the Workplace and Educational Environment Prohibited (*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 (Cole/Santer) to adopt the revisions of GA-28: Discrimination in the Workplace and Educational Environment Prohibited as presented.

Motion Carried

- G. GA-36: Core Values (*to be retitled "Values Statements"*) (*revised*).

- H. GA-37: Vision Statements (*revised*).

Dr. Santer stated that the committee reviewed the proposed policies GA-36 Core Values which included a title change to "Values Statements" and GA-37: Vision Statements and recommended the revised policies to the full board for approval.

It was moved and seconded (Cole/Santer) to approve GA-36: Values Statements as revised and retitled and GA-37: Vision Statements as revised.

Motion Carried

- I. Code of Conduct (*new*). Dr. Santer stated that the committee reviewed the proposed policy and recommended it to the full board for approval.

It was moved and seconded (Cole/Santer) to adopt the Code of Conduct as presented.

Motion Carried

- J. DO-06: Accommodations for Examinations (*repealed*). Chair Belt asked Dean Linda Boyd, Vice President of Academic Affairs, Dean and Chief Academic Officer, to review the policy for repeal with the full board since the Academic Committee did not have a quorum. Dean Boyd stated policies DO-06 and GP-06 will be bundled together in the new policy ST-06.

It was moved and seconded (Hall/Santer) to repeal DO-06: Accommodations for Examinations as presented.

Motion Carried

- K. GP-06: Accommodations for Examinations (*repealed*). Dean Boyd reviewed the policy for repeal with the full board.

It was moved and seconded (Santer/Hall) to repeal GP-06: Accommodations for Examinations as presented.

Motion Carried

- L. ST-06: Academic Accommodations (*new*). Dean Boyd reviewed the proposed policy with the full board. The new policy will apply to both graduate and D.O. students. Questions and discussion followed.

It was moved and seconded (Cole/Santer) to adopt ST-06: Academic Accommodations as presented.

Motion Carried

- M. ST-08: Student Mental Health (*to be retitled "Student Behavioral Intervention"*) (*revised*). Dean Boyd reviewed the proposed policy revisions with the full board which included a title change to "Student Behavioral Intervention". Questions and discussion followed.

It was moved and seconded (Santer/Hall) to approve ST:08: Student Behavioral Intervention as revised and retitled.
Motion Carried

IX. Reports

- A. Chair of the Board of Governors. Chair Belt acknowledged the board's continued appreciation for the perspectives of elected faculty, staff, and student representatives, despite recent legislative changes removing their voting rights. He also expressed gratitude for the opportunity to lead the board over the past two years.

1. Committee Reports.

- a. Academic Committee. Dr. Peter Ward, Chair of the Academic Committee, reported that no official meeting occurred due to the lack of a quorum. However, attending members received informational updates on academic management software, student testing data, academic resources for 2025–2026, and the Finding Health curriculum.
- b. Finance and Audit Committee. Ms. Hall, Chair of the Finance and Audit Committee, reported that the committee received a financial update from WVSOM, including information on tuition waivers. The facilities update covered deferred maintenance projects, the ceremonial groundbreaking of the science building, and a change order for the renovation of Lecture Classroom B205, which did not impact the FY 2025–2026 budget.

The committee also received a financial update on the Robert C. Byrd Clinic (RCBC). Dr. Fitzwater presented on the RCBC Task Force, which is evaluating physician compensation models, faculty salary issues, benchmarking, and productivity targets. Recommendations for potential interventions will be presented by January 2026. The RCBC Board of Directors projects beginning debt repayment to WVSOM by FY 2027. RCBC's application for Federally Qualified Health Center (FQHC) status remains on hold.

The committee also discussed its upcoming meeting schedule and deferred the presentation on WVSOM's financial health.

Questions and discussion followed.

- 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. House Bill 3279, recently signed by Governor Morrissey, will impact WVSOM's Board Operating Procedures. President Nemitz reviewed a one-page summary, available to board members via Microsoft Teams, outlining how the legislation affects higher education boards across West Virginia. The bill reclassifies elected faculty, staff, and student board members as nonvoting

advisory members. Based on the finalized interpretation of HB 3279, proposed revisions to WVSOM's Board Operating Procedures will be circulated in redline format at least 10 days prior to the September 19, 2025, meeting for a vote.

President Nemitz reviewed an informational sheet provided to the board outlining the federal reconciliation bill currently under consideration in the House of Representatives. As proposed, the bill would significantly impact student financial aid by:

- Eliminating the Grad PLUS loan program
- Capping federal student loan borrowing
- Introducing institutional risk-sharing, requiring higher education institutions to share financial responsibility when students default on loans

Questions and discussion followed.

A federal appropriations request has been submitted and advanced by Senators Capito and Justice which would provide funds to renovate property across from WVSOM. The proposal is currently under review as part of the federal appropriations cycle.

- ii. Admissions Update. The D.O. program currently maintains a strong alternate list, and enrollment in the Master of Science in Biomedical Sciences program is expanding to 50 students. A full admissions report has been made available to board members via Microsoft Teams.
- iii. Strategic Planning Update. Multiple reports were reviewed with the board, including a draft of strategic planning priorities and associated metrics for FY 2025-2026, an update on the Dashboard Task Force, and an update on the AI Task Force. Questions and discussion followed.
- iv. Board Operating Procedures Update. Discussed under Legislative Update (Item IX.B.1.a.i.)

President Nemitz informed the board that a full report on the selection of Elentra, which was requested at the March 28, 2025, meeting, has been uploaded to the board's Microsoft Teams account. He also provided verbal updates on academics; the WVSOM Foundation, including the recently approved Memorandum of Understanding and procedure; as well as grants, faculty, staff, and student matters.

2. Finance.

- a. FY 2024-2025 Financial Status as of May 31, 2025. In the absence of a Chief Financial Officer, Ms. Gardner-Lutz presented the WVSOM financial update. She reported that 88% of projected revenues have been collected, aligning with budget expectations. Approximately 85% of the budget has been expended, consistent with operational timelines and priorities. Ms. Gardner-Lutz affirmed that WVSOM remains in a stable financial position. No questions or discussion followed.
- b. Facilities Update.

- i. Science Building Project.
- ii. Deferred Maintenance Projects.

Ms. Gardner-Lutz stated informational reports regarding the science building and deferred maintenance projects are in the board's Microsoft Teams account.

X. Board Education

- A. Graduate Medical Education Report. Abigail Frank, D. O., Assistant Dean of Graduate Medical Education (GME), outlined the department's goal to support osteopathic medical students and alumni in securing their best-fit residency and fellowship placements. She reviewed national match and placement data, noting a continued disparity between applicants and available positions. WVSOM achieved a 100% residency placement rate in 2025, with 53% of students entering primary care. Thirty-two students matched into specialties within West Virginia, including competitive fields. Based on self-reported data, 59% of applicants matched to their first-choice program. Questions and discussion followed.

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

XI. Board Items

- A. Approval of Proposed Meeting Schedule for FY 2025-2026. Chair Belt presented the proposed FY 2025-2026 meeting schedule to the board. The preferred dates on the proposed meeting schedule are as follows:

Friday, September 19, 2025 (Lewisburg)
 Friday, November 7, 2025 (Lewisburg)
 Thursday, January 29, 2026 (Charleston)
 Friday, March 27, 2026 (Lewisburg)
 Friday, April 17, 2026 (Teleconference)
 Friday, June 5, 2026 (Lewisburg)

It was moved and seconded (Hall/Santer) to approve the proposed meeting schedule for FY 2025-2026 as presented. Motion Carried

- B. Approval of Professor Emerita – Joyce Morris-Wiman, Ph.D. Dean Boyd reported that the faculty and Faculty Council have recommended Joyce Morris-Wiman, Ph.D. for Professor Emerita status, and she concurs with the recommendation.

It was moved and seconded (Santer/Fitzwater) to grant Professor Emerita status to Joyce Morris-Wiman, Ph.D. Motion Carried

- C. Update on current employee grievance and other litigation against WVSOM; update on OCR Complaint; update on ongoing investigation of the West Virginia Legislature Commission on Special Investigations; update on personnel matters involving the Office of Business Affairs; annual performance evaluation of President by the Board Chair; and potential use of real property adjacent to WVSOM Campus. Chair Belt stated this agenda item would be discussed in Executive Session (XII.).

XII. 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 OCR Complaint; update on ongoing investigation of the West Virginia Legislature Commission on Special Investigations; update on personnel matters involving the Office of Business Affairs; annual performance evaluation of President by the Board Chair; and potential use of real property adjacent to WVSOM Campus* falls under the Act’s exception for: *discussion of personnel employment issues, discussion of potential real property, 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 (Fitzwater/Santer) to move into Executive Session at 12:06 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 1:37 pm.

XIII. 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.

XIV. Information Gathering

No items were brought forth.

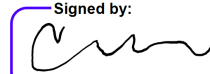
XV. Next Meeting Date

The next board meeting is scheduled for September 19, 2025, on the Lewisburg campus.

XVI. Adjournment

It was moved and seconded (Hall/Santer) to adjourn. The motion carried, and the board adjourned at 1:38 p.m.

Approved on September 26, 2025

Signed by:

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Caitlyn Santer, D.O., Secretary
/dg