

West Virginia University at Parkersburg Board of Governors' OPERATING PROCEDURES

ARTICLE 1: THE BOARD

1.1 Name, Authorization and Mission

The official name of the Board shall be the "West Virginia University at Parkersburg Board of Governors." The Board of Governors and their successors in office are created by the legislature of West Virginia through the Code of West Virginia [§18B-2A] as a governing body, known as the West Virginia University at Parkersburg Board of Governors, with the mission of general supervision and control over the academic and business affairs of West Virginia University at Parkersburg.

1.2 Membership, Elections & Appointments

The Board consists of twelve members: one full-time member of the faculty with the rank of instructor or above duly elected by the faculty; one member of the student body in good academic standing, enrolled for college credit work and duly elected by the student body; one member of the institutional classified employees duly elected by the classified employees; nine lay members appointed by the governor with the advice and consent of the Senate. Except in the case of a vacancy, all member elections shall be held and all appointments shall be made no later than the thirtieth day of June preceding the commencement of the term.

1.3 Terms of Appointment

The student member serves for a term of one year. The faculty member and the classified staff member serve for terms of two years. Terms begin each year on the first day of July. Faculty and staff members are eligible to succeed themselves for three additional terms, not to exceed a total of eight consecutive years. The appointed lay citizen members serve terms of four years each and are eligible to succeed themselves for no more than one additional term. The appointed members of the Board serve staggered terms.

1.4 Vacancies

A vacancy in an unexpired term of a member shall be filled for the unexpired term in the same manner as the original appointment or election.

1.5 Continuation

Other than in the case of written resignation submitted to the Board, each member shall remain in office until a successor has been established by the required process.

1.6 Qualifications

Of the nine members appointed by the Governor, no more than five may be of the same political party. At least six of the members shall be residents of the state. No lay person shall be eligible for appointment to membership on the Board who is an officer, employee or member of any other board of governors, a member of an institutional board of advisors of any public institution of higher education, an employee of any institution of higher education, an officer or member of any political party executive committee, the holder of any other public office or public employment under the government of West Virginia or any of its political subdivisions, or a member of the Policy Commission, or a member of the West Virginia Council for Community and Technical College Education.

1.7 Oath of Office

Before exercising any authority or performing any duties as a member of the Board of Governors, each member shall qualify as such by taking and subscribing to the oath of office prescribed by Article IV, §5 of the Constitution of West Virginia, and the certificate thereof shall be filed with the Secretary of State.

1.8 Removal

A member of the Board of Governors appointed by the Governor may not be removed as a member of the Board by the Governor except for official misconduct, incompetence, neglect of duty or gross immorality and then only in the manner prescribed by law for the removal of the state elective officers by the Governor.

1.9 Compensation

The members of the Board of Governors serve without compensation, but are reimbursed for all reasonable and necessary expenses actually incurred in the performance of their official duties.

1.10 Supervision

The Board of Governors is subject to the supervision of the West Virginia Council for Community and Technical College Education and the Higher Education Policy Commission.

1.11 Collective Authority and Action

The authority of the Governors is conferred upon them as a Board, and they can bind the Board and the college only by acting together through a majority vote of the Board as described in these operating procedures and applicable law.

Except as noted herein, permitted by act of the Board or otherwise provided by law, no individual member may commit the Board to any policy, declaration, directive or action without prior approval of the Board.

1.12 Code of Conduct

Members of the Board of Governors have an obligation to fulfill their responsibilities in a manner which fosters the public's respect, trust and confidence. Accordingly, Board members shall comply with the West Virginia Ethics Act, applicable law, and the highest standards of integrity. Each member of the Board shall vote in a manner the member reasonably believes to be in the best interests of the college. Each member must further recognize his or her personal fiduciary responsibility for protecting and advancing the integrity, interests and assets of the college. Members of the Board shall refrain from placing themselves in situations in which their duty or loyalty to or stewardship of the college may be compromised.

The Board of Governors oversees and supports the management, academic and administrative operations of the college. Members of the Board recognize the role of the President as the chief executive officer of and primary spokesperson for the college and the role of the Chairman of the Board as the primary spokesperson for the Board. The authority of the Board is based on the authority of the Board as a whole, and not on the authority of individual members. Board members shall participate actively in the duties of the Board, exercise critical and independent judgment, and communicate promptly to the Chairman or the President any significant concern regarding the operations of the Board or college.

1.13 Conflicts of Interest

Members of the Board shall perform their responsibilities in a manner which avoids conflicts of interest, or the appearance of such conflicts or of impropriety. Board members shall not use the authority, title,

influence, or prestige of their positions, or any confidential information gained as a result of their membership, to solicit business for themselves or others or otherwise obtain any private financial, social, or political benefit which in any manner would be inconsistent with the interest and mission of the college. The standards set out in this policy are intended to supplement, not replace, applicable law, and must be applied using the good judgment of every Board member.

While the college benefits from a Board whose members come with broad and varied experience and successful involvement in business, industry, education, the professions and government, such a membership also brings broad exposure to interests and influences which may directly or indirectly affect their obligations to the college. It is further possible that, from time to time, the college's best interests, objectively determined, may be served by entering into an appropriate business transaction with a member of the Board of Governors, or an entity in which the member has an interest. Recognizing that the potential for such conflicts of interest cannot be entirely avoided, it is the purpose of this section to set forth appropriate standards for identifying, managing and, where possible, resolving such conflicts with a member (the interested member) in a manner which protects the college's public mission and integrity.

Accordingly, each Board member shall comply with the West Virginia Ethics Act and shall execute an annual conflict of interest statement and provide a copy thereof to the Secretary of the Board. In addition, each member of the Board has an ongoing obligation to disclose at the earliest practicable time all conflicts and potential conflicts and appearances of impropriety, and any such actual or potential conflicts must be addressed pursuant to applicable law and the procedures set forth herein. An interested member shall fully disclose in writing any such conflict or potential conflict, including all pertinent facts, to the Chairman; or, in the case of the Chairman, to the General Counsel for the Council for Community and Technical College Education and Higher Education Policy Commission promptly after becoming aware of such a conflict or potential conflict.

Whenever a Board member is in doubt as to whether a conflict might exist, he or she is encouraged to consult with the Chairman, who may, in his or her discretion, confer in turn with the General Counsel for the Council and Commission. Any information so presented shall, to the extent permitted by law, be held in confidence except when it is determined that a conflict does in fact exist or that it will be in the best interest of the college to disclose the information in executive session to the Board or a committee of the Board. Such disclosure will be made only after informing the Board member concerned.

In the event of a conflict or potential conflict, the interested member shall neither participate in nor be present during any discussion by the Board regarding the matter in conflict; provided, however, that the Board may elect in its discretion to seek information or clarification from the interested member. The interested member shall abstain from all votes on any such matter and the disclosure of such a conflict and the member's recusal shall be recorded in the minutes of the affected meeting.

ARTICLE 2: OFFICERS

2.1 Officers

The Officers of the West Virginia University at Parkersburg Board of Governors shall be: Chair, Vice Chair, and Secretary.

2.2 Election and Tenure

The Board shall elect the officers of the Board for a one year term at its annual meeting in June. The Chair shall be elected from among the nine lay members of the Board. No member may serve as chair for more than four consecutive years except as specified below under Section 2.5, Vacancies.

2.3 Resignation

Any officer may resign at any time by giving written notice to the Chair and to the President of the college.

2.4 Removal

Any officer may be removed by the Board at any time by majority vote of the members of the Board.

2.5 Vacancies

In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to the office of Chair for the rest of that fiscal year (July 1 – June 30), and shall remain eligible to serve as chair in the following fiscal years (maximum of 28 consecutive months). In the event of a vacancy in the offices of Vice Chair or Secretary, the members shall elect the new officer at the next meeting following the occurrence of the vacancy. No limitation shall apply as to the consecutive years of service as Vice Chair or Secretary.

2.6 Duties of the Officers

2.6.1 Chair:

- a. The Chair shall preside, with right to vote, at all meetings of the Board of Governors and the Executive Committee.
- b. The Chair shall be an ex officio member, without vote, on all committees unless appointed as a regular voting member of a committee.
- c. The Chair may sign, on behalf of the Board or college, any documents or instruments that the Board has authorized to be executed.
- d. The Chair shall appoint the members of all committees, subject to approval by the Board.
- e. The Chair shall perform all duties incident to the office of the Chair, including setting meeting agendas, and such other duties as may be prescribed by the Board from time to time, and shall be the spokesperson for the Board.

2.6.2 Vice Chair:

- a. The Vice Chair shall perform all the duties and exercise the powers of the Chair during the Chair's absence or incapacity.
- b. The Vice Chair shall perform such other duties as may be assigned to the Vice Chair by the Chair of the Board.

2.6.3 Secretary:

- a. The Secretary shall provide for the keeping of the minutes of all meetings of the Board and shall assure that such minutes are filed with the records of the college, and made available to the members of the Board, officers of the college and the public consistent with the provisions of these bylaws.

b. The Secretary shall provide for the preparation of reports of the Executive Committee and for distribution of the reports to each member of the Board.

c. The Secretary shall give or cause to be given appropriate notices in accordance with these bylaws or as required by law.

d. The Secretary shall distribute the agenda for all Board meetings.

e. The Secretary shall perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the Chair of the Board.

f. The Secretary may delegate to a staff Board liaison any or all of those duties associated with the taking or distribution of minutes, the providing of notices, or other similar administrative duties.

2.7 Offices:

The principal offices of the Board of Governors shall be the Office of the President, West Virginia University at Parkersburg, 300 Campus Drive, Parkersburg, West Virginia 26104.

ARTICLE 3: MEETINGS

3.1 Frequency

The Board of Governors 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.

3.2 Annual Meeting

The annual meeting shall be held each year in June.

3.3 Notification & 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 in the State Register, as prescribed by the Open Governmental Proceedings Act (§6-9A). Meetings of the Board shall be open to the public as provided by law.

3.4 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.

3.5 Meeting Location

Meetings will ordinarily be held on the campus of West Virginia University at Parkersburg, but may be held at such other places as the Board may determine.

3.6 Quorum

A majority of members (7) shall constitute a quorum to do business, 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.

3.7 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.

3.8 Agendas

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 college. 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.

3.9 Minutes

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

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:

1. The date, time, and place of the meeting;
2. The name of each member of the Board, present and absent;
3. All motions, proposals, resolutions, orders and measures proposed, the name of the person proposing the same and their disposition; and
4. 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.

3.10 Voting

3.10.1 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.

3.10.2 Off-Site Voting

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.

3.10.3 Proxy Voting

No member may vote by proxy.

3.11 Executive Session

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

No minutes shall be taken of executive sessions of the Board and 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.

3.12 Protocol for Meetings of the Board of Governors

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 Board of Governors, the President, those recognized by the Chair or by majority vote of the members present may address the Board.

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.

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.

3.13 Appearances before the Board

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 college. 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.

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.

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.

ARTICLE 4: COMMITTEES

4.1 Formation and Operating Procedures:

4.1.1

The Board may appoint committees and prescribe their duties and functions. All committees shall keep a record of their proceedings and shall report to the Board as required. The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

4.1.2

All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

4.2 Standing Committees

The Board of Governors may have the following Standing Committees:

- Executive Committee
- Audit Review Committee
- Administrative Services Committee
- Academic and Student Services Committee

4.3 Special Committees

Additional Committees, such as a Nominating Committee, may be established from time to time and for such period as required to complete their mission. Members and chairs of such committees shall be appointed by the Board Chair.

4.4 Executive Committee

4.4.1 Membership:

The Executive Committee shall be chaired by the Chair of the Board and shall consist of the Board's Officers and the chairs of the Board's Standing Committees.

4.4.2 Duties:

The duties of the Executive Committee shall include acting on behalf of the Board when so directed by the Board.

4.4.3

When Board action is required between scheduled meetings of the Board, and a special meeting of the Board is not practicable, the Chairman, in his/her discretion, may convene the Executive Committee to act on the Board's behalf, subject, as appropriate, to vote by the full board at the next regular meeting of the Board.

4.4.4

All members of the Board shall be notified of any meeting of the Executive Committee and shall be entitled to participate in the discussion, provided however, that a quorum for this purpose shall consist of a majority of the members of the Executive Committee and approval requires a majority vote of the Executive Committee members present.

4.5 Committee Appointments

All committees of the Board shall be appointed by the Chair of the Board, who shall also designate members of each committee to serve as its chair. The chair of each committee may from time to time appoint subcommittees from the committee's membership and designate the chair of each subcommittee.

ARTICLE 5: RELATIONSHIP OF THE BOARD AND THE PRESIDENT

5.1

The President shall be the chief executive officer of the college and the official advisor to and executive agent of the Board of Governors and its Executive Committee. The President shall, as educational and administrative head of the college, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. The President shall be the spokesperson for the college.

5.2

The President shall have power to perform all acts and execute all documents to make effective the actions of the Board. The President may delegate to officers of the college administration authority to execute documents on behalf of the college, to make effective actions of the Board, or as necessary for the general operation of the college in accordance with these guidelines and with the Delegation of Powers enacted by the Board.

5.3

Unless otherwise determined by the Board, the President shall attend all meetings of the Board and its committees, and have the right to speak, offer advice and otherwise participate in such meetings, except that the President shall not vote on any board matter.

ARTICLE 6: AMENDMENTS

These operating procedures may be amended or repealed at any meeting of the Board by an affirmative vote of a majority of the Board, provided that copies of such amendments or notices of repeal are submitted in writing to each member at least ten days in advance of such meeting.

This Board recognizes that certain of these procedures are intended to accurately reflect current applicable State law and that whenever any change in State law occurs, whether by change in statute or judicial interpretation, such change shall take precedence over and be deemed to be an amendment to the conflicting procedure.