

# Shepherd University Board of Governors

## Minutes of the Meeting of March 31, 2015

The Shepherd University Board of Governors met on March 31, 2015 in a special meeting. The meeting convened in the Lower Level Conference Room, Robert C. Byrd Center for Legislative Studies, 213 North King Street, Shepherdstown, West Virginia. Members participating were: John Beatty [phone], Jason Best, Marcia Brand, Bridget Cohee, Holly McCall, Tia McMillan [phone], D. Scott Roach [phone], W. Mark Rudolph [phone], Logan Sigley and John Younis [phone]. Also present were Shepherd University President Suzanne Shipley, members of the executive staff and others. Board members Chad Robinson and Diane Shewbridge were absent from the meeting.

1. **PUBLIC COMMENTS**

No public comments were made.

2. **MOTION TO EXECUTIVE SESSION**

**M (McCall), S (Best), PASSED**, all members participating by phone were polled, that pursuant to Section 4 of Article 9A of Chapter 6 of the WV Code, it was moved that the Board enter into executive session for the purpose of discussion of matters relating to legal matters and for discussion of individual personnel matters as to one or more specific employees of the University and matters that would be an invasion of privacy if publicly discussed.

At the conclusion of the executive session, the Board returned to open session.

3. **PRESIDENTIAL SEARCH PROCEDURES**

**M (Brand), S (Cohee)** to adopt the draft Presidential Search Procedures. Following discussion of all the components of the draft procedures, **M (Best), S (Cohee), PASSED**, all members participating by phone were polled, to amend the draft Presidential Search Procedures at Paragraph 1(d) to provide for two classified staff members; thereafter, upon the call of the question, **PASSED**, all members participating by phone were polled, that the following resolution be adopted by the Board:

**RESOLVED**, That the Shepherd University Board of Governors approves the following procedures for conducting a presidential search:

### SHEPHERD UNIVERSITY BOARD OF GOVERNORS SEARCH COMMITTEE PROCEDURES

1. The Board of Governors hereby establishes a Search Committee for the position of President of the University. The appointments to the Committee shall be made with an effort to reflect the diversity of the campus community and the region, and consist of:

members appointed by the Chair of the Board;

- a. each member of the Executive Committee of the Board of Governors
- b. one additional lay Board member
- c. one former lay member of the Board
- d. a non-classified staff member exclusive of members of the Executive Staff
- e. a member of the Deans Council

f. two community representatives  
members selected by the respective representative governance bodies (Student Government Association, Faculty Senate, Classified Employees Council);

- a. one undergraduate student
- b. one graduate student
- c. two faculty members
- d. two classified staff members

and the Chancellor of the Higher Education Policy Commission, ex-officio and non-voting. (The Board Chair will coordinate with the Chancellor to formalize the involvement of the Policy Commission in this search process, as required by HEPC Series 5.)

No person shall be appointed to the Search Committee who will not be eligible and available to serve until the conclusion of the work of the Committee. The work of the Committee will begin immediately, recognizing that one or more appointments may not yet have been made.

If a member of the Search Committee becomes a candidate for the presidency, that member shall resign immediately from the Search Committee. The provisions of the State Ethics Act relating to nepotism and other conflicts of interest shall apply at all times to all members of the Search Committee.

2. The Board Vice Chair, Dr. Brand, shall be the Chair of the Search Committee, and shall be entitled to vote. The Vice Chair of the Search Committee shall be named by the Committee Chair. Both the Chair and the Vice Chair of the Search Committee shall be lay members of the Board of Governors.
3. Staff support for the committee shall be provided by the selected Search Firm and by the Office of the University President.
4. The Committee Chair or designee and other committee members, as available, shall visit the campus and solicit the views of faculty, staff, students, administrators, alumni, community leaders, and other individuals who are familiar with the institution regarding the characteristics and qualities that should be possessed by the next president. Based on this input, a statement of leadership criteria shall be prepared and submitted to the Search Committee for approval. This statement shall be utilized in soliciting candidates and evaluating applicants. It shall be provided to all nominees and candidates, the Search Committee, and to individuals and groups associated with the institution.
5. A position announcement shall be prepared and submitted to the Search Committee for approval, and then transmitted by the Search Firm to appropriate individuals and organizations.
6. The Chair of the Committee, or the Search Firm or Committee staff if so designated by the Chair, shall be the only spokespersons for the work of the Committee.
7. Meetings of the Search Committee shall be called by the Chair of the Committee and all members must be notified by Committee staff at least seven days in advance, except that less than seven days' notice may be given if an emergency meeting is necessary.
8. The Vice Chair shall exercise all of the responsibilities of the Chair in the Chair's absence. No meeting is official without the presence of either the Chair or Vice Chair.
9. The Search Committee may meet in executive session for the purpose of discussing candidates for the position or for any other purpose authorized by law. Presentations to the Committee in open session or in executive session are restricted to members of the Committee and any individuals specifically invited by the Chair of the Committee to address the Committee.

10. No member may appoint a proxy for purposes of attending meetings or voting.
11. Absentee ballots may be used for voting provided that the completed ballot is received by the Committee Chair prior to when the vote is taken.
12. At least a majority of the Committee must be present to constitute a quorum for the purpose of voting.
13. Before the first meeting of the Committee at which candidates shall be considered, the applications will be made available for review. No further duplication of information may occur, without the written authorization of the Committee Chair. Any distributed information about a candidate must be returned to the Committee staff once the candidate has been eliminated from further consideration by the Committee. Eliminated candidates shall be notified with reasonable promptness that they are no longer being considered.
14. Members of the Committee shall not provide information about the names or backgrounds of any candidates to anyone outside the Committee or in any other way undermine the commitment of the Committee to confidentiality. Any member who breaks this commitment of confidentiality shall immediately resign from the Committee. Failure to do so will result in immediate removal by the Committee Chair.
15. All correspondence, telephone contacts, and other direct contacts with the nominees and candidates prior to interviews shall be handled by the Committee Chair or the Search Firm or the Committee staff at the Chair's direction.
16. Expenses associated with travel and other expenses of the Committee members, travel of each candidate and her/his spouse/significant other for preliminary interviews or campus interviews, and all other expenses associated with the search shall be reimbursed through the Office of the President.
17. Following the receipt of written authorizations from the candidates, and under the direction of the Committee Chair, reference checks will be conducted by the Search Firm. No person outside of the Search Firm may undertake reference checks of a candidate except as expressly authorized by the Chair.
18. The Committee shall conduct interviews of semi-finalists. The interviews shall be conducted at a confidential location within as short a period of time as is practical.
19. As soon as possible following the interviews with the semi-finalists, the Committee shall select three to six finalists for campus visits.
20. Up to the point of the campus interviews of the finalists, the Committee's pledge of confidentiality shall be strictly observed. When the finalists accept the invitation to participate in the campus interviews, they shall be informed by the Committee Chair or Committee staff that confidentiality can no longer be assured. However, there shall be no official release or confirmation of the names of the finalists to the news media except at the discretion of the Chair of the Committee. After public confirmation of the finalists, Committee members are still obligated to keep information about the discussions and opinions of all Committee members confidential, permanently.
21. As a part of the campus visits, all members of the Board of Governors shall be invited to participate in the interview with the Search Committee in executive session. Each finalist's campus visit shall also include meetings with students, classified staff, and faculty members, campus administrators, community leaders, alumni, and other individuals invited by the Search Committee. The spouse/significant other of each finalist will be invited to also visit the campus and community at this time. The Committee Chair shall receive comments from representatives of these groups after the campus visits by the finalists.

22. If the Search Committee decides at any point in the process that the pool of applicants does not include a sufficient number of qualified candidates, the Committee may reopen the search.
23. Based upon the interviews, the reference checks, input from various groups and individuals who met the candidates during the campus visits, and the Committee's assessment of the experience and qualifications of the finalists, the Committee shall choose by majority vote the candidates, in rank order, to be recommended to the Board of Governors for consideration for the presidency. The Board of Governors shall then convene in executive session for the purpose of accepting or rejecting the selection of the candidates, and shall establish the salary and emoluments, and shall authorize the Chair of the Board to extend an oral offer on behalf of the Board to the individual selected. The Board may also authorize the Board Chair to make an oral offer to the other finalists in rank order if the preferred candidate does not accept the offer. Once the oral offer is accepted, the Board Chair shall provide a written offer that has been reviewed by the Board members in executive session and that includes terms and conditions of employment.

4. NEW BUSINESS

None.

*Signed copy on E:6*

W. Mark Rudolph  
Chair

*Signed copy on E:6*

John Younis  
Secretary