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WVSOM BOARD OF GOVERNORS

Regular Meeting Minutes

Date & Time: **Friday, June 5, 2026, at 10:00 a.m.**

Location: **John Manchin, II, D.O., Conference Center, Room #2, located in the 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. Morgan. The Board Secretary, Dr. Eleazer, conducted a roll call and confirmed that a quorum was present. The WVSOM Mission Statement was read by the Vice Chair, Dr. Santer.

Members Present In Person:
Frederick Morgan, D.O., Chair
Courtney Eleazer, Ph.D., Secretary
Ryan Fitzwater, D.O.
Scott Maxwell
Michael Muscari, D.O.
Gary Poling, D.O.

Members Present Via Teleconference:
Caitlyn Santer, D.O., Vice Chair
Jacob Bartlett, OMS-III
Randall Belt, D.O.
Dewayne Duncan
Norman Wood Jr, 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 was no public comment.

IV. **Approval of Minutes**

A. April 17, 2026

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It was moved and seconded (Muscari/Fitzwater) to approve the April 17, 2026, meeting minutes, as presented. Motion Carried

V. **Election of Officers**

Dr. Muscari made a nomination from the floor for the following offices for FY 2026-2027:

Chair, Dr. Fred Morgan
Vice Chair, Dr. Caitlyn Santer
Secretary, Dr. Courtney Eleazer

No other nominations were made. The Board voted unanimously to elect the slate of officers for FY 2026-2027 as presented. Motion Carried

VI. **Agenda Order**

There were no changes to the agenda order.

VII. **Reports**

A. Chair of the Board of Governors

1. Committee Reports

a. Academic

Dr. Santer, Chair of the Academic Committee, stated that the Committee did not meet.

b. Finance & Audit

Dr. Muscari, Chair of the Finance and Audit Committee, stated that the Committee met and the budget is progressing well. Dr. Muscari also reported that the institution's financial position remains strong.

c. Institutional Policy

Mr. Duncan, Chair of the Institutional Policy Committee, stated that the committee did not meet.

B. President of WVSOM

1. Administration

a. President’s Update

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

President Nemitz introduced Gail Swarm, D.O, who was recently appointed as WVSOM's Vice President of Academic Affairs, Dean and Chief Academic Officer. Dr. Swarm is the 11th Academic Dean of WVSOM.

The President noted that recent graduation ceremonies were highly successful and meaningful. The D.O. program had 183 graduates, and the Master of Science in Biomedical Sciences (MSBS) program had 44 graduates. President Nemitz noted that WVSOM has reached a 100% residency placement rate for the fourth year in a row.

The President announced that the Higher Learning Commission (HLC) has approved the development of a new graduate program, the Master of Science in Applied Medical Science, which will be an option for students who do not complete the WVSOM D.O. degree.

Additional updates covered ongoing legislative engagement, efforts to secure grant funding, fundraising initiatives, advancements in AI, and notable achievements by faculty and students.

i. Admissions Update

President Nemitz noted that detailed admissions reports are in the Board's Microsoft Teams account. The enrollment targets for both the D.O. and MSBS programs have been met. The incoming classes are full, and WVSOM has extensive alternate lists. The President emphasized the effectiveness of pipeline programs in supporting enrollment success. Approximately 80 West Virginia students are anticipated to matriculate in the D.O. Class of 2030.

ii. Student Financial Aid Update

President Nemitz informed the Board about recent federal changes to student financial aid, which will limit federal loans to a total of $200,000—$50,000 annually over four years. WVSOM's Financial Aid Office is actively assisting students in securing private loan options to help meet their financial needs.

2. Finance

a. FY26 Financial Update as of April 30, 2026

Justin McAllister, Vice President of Finance and Facilities and Chief Financial Officer, presented a detailed financial report. As of April 30, 2026,

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the institution reported approximately $51.5 million in revenue and $45.5 million in expenses, resulting in a net margin of approximately $5.99 million.

The institution maintains strong liquidity with approximately $38 million in cash reserves and $54 million in investments as of March 2026. Although minor fluctuations were observed due to market conditions, no areas of concern were identified.

Revenue streams remain on track, including state appropriations, which are expected to reach full allocation by fiscal year-end. Expenses are also within budget projections.

b. Facilities Update

Substantial progress has been achieved across multiple projects. The Science Building expansion is actively underway, with foundation work progressing. Deferred maintenance projects continue with state support, and campus improvements—including renovations to the Founder's Activity Center and campus signage—are ongoing.

c. Other Updates

The student housing feasibility efforts are advancing, with a forthcoming report expected to provide unit estimates and financial projections. Additionally, the potential acquisition of adjacent property is under evaluation, including appraisal and environmental review processes.

Questions and discussion followed. Mr. McAllister clarified that deferred maintenance funds do not have an expiration deadline and will remain available for designated institutional projects.

VIII. **Board Items**

A. **ACTION**: Approval of Graduates

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 (Muscari/Fitzwater) to approve the graduates as presented. Motion Carried

B. **ACTION:** Approval of Proposed Meeting Schedule for FY 2026 – 2027

Chair Morgan presented the proposed FY 2026-2027 meeting schedule to the Board. The preferred dates on the proposed meeting schedule are as follows:

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Friday, August 28, 2026 (Lewisburg)
Friday, October 30, 2026 (Lewisburg)
Friday, January 22, 2027 (Lewisburg)
Friday, March 19, 2027 (Lewisburg)
Friday, April 23, 2027 (Teleconference)
Friday, June 4, 2027 (Lewisburg)

It was moved and seconded (Duncan/Muscari) to approve the proposed FY 2026-2027 meeting schedule as presented. Motion Carried

C. **INFORMATIONAL:** Update on WVSOM Research Corporation

Brian Lutz, General Counsel and Chief Legal Officer, provided an update on the formation of the WVSOM Research Corporation. He noted that a memorandum dated November 15, 2019, was previously sent to the Board indicating that WVSOM Administration intended to explore the creation of a Research Corporation. The Board of Governors subsequently approved the formation of the WVSOM Research Corporation at its September 8, 2023, meeting.

The draft Articles of Incorporation, including the proposed Board of Directors, were presented to the Board of Governors for review. The purpose of the corporation is to oversee sponsored programs and research initiatives funded by grant monies. Next steps include filing the Articles of Incorporation with the State of West Virginia and applying for nonprofit status with the Internal Revenue Service. An affiliation agreement between WVSOM and the Research Corporation is expected to be presented at a future meeting. Administration will continue to keep the Board informed of progress.

There were no questions or discussion.

D. **INFORMATIONAL:** Update on Restructuring of the Robert C. Byrd Clinic to WVSOM Health

Dean Swarm presented an update regarding the transition of the Robert C. Byrd Clinic to WVSOM Health. The Board was informed that the transition is progressing toward implementation on July 1, 2026. Efforts include rebranding, governance development, leadership transitions, and operational planning. A formal launch is anticipated in the fall, following initial implementation. The following documents were shared with the Board.

- WVSOM Health Bylaws and Board Structure
- WVSOM Health Practice Plan

Significant coordination efforts with leadership, human resources, and clinical stakeholders are ongoing to ensure a smooth transition to a unified academic health model.

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Questions and discussion followed. Mr. Lutz noted that, in accordance with the WVSOM Health Bylaws, a member of the WVSOM Board of Governors must serve as a voting member of the Board of Directors.

E. **ACTION:** President's Evaluation

Chair Morgan stated this agenda item would be discussed in Executive Session (IX.).

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**

A. Discussion of Personnel Employment Issues

B. Discussion of Potential Real Property

C. Discussion of Legal Matters

Chair Morgan 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: *President's Evaluation* falls under the Act's exception for: *Discussion of Personnel Employment Issues.*

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 (Muscari/Fitzwater) to move into Executive Session at 10:34 a.m. Motion Carried

Chair Morgan will ask individuals other than Board Members to join Executive Session as needed.

The Board of Governors returned to Open Meeting Session at 12:06 p.m.

X. **Actions Emanating from Executive Session**

Chair Morgan stated the following action is a result of Executive Session. "Formalizing the President's evaluation will require a motion. Pursuant to evaluation procedures, the Board Chair will compile the Board's evaluation points, as documented by the Board Secretary during executive session, into a formal written evaluation document to be provided to the President. The President will have the opportunity to provide written feedback and will sign the evaluation. Furthermore, following this evaluation, the Board recommends a contract extension to Dr. Nemitz of three years, until 2031."

It was moved and seconded (Muscari/Fitzwater) to authorize the Board Chair to finalize the President's contract extension. Motion Carried

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XI. **Information Gathering**

No items were brought forth.

XII. **Next Meeting Date**

The next meeting will be on Friday, August 28, 2026, on the Lewisburg campus of WVSOM.

XIII. **Adjournment**

It was moved and seconded (Muscari/Belt) to adjourn. The motion carried, and the Board adjourned at 12:08 p.m.

Approved on August 28, 2026

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Courtney Eleazer, Ph.D., Secretary
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