

## **SHEPHERD UNIVERSITY BOARD OF GOVERNORS**

### **MINUTES OF THE MEETING OF JUNE 11, 2020**

The Shepherd University Board of Governors met on June 11, 2020 for the annual meeting. The meeting was conducted digitally, as described in the Notice of Meeting, and all members participated by both video and audio feed. Members participating were: Ray Alvarez, David Avella, Gat Caperton, Jim Cherry, Henry Kayes, Jr., Ramona Kissel, Eric Lewis, Robert Marggraf, Tia McMillan, and Elizabeth Rini. Also present were Shepherd University President Mary J.C. Hendrix, members of the executive leadership team and others. Board member Allison Lott was absent from the meeting.

**1. PUBLIC COMMENTS**

The Board invited written submissions in its Notice of Meeting; no public comments were received.

Mr. Lewis noted that he hoped the Board could convene in person, on campus for its next meeting. He emphasized the both personal and institutional value that Black Lives Matter and that the leadership of the University is committed to do what is right for all of our students. He noted that the Board has the authority and the responsibility of establishing the policy of the University, and he reemphasized that the Board knows that the President is committed to social justice and the Board is committed to helping her maintain that at Shepherd University.

Several other members of the Board additionally commented on the important priority of a campus atmosphere in which all persons are treated with dignity and respect.

**2. RECOGNITION OF EMERITUS/EMERITA FACULTY AND STAFF**

Dr. Scott Beard, Provost, presented to the Board: Dr. Dan DiLella as Professor of Chemistry, *Emeritus*; Dr. David Gonzol as Professor of Music, *Emeritus*; and Mr. L. Dow Benedict IV, Professor of Art, Dean-College of Arts and Humanities and Vice President for Presidential Initiatives and Capital Fundraising, *Emeritus*. Dr. Marie DeWalt, Director of Human Resources, recognized: Ms. Sharon Earl as Administrative Associate, *Emerita*; Mr. Fred Hammer as Carpenter/Locksmith, *Emeritus*; Mr. James King as Carpenter, *Emeritus*; Ms. Marian Willauer, as Student Employment Coordinator, *Emerita*, and presented to the Board Mr. John Turner, Sr., as Network Architect/Engineer, *Emeritus*.

**3. CONSENT AGENDA ITEMS**

**M (Marggraf), S (Kissel), PASSED**, all members were polled, that the following resolution be adopted by the Board:

**RESOLVED**, That the Shepherd University Board of Governors approves:

- 1) The Minutes of the Meeting of April 23, 2020;
- 2) The FY2022 Capital Funding Priorities;

- 3) The Athletic Program Philosophy;
  - 4) The Ratification of Policies Relating to COVID-19;
  - 5) The Temporary Suspension of Policy 8 Relating to Labor Day; and
  - 6) The Business Information Systems Minor,
- each as presented in the Agenda materials of June 11, 2020.

4. **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.

5. **REPORT OF THE ACADEMIC PROGRAMS AND DEVELOPMENT COMMITTEE**

On behalf of the Academic Programs and Development Committee, Mr. Alvarez provided a brief update of the Committee's discussions which included review of a few items included in the Consent Agenda and a University Development Update.

6. **REPORT OF THE ENROLLMENT, STUDENT AND COMMUNITY AFFAIRS COMMITTEE**

On behalf of the Enrollment, Student and Community Affairs Committee, Mr. Caperton provided a brief update of the Committee's discussions which included an Enrollment Management Update, a discussion of recruitment initiatives in enrollment and athletics, as well as a discussion on growing the athletics teams.

7. **REPORT OF THE FINANCE AND FACILITIES COMMITTEE**

On behalf of Finance and Facilities Committee, Mr. Kayes provided a brief update of the Committee's discussions which included a facilities update from Jim King, classroom management for the Fall term in the COVID-19 environment, and a discussion of the FY2021 Capital Initiatives. Mr. Kayes introduced Ms. Pam Stevens who reviewed the Quarterly Financial Report: 3<sup>rd</sup> Quarter FY2020 with the Board.

8. **PROPOSED FY2021 ANNUAL BUDGET**

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

**RESOLVED**, That the Shepherd University Board of Governors approves the FY2021 Annual Budget, Scenario 2, as presented in the agenda materials of June 11, 2020.

9. **COMPREHENSIVE CAMPAIGN DISCUSSION**

Mr. Alvarez noted it is difficult to resume this discussion when the Foundation is down three people. In the context of the financial situation Shepherd and the country is in, it will be difficult to get people to respond. By consensus, the Board agreed that a six-month deferral of the launch would undoubtedly be appropriate. Mr. Caperton, Chair of the Comprehensive Campaign, agreed with the delay, but looks forward to moving forward vigorously at the right time. While agreeing informally that the launch would probably not precede January, it was also agreed that the topic of the timing of the launch is worth revisiting, at least briefly, at each Board meeting during the Fall.

Mr. Avella asked about the three open positions. Ms. Lingenfelter noted these searches were put on hold when the budget issues worsened, but we do urgently need to fill the Director of Alumni position and it was agreed this should proceed.

10. **ELECTION OF OFFICERS FOR 2020-2021**

The Nominating Committee, by and through its chair Mr. Alvarez, submitted a slate of Mr. Lewis as Chair, Mr. Caperton as Vice Chair, and Mr. Kayes as Secretary. There were no other nominations. **M (Alvarez), S (Cherry), PASSED**, all members were polled, to close nominations, the slate was then Elected, all members participating were polled.

11. **ELECTION OF AUDIT AND NOMINATING COMMITTEES**

Mr. Lewis nominated Mr. Kayes as chair of the Audit Committee, and Ms. McMillan, Mr. Alvarez and Mr. Lewis for its membership, pursuant to the Bylaws. The Audit Committee members for 2020-2021 were accepted by acclamation.

The Nominating Committee then nominated, by and through its chair Mr. Alvarez, a slate of Mr. Avella, Mr. Cherry, and Mr. Marggraf, for its membership pursuant to the Bylaws. **M (Kayes), S (Kissel), PASSED**, all members were polled, to close nominations, the slate was then Elected, all members were polled.

12. **PROPOSED MEETING SCHEDULE FOR 2020-2021**

Chair Lewis reviewed the proposed meeting schedule for 2020-2021, as published in the agenda book, with the Board.

13. **NEW BUSINESS**

The following special resolutions for adoption by the Board were moved by Mr. Lewis and approved by acclamation:

**BOARD OF GOVERNORS RESOLUTION  
HONORING  
MS. TIA MCMILLAN**

WHEREAS, Ms. Tia McMillan has served on the Shepherd University Board of Governors from 2013 to 2020 with distinction and leadership; and

WHEREAS, throughout her tenure on the Board, Ms. McMillan has made informed contributions in her analysis of University information and her thoughtful guidance on opportunities to enhance the academic and student life experiences of students and to broaden the effectiveness of the University's outreach to its friends, alumni and supporters; and

WHEREAS, Ms. McMillan has given generously of her time in the work of the Board, serving initially as a faithful member of the Enrollment Management/Advancement Committee, and then successively serving as Board Secretary, Board Vice Chair, and Chair of the Academic Programs and Development Committee; and

WHEREAS, she has been a great advocate for and contributor to arts and humanities initiatives throughout the Eastern Panhandle, but has maintained a special and enduring support for many of these programs at Shepherd, including the Scarborough Society, the Contemporary American Theater Festival, the McMillan Family International Initiative, and the McMillan Family Scholarship; and

WHEREAS, the contributions of her time and talents to the Board have always been noteworthy in the manner by which grace, humor and an empathetic ear characterize her role and have endeared her to the Board members and administrators of the University; and

WHEREAS, while knowing that Ms. McMillan will always be a friend of Shepherd University, the Board of Governors acknowledges that she is completing her eighth consecutive year of membership and is therefore not eligible for re-appointment by the Governor.

THEREFORE, BE IT RESOLVED, THAT the Shepherd University Board of Governors honors Ms. Tia McMillan for her leadership and contributions, expresses to her its sincere gratitude and admiration, and looks forward to her continued contributions to the University in other venues; and

FURTHER, BE IT RESOLVED, THAT this resolution be inscribed upon the minutes of the June 11, 2020, Board of Governors meeting and that a copy of the resolution be presented to Ms. McMillan.

**BOARD OF GOVERNORS RESOLUTION  
HONORING  
MR. WILLIAM E. SOMMERS**

WHEREAS, Mr. William E. Sommers has served Shepherd University since spring 2016 as Vice President for Enrollment Management; and

WHEREAS, he has provided steady and sound leadership to the Enrollment Management work group, successfully leading the Admissions, Financial Aid, and Registrar's offices; and

WHEREAS, Mr. Sommers, recognizing the changing landscape in the student recruitment marketplace, has implemented innovative ideas for enrollment, including implementation of digital advertising and geo-fencing to target specific markets via social media, extending the Shepherd University welcome mat early with a series of new initiatives, including a refreshed program for Accepted Student Day, strengthening outreach to regional guidance counselors to solidify their ties to Shepherd, and most recently implementing personalized videos as a way to announce financial aid packages to students; and

WHEREAS, Mr. Sommers has successfully led Shepherd's strategic planning effort, organizing a diverse group of faculty, staff, and administrators into four cohesive work teams to develop and implement Shepherd's five-year plan; and

WHEREAS, Mr. Sommers has been a valued member of the Executive Leadership team, offering concise analysis of issues confronting the University and serving as a thoughtful advisor and critical problem solver; and

WHEREAS, Mr. Sommers, who already had a demanding portfolio of responsibilities, willingly accepted new assignments when asked, including overseeing IT and collaborating with the Student Success program;

THEREFORE, BE IT RESOLVED, THAT the Shepherd University Board of Governors honors Vice President Bill Sommers for his record of exemplary service to the University and to the Board of Governors, and expresses to him the gratitude and enduring appreciation of the Board and the entire University community; and

FURTHER, BE IT RESOLVED, THAT this resolution be inscribed upon the minutes of the June 11, 2020, Board of Governors' meeting and that a copy of the resolution be presented to Mr. Sommers.

14. **EXECUTIVE SESSION**  
M (Kissel), S (Cherry), PASSED, all members were polled, that pursuant to Section 4 of Article 9A of Chapter 6 of the WV Code, that the Board enter into executive session for the purpose of discussion of matters relating to personnel matters as to one or more specific employees of the University and matters that would be an invasion of privacy if publicly discussed, and to discuss confidential legal matters.

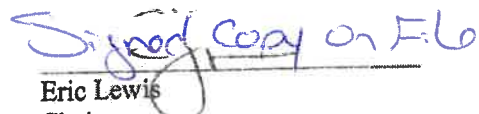
15. **ARISING FROM EXECUTIVE SESSION INTO REGULAR SESSION**  
M (Alvarez), S (Cherry), PASSED, all members were polled, that the Board arise from Executive Session and resume its regular session.

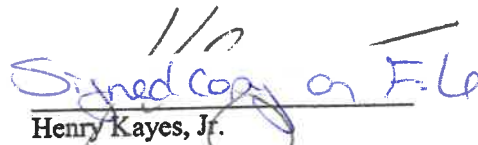
16. **MATTERS ARISING OUT OF EXECUTIVE SESSION**  
A. **Diversity and Institutional Equity: M (Alvarez), S (Cherry), PASSED, (Avella absent)** all members were polled, that the Shepherd University Board of Governors, following consultation with the President, finds that:  
i. A commitment to tolerance, social justice and diversity is essential to the educational mission of the University;  
ii. As Shepherd University seeks to fulfill its mission in educating tomorrow's leaders and preparing them with a comprehensive academic preparation, in an array of professional fields and disciplines, it is essential for the University to recognize and embrace the importance of integrating that commitment fully into our academic, administrative and student life; and  
iii. To implement and maintain these goals, it is imperative that the administrative structure of the University facilitates the proper and continuing focus upon them.

The Board therefore directs that the President shall establish and maintain, as a direct report to the President, an administrative Office for Diversity and Institutional Equity; provided, that at the discretion of the President, the office may be staffed by a tenured member of the faculty who accepts the administrative appointment in conjunction with their faculty services.

B. **Engagement of Counsel: M (Kayes), S (Alvarez), PASSED, (Avella absent)** all members were polled, that the President shall engage outside counsel to provide comprehensive advice and counsel directly to the President and the Board, for the scope of legal matters addressed by the President and the Board within executive session.

C. **Board Policy Revisions: M (Marggraf), S (Caperton), PASSED, (Avella absent)** all members were polled, that the Shepherd University Board of Governors approves authorizing the President to develop in a consultative manner prospective policy revisions as described in this Agenda item, and approves the issuance of a Notice of Amendment of Policy 4, Sexual Harassment, Policy 18, Social Justice, and Policy 19, Academic Freedom, Professional Responsibility, Promotion, and Tenure, and directs the President to distribute the Notice to all required recipients as provided for in Policy 1, together with a summary of Policy 1's description of the manner in which comments will be received.

  
Eric Lewis  
Chair

1/10  
  
Henry Kayes, Jr.  
Secretary