

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Thursday, January 29, 2026
Location: Embassy Suites, Salons A, B & C
300 Court Street, Charleston, WV**

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

The meeting was called to order at 10:00 a.m. by the Board Vice Chair, Dr. Santer, in Chair Morgan’s absence. The Board Secretary, Dr. Eleazer, conducted a roll call and confirmed that a quorum was present. Dr. Eleazer also read the WVSOM Mission Statement.

Members Present:

Caitlyn Santer, D.O., Vice Chair	Ryan Fitzwater, D.O.
Courtney Eleazer, Ph.D., Secretary	Raymond Joseph (teleconference)
Jacob Bartlett, OMS-III	Scott Maxwell (teleconference)
Randall Belt, D.O.	Michael Muscari, D.O.
Dewayne Duncan	Norman Wood Jr, D.O.

Members Absent:

Frederick Morgan, D.O., Chair	Gary Poling, D.O.
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Others in Attendance:

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

II. Introductions

Interim Chair Santer asked President Nemitz to provide introductions. President Nemitz introduced Gail Swarm, D.O., WVSOM’s Interim Vice President of Academic Affairs and Dean, effective January 7, 2026.

III. Public Comment

There were no public comments.

IV. Approval of Minutes

A. November 7, 2025

It was moved and seconded (Belt/Duncan) to approve the meeting minutes from November 7, 2025, as presented. Motion Carried

V. Agenda Order

Interim Chair Santer stated, for presentation and scheduling purposes, the following changes would be made to the agenda order. The Auditor’s Update on the published agenda would occur following Actions Emanating from Executive Session (X.), and Overview of Renovations and Addition to the Science Building (VII.B.2.d.i.) would be presented next by Edward Tucker Architects. There were no objections to the proposed changes.

Mr. Justin McAllister, Vice President of Finance and Facilities and Chief Financial Officer, introduced Phoebe Patton Randolph of Edward Tucker Architects. Ms. Randolph provided a status update on the Science Building project and construction bid results. The Board was

informed that bid documents for the project were issued on October 27, 2025, and that five bids were received on December 16, 2025. After evaluation, the low bid was identified as the proposal submitted by SQP Construction Group of St. Albans, West Virginia. The bid, including selected alternates, was approximately \$30.6 million, consistent with the project's pre-bid construction estimate. The project timeline was reviewed, which anticipates a notice to proceed in early March 2026, following Board approval and required review by the West Virginia Attorney General's Office, with an overall construction duration of approximately 600 days. There were no questions or discussion.

VI. Rules

Dr. Santer, Chair of the Academic Committee, reported that the Committee reviewed the proposed revisions of the following policies:

- A. DO-01: Academic and Professional Standards (revised)
The Academic Committee recommended additional revisions to this policy, which was reviewed with the full Board.
- B. DO-02: Background Checks
- C. DO-04: Grading Scale
- D. DO-08: Academically at Risk
- E. GP-01: Academic and Professional Standards
The Academic Committee recommended additional revisions to this policy, which was reviewed with the full Board.
- F. GP-04: Grading Scale
- G. GP-08: Academically at Risk
- H. GP-09: Remediation
- I. ST-05: Student Health Insurance
- J. ST-16: Student Complaints

The Committee recommended the revised policies as presented to the full Board for approval.

It was moved and seconded (Muscarì/Wood) to adopt the revisions to the group of aforementioned policies as presented. Motion Carried

Dr. Santer reported that the Academic Committee reviewed the following policies for repeal:

- K. GP-02: Background Checks
- L. GP-03: Proof of Inoculations Health Form

After reviewing the policies, the Academic Committee concluded that they should not be repealed and therefore did not recommend their repeal to the full Board.

It was moved and seconded (Belt/Muscari) to retain GP-02 Background Checks and GP-03 Proof of Inoculations Health Form as active WVSOM policies. Motion Carried

Mr. Duncan, Chair of the Institutional Policy Committee, reported that the Committee reviewed the proposed revisions to the following policies and recommended the revised policies to the full Board for approval:

M. GA-08: Drugs, Alcohol, Testing, and Treatment

N. GA-38: Naming Policy

O. R-03: Research Misconduct

P. R-07: Export Control

It was moved and seconded (Duncan/Muscari) to adopt the revisions to the group of aforementioned policies as presented. Motion Carried

VII. Reports

A. Chair of the Board of Governors.

1. Committee Reports.

- a. Academic Committee. Dr. Santer stated in addition to policy review, the Committee was provided with a report on the search for clinical education software for Year 3 and 4 students. Dr. Drema Hill, Vice President of Community Engagement and Chief Operating Officer, stated that the eMedley software platform was evaluated alongside a possible in-house solution and other available software products. After an extensive review, the Educational Resource Committee determined that eMedley effectively meets the needs of WVSOM students and faculty. The system was found to be well-aligned with curricular requirements, and student satisfaction was reported to be high. As a result, WVSOM decided to continue using eMedley as the operating software for Year 3 and 4 students. There were no questions or discussion following the report.
- b. Finance and Audit Committee. Dr. Muscari, Chair of the Finance and Audit Committee, stated that he is pleased with WVSOM's financial standing. He also stated the Committee approved the amendment to the Edward Tucker contract and the Science Building construction bid, which will be voted on by the full Board later in the agenda.
 - i. Robert C. Byrd Clinic (RCBC) Update. Dr. Muscari stated that the Committee received a full report on RCBC from the Clinical Faculty Salaries Task Force. Recommendations included:
 - A comprehensive rebranding initiative to more clearly align RCBC with WVSOM's academic mission, branding and marketing standards, and to solidify RCBC's central role as the institution's primary clinical training site;

- Establishment of a modernized practice structure and faculty/provider compensation model designed to support clinical productivity, meet educational requirements and regulations, and ensure long-term sustainability;
- Reaffirmation of RCBC's commitment to education and community service to promote stability in patient care and preserve high-quality clinical training experiences for students;
- Development of a financial plan between WVSOM and RCBC, including a structured timeline to begin repayment of the clinic's debt owed to WVSOM, beginning July 2026.

Dr. Muscari noted that, collectively, these recommendations strengthen RCBC's long-term viability and reinforce its alignment with WVSOM's mission and operations. The Committee will continue to review the detailed reports and will bring forward any required actions to the full Board.

He added that, given the significant concerns about the clinic's future just two years prior, the progress to date has been "nothing short of amazing," expressing confidence that RCBC is positioned to become a "shining star" of the institution.

- c. Institutional Policy Committee. Mr. Duncan had no additional updates beyond the policy revisions.

B. President of WVSOM.

1. Administration.

- a. President's Update. The full report and supplemental information were placed in the Board's Microsoft Teams account.

President Nemitz provided Board members with a legislative pamphlet and a complete list of WVSOM graduates currently practicing in West Virginia. These documents will be distributed to legislators during the legislative session.

President Nemitz also provided an Admissions update, noting that Ronnie Collins, Executive Director of Enrollment Management, was recently in a serious car accident and is undergoing extensive rehabilitation in Kentucky. Mark Hinson has been named Interim Director of Admissions, effective January 5, 2026. Admissions applications have increased at WVSOM and nationwide, and Admissions has begun recruiting applicants for the next Master of Science in Biomedical Sciences (MSBS) class. The MSBS Class of 2030 will increase to 70 spots, the maximum class size per WVSOM's accreditation standards.

The President reviewed the most recent WVSOM Foundation reports with the Board, emphasizing that over \$1.6 million in new gifts and commitments (over \$1.5 million in cash) were raised last year, and that \$415,253 has been raised to date this fiscal year (\$387,408 in cash). WVSOM's Second Annual Day of Giving is scheduled for March 4, 2026.

The President also highlighted marketing and outreach activities, emphasizing the importance of telling WVSOM's story to prospective students, alumni, donors, and community stakeholders. He referenced ongoing and upcoming campus events and encouraged Board members to attend when schedules permit. The President acknowledged the work of faculty and staff in sustaining high levels of academic quality and student support.

2. Finance.

- a. The Financial Health of WVSOM. Justin McAllister presented an overview of the institution's financial health, mid-year review, and a preview of the proposed FY27 draft budget. The full report and supplemental information were placed in the Board's Microsoft Teams account.

Mr. McAllister began by describing the Composite Financial Index (CFI) as a key measure of overall financial health in higher education. The CFI is composed of the primary reserve ratio score, the net operating revenue score, the return on net position score, and the viability ratio. He reported that WVSOM's FY25 CFI, based on audited financial statements, was 7.43, well above the 3.0 benchmark for strong financial health. He noted that accrediting bodies and state agencies track such indicators to ensure institutional viability and resilience.

Mr. McAllister then reviewed trends in operating and non-operating income and revenue and expenses, noting that tuition and fees account for approximately 93% of operating revenue, while non-operating revenue—primarily state appropriations and investment income—plays a critical role in offsetting operating deficits and maintaining competitive tuition levels. Multi-year charts showed stable or improving trends, with only one year reflecting an overall negative swing due to market conditions.

The Board was advised that WVSOM's base state appropriation has increased over time, but has not fully kept pace with the Higher Education Price Index, a measure of inflation specific to higher education. Additionally, structural elements of the appropriation—such as a portion set by statute that does not receive incremental increases—have limited growth compared with some cost drivers. Mr. McAllister explained that the institution is working, in coordination with state leaders, to address appropriation issues where possible.

Mr. McAllister reported that WVSOM ended FY25 with 598 days of cash on hand, significantly above the Higher Education Policy Commission's (HEPC) benchmark of 250 days. He explained that this metric indicates how long the institution could operate using cash and investments even if no new revenue were received, and he noted that WVSOM's strong position distinguishes it among West Virginia institutions.

- b. FY26 Financial Update as of December 31, 2025. Mr. McAllister next addressed the mid-year financial status as of December 31, 2025. At that point in the fiscal year, total revenues were approximately \$26.7 million, and total expenses were approximately \$29.9 million. He emphasized that this mid-year snapshot, showing expenses temporarily outpacing revenues, is not unusual and does not cause

concern, given the timing of tuition receipts and expense recognition. Cash balances and investment holdings, including those managed by Morgan Stanley, remained strong and consistent with prior years, and multi-year trends for December reflected stable operations.

- c. **FY27 Draft Budget.** Mr. McAllister provided a high-level overview of the proposed FY27 draft budget, which will be presented for formal approval at the March 27, 2026, Board meeting. The preliminary budget incorporates a 2% reduction in state appropriations as requested by Governor Morrissey and HEPC. Additionally, a 2% salary increase or \$1,794, whichever is more beneficial to the employee, has been incorporated into the draft budget, consistent with the Governor's budget proposal. The FY27 draft budget also includes the annual 2% draw approved by the BOG on January 25, 2024, from WVSOM's investment funds with Morgan Stanley. The budget anticipates continued cost pressures, including PEIA premium increases and vendor price escalations, but still projects a positive net position. Mr. McAllister noted that the draft budget presented did not include detailed revenues and expenses for RCBC or the clinic's repayment plan; these components will be integrated into the final budget proposal presented at the March Board meeting.

Mr. McAllister discussed his strategic focus on financial sustainability and revenue and expense pressures that create budget challenges, including changes to federal student aid programs and limited endowed scholarship support. The Board discussed the importance of expanding scholarship support through the WVSOM Foundation, particularly in light of rising student debt burdens. President Nemitz affirmed a shared commitment to growing philanthropic support for scholarships.

- d. **Facilities Update.** Mr. McAllister stated that the Science Building project is progressing and that he will request approval of the construction bid later in the agenda. The Office of Business Affairs SharePoint site has been finalized, and access has been shared with the BOG. The site provides details on all of WVSOM's deferred maintenance projects. A contract has been awarded for the student housing feasibility study, and a final report is anticipated to be provided to the BOG at the June 5, 2026, meeting.
 - i. **Overview of Renovations and Addition to the Science Building – Edward Tucker Architects.** Discussed under Agenda Order (V.).

VIII. Board Items

- A. **Approval of Amendment to Edward Tucker Architects Contract.** Mr. McAllister presented the proposed amendment to the Edward Tucker Architects contract for the Science Building project. The amendment includes:
 - A revised total for Basic Services of \$2,525,594, an increase of \$256,844 to reflect 8.25% of the overall construction budget.
 - An increase in the Supplemental and Additional Services of the Architect's Consultants in an amount not to exceed \$254,885.79 for Observation and Material Testing Services.

Mr. McAllister noted that the Finance & Audit Committee had reviewed the amendment and recommended it for Board approval. The Board was advised that these changes are

consistent with standard architectural practice for a project of this scale and complexity and that the amendment ensures appropriate professional oversight during the construction phase.

It was moved and seconded (Muscari/Belt) to approve the amendment to the Edward Tucker Architects Contract as presented. Motion Carried

- B. Approval of Science Building Construction Bid. Mr. McAllister stated that SQP Construction Group submitted the lowest responsive bid, totaling approximately \$30.6 million. The bid amount was aligned with the project budget, and the firm has relevant experience in the Lewisburg and Greenbrier County areas.

Mr. McAllister stated that the Finance & Audit Committee had reviewed the construction bid and recommended that the Board approve the contract with SQP Construction Group in the stated amount. The Board was assured that due diligence had been performed in evaluating the bids and the contractor’s qualifications.

It was moved and seconded (Muscari/Fitzwater) to approve the Fredric W. Smith Science Building construction bid as presented. Motion Carried

- C. Approval of Graduates. Interim Dean Swarm 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 (Duncan/Fitzwater) to approve the graduates as presented. Motion Carried

- D. Potential grant of water line/utility easement to City of Lewisburg, on north end of WVSOM campus.
- E. Potential restructuring involving the relationship between the Robert C. Byrd Clinic and WVSOM.

Interim Chair Santer stated Board Items (VIII.) D. and E. would be discussed in Executive Session.

IX. 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

Interim Chair Santer 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: *Potential grant of water line/utility easement to City of Lewisburg, on north end of WVSOM campus, and Potential restructuring involving the relationship between the Robert C. Byrd Clinic and WVSOM* falls under the Act’s exception for: *discussion of legal matters* and *discussion of real property*.

In accordance with the West Virginia Open Governmental Proceedings Act, the Interim Chair asked for a motion to go into Executive Session to discuss these agenda items.

It was moved and seconded (Muscarì/Fitzwater) to move into Executive Session at 11:09 a.m.
Motion Carried

Interim Chair Santer will ask individuals other than board members to join Executive Session as needed.

The Board of Governors returned to open meeting session at 12:55 p.m.

X. Actions Emanating from Executive Session

Interim Chair Santer stated that only the topics indicated prior to Executive Session were discussed. The items emanating from Executive Session requiring action from the board are as follows:

- A. The Board of Governors moved to approve the grant of water line/utility easement to the City of Lewisburg and instructed President Nemitz and WVSOM to negotiate the possible purchase of property directly north of RCBC.

It was moved and seconded (Duncan/Fitzwater) to approve the motion as presented.
Motion Carried

- B. The Board of Governors moved to approve implementing the Clinical Faculty Salaries Task Force recommendations and beginning the formal restructuring process between RCBC and WVSOM.

It was moved and seconded (Wood/Muscarì) to approve the motion as presented.
Motion Carried

XI. Auditor's Update

- A. FY25 Audited Financial Statements Review – *Suttle & Stalnak*. The full reports were placed in the Board's Microsoft Teams account.

Interim Chair Santer introduced Chris Deweese of Suttle and Stalnak. Mr. Deweese reviewed the WVSOM financial statements for the years ending June 30, 2025, and 2024, including the Independent Auditor's Reports. WVSOM received an unmodified opinion, the highest opinion that can be obtained. Mr. Deweese also reviewed the Report to the Governing Board dated October 8, 2025, which included all required communications. Mr. Deweese concluded the presentation with a summary of accounting estimates. There were no questions or discussion.

XII. Information Gathering

No items were brought forth.

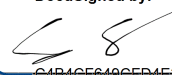
XIII. Next Meeting Date

The next board meeting is scheduled for Friday, March 27, 2026, at the Conference Center located in the WVSOM Student Center.

XIV. Adjournment

It was moved and seconded (Duncan/Belt) to adjourn. The motion carried, and the Board adjourned at 1:11 p.m.

Approved on March 27, 2026

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Courtney Eleazer, Ph.D., Secretary
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