

Shepherd University Board of Governors

Minutes of the Meeting of February 23, 2017

The Shepherd University Board of Governors met on February 23, 2017 in a regular meeting. Members participating were: Ray Alvarez [phone], John Beatty, Jason Best, Marcia Brand, Gat Caperton, Henry Kayes, Jr., Ramona Kissel, Eric Lewis, Tia McMillan [phone], Caitlin O'Connor and Chad Robinson [phone]. Also present were Shepherd University President Mary J.C. Hendrix, members of the executive staff and others. Board member D. Scott Roach was absent from the meeting.

1. **PUBLIC COMMENTS**

No public comments were made.

2. **ADMINISTRATION OF OATH OF OFFICE FOR NEW BOARD MEMBER**

The oath of office was administered by Chair Marcia Brand to Henry Kayes, Jr., new member to the Board.

3. **MINUTES OF THE MEETING OF NOVEMBER 16, 2016**

M (Best), S (Kissel), PASSED, all members participating by phone were polled (McMillan absent), that the minutes of the November 16, 2016 meeting of the Board of Governors be adopted as presented in the agenda book.

4. **ANNUAL AUDIT REPORT**

Mr. Tony Major, Vice President for Finance, and Mr. Keith Novak and Mr. Chris Kessler of CliftonLarsonAllen summarized the annual Audit Report. The presentation included a review of the Financial Statements as of and for the Years Ended June 30, 2016 and 2015, and the Independent Auditors Reports. Mr. Novak emphasized that the delays in completing the audit were due to state-wide issues arising from the capitol-complex, not the fault or error of any University staff. Mr. Kessler reported that the University received an unqualified, clean, opinion letter. He noted that there were no material weaknesses and discussed areas of recommendations relating to accounts receivable (A/R) and the allowance for doubtful accounts. Mr. Kessler noted that the A/R finding this year is no longer listed as material, since management has worked in the sub ledger to reduce the imbalance to a minimal level.

5. **PRESIDENT'S REPORT**

President Hendrix reviewed highlights of the ongoing initiatives for advancing Shepherd from among the comprehensive list provided in the President's report and emphasized the growing relationships with regional businesses, agencies, and community groups. The President expressed appreciation for all assistance being provided as to the Legislative Session and the special contributions of member Chad Robinson, and she noted the inclusion of FY2017 pending grant proposals as well as the FY2017 awarded grant proposals to date.

6. **AMENDMENT OF POLICY 19, ACADEMIC FREEDOM, PROFESSIONAL RESPONSIBILITY, PROMOTION AND TENURE, APPENDIX A**

M (Kayes), S (Kissel), PASSED, all members participating by phone were polled (McMillan absent), that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the amendments of Policy 19, *Academic Freedom, Professional Responsibility, Promotion, and Tenure*, as presented in the agenda book of February 23, 2017.

7. **REPORT OF THE ACADEMIC PROGRAMS AND DEVELOPMENT COMMITTEE**
On behalf of the Academic Programs and Development Committee, Mr. Alvarez introduced Ms. Monica Lingenfelter, Executive Vice President of the Shepherd University Foundation, to summarize the University Development Annual Report.

8. **INTENT TO PLAN FOR BACHELOR OF ARTS, APPALACHIAN STUDIES**
M (Alvarez), S (Kayes), PASSED, all members participating by phone were polled (McMillan absent), that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the development of a Bachelor of Arts in Appalachian Studies, and authorizes the President to file an Intent to Plan with the Chancellor of the Higher Education Policy Commission for approval.

9. **INTENT TO PLAN FOR BACHELOR OF ARTS, CONTEMPORARY THEATER**
M (Kissel), S (Best), PASSED, all members participating by phone were polled (McMillan was absent), that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the development of a Bachelor of Arts, Contemporary Theater Studies and authorizes the President to file an Intent to Plan with the Chancellor of the Higher Education Policy Commission for approval.

10. **REPORT OF THE ENROLLMENT, STUDENT AND COMMUNITY AFFAIRS COMMITTEE**
On behalf of the Enrollment, Student and Community Affairs Committee, Mr. Robinson introduced Dr. Tom Segar, Vice President for Student Affairs, to summarize the Student Affairs Annual Report. Mr. Bill Sommers, Vice President for Enrollment Management, provided a summary of his report to the Committee relating to spring 2017 enrollment and the early stages of the enrollment build for Fall 2017.

11. **REPORT OF THE FINANCE AND FACILITIES COMMITTEE**
On behalf of the Finance and Facilities Committee, Mr. Tony Major, Vice President for Finance, summarized the Quarterly Financial Report for the period ending December 31, 2016.

12. **UTILITIES RIGHT OF WAY AT TABLER FARM**
M (Best), S (O'Connor), 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 conveyance of the Right of Way to Potomac Edison Company as provided for in the Agenda Item 9-b materials of February 23, 2017, and authorizes the President to execute the Right of Way on its behalf.

13. **POTOMAC PLACE RIGHT OF WAY AGREEMENT**
M (Lewis), S (Best), 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 conveyance of the Right of Way to Potomac Edison Company as provided for in the Agenda Item 9-c materials of February 23, 2017, and authorizes the President to execute the Right of Way on its behalf.

14. **PROPOSED 2017-2018 ENROLLMENT, HOUSING, DINING AND OTHER FEES**
M (Caperton), S (O'Connor), PASSED, [nine in favor – two opposed], all members participating by phone were polled, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors adopts the enrollment, housing, dining and others fees schedules for FY2018, effective August 2017, as presented in the Agenda materials of February 23, 2017.

15. **NOMINATION AND ELECTION FOR NEW AUDIT COMMITTEE**
Chair Brand nominated Ray Alvarez as chair of the Audit and Finance Committee, and Scott Roach and Eric Lewis for its membership, pursuant to the Bylaws. The Audit and Finance Committee members for 2016-2017 were accepted by acclamation.

16. **MOTION TO EXECUTIVE SESSION**
M (Lewis), 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 honoraria and awards.

At the conclusion of the executive session, the Board adjourned.

17. **APPROVAL OF HONORARY DEGREE TO MR. FRED T. WHITE**
M (O'Connor), S (Kissel) 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 awarding of the Honorary Doctor of Business to Fred T. White, and directs that this action be reflected in the Board's meeting minutes following the public announcement of this conferral of honors.

18. **APPROVAL OF HONORARY DEGREE TO DR. JOHN ADAMS**
M (Best), S (Kissel) 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 awarding of the Honorary Doctor of Pedagogy to Dr. John Adams, and directs that this action be reflected in the Board's meeting minutes following the public announcement of this conferral of honors.

19. **NEW BUSINESS**
None.

Signed Copy on F.6
Marcia Brand
Chair

Signed Copy on F.6
Tia McMillan
Secretary