

**POLICY A-37  
BOARD OF GOVERNORS MEETINGS**

**Section 1. General**

- 1.1 This policy governs the meetings of the ~~West Virginia University at WVU~~ Parkersburg Board of Governors.
- 1.2 Authority. West Virginia Code §§ ~~6-9A , 18B 1-6, 18B-2A-2, and~~ and other applicable provisions of state and federal law governing public bodies.
- 1.3 Effective Date. ~~July 28, 2020~~ March 17, 2026  
~~(Replaces version dated July 28, 2020) (Replaces version dated June 2, 2006, as transferred from WVU Board of Governors on July 1, 2008)~~

**Section 2: Meetings**

- 2.1 Frequency  
The ~~West Virginia University at WVU~~ Parkersburg Board of Governors (“Board”) shall meet in regular session not less than six times in each fiscal year. The schedule of meetings will be determined by the Chair in consultation with the Board.
- 2.2 Annual Meeting  
The annual meeting shall be held ~~each year in June~~ once each fiscal year.
- 2.3 Notification and Access  
The date, time, place and agenda of all regularly scheduled meetings and the date, time, place and purpose of all special meetings shall be announced in advance as prescribed by the Open Governmental Proceedings Act. Meetings of the Board shall be open to the public as provided by law.
- 2.4 Emergency Meetings  
In the event of an emergency, the Chairperson may file an emergency meeting notice at any time prior to the meeting. The emergency meeting notice shall state the date, time, place and purpose of the meeting and the facts and circumstances of the emergency. The meeting shall be limited to the emergency agenda identified in the notice.
- 2.5 Meeting Location  
Meetings will ordinarily be held on the Parkersburg campus of West Virginia University at Parkersburg, but may be held at such other places as the Board may determine.
- 2.6 Quorum  
A majority of voting members currently serving (75) shall constitute a quorum to do business when all 9 voting seats are filled, but a smaller number may meet and adjourn to some other time or until a quorum is obtained. ~~Telephonic or other electronic means of attending the meeting shall qualify toward the quorum.~~

2.6.1 Electronic Participation

Members of the Board may participate in open meetings by telephone, video conference, or other electronic means, provided that such participation allows the member to hear the proceedings and be heard by other members in real time. A Board member participating electronically shall be considered present for purposes of

quorum and voting.

When a Board member participates electronically in an open meeting, the meeting shall be conducted in a manner that allows members of the public physically present at the designated meeting location to contemporaneously see and hear all Board deliberations and votes.

Nothing in this policy shall be construed to require the Board to provide electronic or remote access to meetings for members of the public, except as may be required by law.

2.7 Parliamentary Procedure

The business at each meeting shall be conducted under general parliamentary rules set forth in *Robert's Rules of Order* as modified or interpreted by the Board.

2.8 Agendas

2.8.1 The agenda for every meeting of the Board shall be prepared by the Chair of the Board with the assistance of the President of the institution. Any member of the Board of Governors may present to any meeting of the Board any item for information or discussion whether or not the same is on the agenda of the meeting, but no final action shall be taken on an item that is not consistent with the agenda or purpose of the meeting.

2.9 Minutes

2.9.1 Minutes of each meeting of the Board shall be prepared, approved by the Board, and recorded permanently with the signatures of the Chair and Secretary.

2.9.2 Subject to the exceptions set forth under the Open Governmental Proceedings Act, minutes of all meetings shall be available to the public within a reasonable period of time after the meeting and shall include, at least, the following information:

- a. The date, time, and place of the meeting;
- b. The name of each member of the Board, present and absent;
- c. All motions, proposals, resolutions, orders and measures proposed, the name of the person proposing the same and their disposition; and
- d. The results of all votes and, upon the request of a member, pursuant to the rules of the Board for recording roll call votes, the vote of each member by name.

2.10 Voting

2.10.1 Manner of Voting

Votes on all matters coming before the Board or any of its committees shall be taken by voice vote, but a roll call vote shall be taken upon the request of a member for a roll call vote.

2.10.2 Off-Site Voting

When a Board member participates electronically, the member's vote shall be taken in a manner that clearly records the member's vote.

~~Whenever any member participates in a meeting of the Board by telephone or any other means when not physically present at the meeting location, such member(s) shall be individually polled as to each vote of the Board.~~

2.10.3 Proxy Voting

No member may vote by proxy.

#### 2.10.4 Participation and Voting When a Member Is Absent

A Board member must be physically or electronically present at the time a vote is taken in order to vote on that matter. A Board member who is present for a portion of a meeting may vote only on those matters considered while the member is present.

If a Board member leaves a meeting prior to the completion of all agenda items, the member may not cast votes on matters considered after departure, nor may the member delegate voting authority to another person or submit a vote in advance.

#### 2.11 Executive Session

2.11.1 By vote of a majority of the members present at any meeting of the Board, and in accordance with the West Virginia Open Governmental Proceedings Act, portions of a meeting may be closed to the public.

2.11.2 No decision may be made in the executive session. No person not a member of the Board shall be in attendance at such executive session except at the direction of the members.

#### 2.12 Protocol for Meetings of the Board of Governors

2.12.1 All those in attendance at meetings of the Board of Governors may be asked to identify themselves before addressing the Board or in appropriate circumstances upon entry to the meeting. Only members ~~of the~~<sup>of</sup> the Board of Governors, the President, or those recognized by the Chair or by majority vote of the members present may address the Board.

2.12.2 If space is limited in the meeting room, those with business before the Board of Governors and the members of the press shall have priority over those who are visitors.

~~4.2.12.3~~ 2.12.3 The Board may remove from the meeting any member of the public who is disrupting the meeting to the extent that orderly conduct of the meeting is compromised.

#### 2.13 Appearances before the Board

2.13.1 Persons who desire to have an item placed on the Board's regular or special meeting agenda may submit a request in writing to the Chair or to the President of the institution. After consultation with the President, the Chair may either place the requested item on an upcoming agenda or reject it, notifying the person of the reasons for the decision; the Chair may also refer the item to a committee of the Board. Such a request may include a request to address the Board in relation to the proposed agenda item and shall be made in sufficient time to be considered prior to the issuance of the agenda.

2.13.2 At any meeting where the Board requests that persons who desire to address the Board register to address the body, persons may not be required to register more than fifteen (15) minutes prior to the time the scheduled meeting is to commence.

2.13.3 When deemed proper, a majority of the Board may waive these rules and hear any person on any subject, before either the committee of the whole or any committee of the Board.