

SHEPHERD UNIVERSITY BOARD OF GOVERNORS

MINUTES OF THE MEETING OF SEPTEMBER 11, 2025

The Shepherd University Board of Governors met on September 11, 2025, in a regular meeting. Members participating were: Gat Caperton, Dr. James Cherry, Tyler Furbee, Dr. Heidi Hanrahan, Henry Kayes, Jr., Jonathan Mason (virtual), Susan Mentzer-Blair, Guillermina Garcia Moore, Austin J. Slater, Jr., Danielle Stephenson, and Karl Wolf (virtual). Also present were Shepherd University President Mary J.C. Hendrix, members of the executive leadership team, and others. Board member David Avella was not present.

1. PUBLIC COMMENTS

No public comments were made.

2. ADMINISTRATION OF OATHS OF OFFICE FOR NEW BOARD MEMBERS

The oaths of office were administered by Chair Cherry to Tyler Furbee and Danielle Stephenson.

3. CONSENT AGENDA ITEMS

M (Caperton), S (Mentzer-Blair), 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 June 19, 2025;
 - 2) The Amendments of Bylaws; and
 - 3) The Utility Easement,
- each as presented in the Agenda materials of September 11, 2025.

Each of the three Advisory Members indicated that they supported adoption of this resolution of the Board.

4. PRESIDENT'S REPORT

President Hendrix commented on the Department of English, History, and Modern Languages newsletter and asked Dr. Hanrahan to share a few words. President Hendrix then provided an overview of the New Academic Year Goals for 2025-2026, along with updates on Shepherd University L.E.A.D.S., hosting the WV Intermediate Court of Appeals, our new status as a Peace Corps Prep Institution, the transformational gift received from Bill and Bonnie Stubblefield, the Great Colleges to Work for Committee initiatives, the new Agribusiness building, Shepherd's grants portfolio, and the recent West Virginia First Foundation site visit.

5. **REPORT OF THE ACADEMIC PROGRAMS AND DEVELOPMENT COMMITTEE**
On behalf of the Academic Programs and Development Committee, Mr. Caperton provided a brief update of the Committee's discussions. In the Academic Affairs Division, this includes the ongoing development of the new Online Learning initiative and the strategic student retention initiatives. The Development and Foundation updates document ongoing work to expand the financial support and outreach by the University. At his request, Dr. Jack DeRochi, Vice President for Academic Affairs and Provost, discussed the revised Intent to Plan process with the Board, as well as each of the two proposed new programs.

6. **REVISED INTENT TO PLAN AND ACADEMIC PROGRAM APPROVAL PROCESS**
M (Cherry), S (Mentzer-Blair), PASSED, all members were polled, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the Revised Intent to Plan and Academic Program Approval Process as presented in the agenda materials of September 11, 2025.

Each of the three Advisory Members indicated that they supported adoption of this resolution of the Board.

7. **INTENT TO PLAN FOR MASTER OF ARTS IN MENTAL HEALTH COUNSELING**
M (Mentzer-Blair), S (Cherry), PASSED, all members were polled, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the Intent to Plan for Master of Arts in Mental Health Counseling and directs the Provost to oversee completion of the Program development for final Board approval as presented in the agenda materials of September 11, 2025.

Each of the three Advisory Members indicated that they supported adoption of this resolution of the Board.

8. **INTENT TO PLAN FOR THE ENDORSEMENT IN SPECIAL EDUCATION. MULTI-CATEGORICAL**
M (Mentzer-Blair), S (Cherry), PASSED, all members were polled, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the Intent to Plan for Endorsement in Special Education (multi-categorical) and directs the Provost to oversee completion of the Program development for final Board approval.

Each of the three Advisory Members indicated that they supported adoption of this resolution of the Board.

9. **REPORT OF THE ENROLLMENT, STUDENT, AND COMMUNITY AFFAIRS COMMITTEE**
On behalf of the Enrollment, Student, and Community Affairs Committee, Ms. Mentzer-Blair provided a brief update of the Committee's discussions, which included an Athletics Division Update, an Enrollment Management Division Update, a Student Affairs Division

Update, and an Enrollment and Housing Update. Ms. Mentzer-Blair asked Ms. Holly Morgan-Frye, Vice President for Student Affairs and Director of Community Relations, to provide an update on Shepherd's international students from Nepal and the special challenges they face. She also asked for a few specific remarks about the digital accessibility legal requirements, and discussion among members ensued. Ms. Mentzer-Blair then asked Mr. Will Bell, Associate Vice President for Enrollment Management, to provide a brief update on enrollment, and a discussion among members ensued.

10. REPORT OF THE FINANCE AND FACILITIES COMMITTEE

On behalf of the Finance and Facilities Committee, Mr. Kayes provided a brief update of the Committee's discussions, which included the Quarterly Financial Report: 4th Quarter FY2025 (Pre-audit), the Strategic Investment of Net Revenue, and the Tuition and Fee Waiver Report: FY2025. Dr. Cherry thanked Mr. Kayes, Dr. Scott Barton, Vice President for Finance and Administration, and his team for the continuing attention to the University's financial health and noted the importance of the University's improved financial position.

11. STRATEGIC PLAN

Drs. DeRochi and Barton provided an update on the work of the Strategic Planning Committee.

12. NEW BUSINESS

Chair Cherry noted that he and Ms. Moore walked through the West Woods halls with Ms. Morgan-Frye following the recent groundbreaking ceremony. Ms. Moore noted these rooms need to be enhanced and renovated to meet the expectations of students.

13. MOTION TO EXECUTIVE SESSION

M (Mentzer-Blair), S (Slater), PASSED, all members were polled, that the following resolution be adopted by the Board:

RESOLVED, pursuant to Section 4 of Article 9A of Chapter 6 of the W V 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 persons, which would be an invasion of privacy if publicly discussed, and to discuss confidential legal advice, and to discuss personal honoraria and awards.

Each of the three Advisory Members indicated that they supported adoption of this resolution of the Board.

Following this discussion, the Board rose back into public session at the Cumberland Room of the Student Center, as publicly posted prior to the beginning of the Executive Session.

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

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 breadth of the campus community and the region, and consist of:
 - a. each member of the Executive Committee of the Board of Governors

- b. two senior-level, non-classified administrators, at least one from within Academic Affairs, named by the Board Chair
- c. two persons of the community with distinguished affiliation to Shepherd, named by the Board Chair
- d. one alumni, named by the Board Chair
- e. and three members, one each from three nominees designated by the respective representative governance bodies (Student Government Association, Faculty Senate, Classified Employees Council), and then selected by the Board Chair.

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 and should be recognized by members as extending to any appearance, reasonably likely to occur, of conflict of interest.

2. The Board's Vice Chair shall be the Chair of the Search Committee and shall be entitled to vote. The Vice Chair of the Search Committee shall be named from among the other lay members of the Board of Governors.
3. The Board Chair and the Committee Chair are authorized to coordinate and direct the engagement of a Consultant, appropriately professionally experienced, to assist and guide the search. Staff support for the committee shall be provided by the selected Consultant and by the General Counsel ("staff").
4. The Consultant, in conjunction with the Committee Chair or designee, 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 draft Presidential Profile/Statement of Leadership criteria shall be prepared by the Consultant, in conjunction with the Committee Chair and staff, and submitted to the Search Committee for approval. The Presidential Profile will also include a list of minimum qualifications. This Profile 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 Consultant and staff to appropriate individuals, organizations, and publications, such as the Chronicle of Higher Education.
6. Each applicant shall receive notice of receipt of his/her application and that all materials will remain confidential at this stage of the search.
7. The Committee Chair and the Consultant, or staff if so designated by the Chair, shall be the only spokespersons for the work of the Committee.

8. Meetings of the Search Committee shall be called by the Committee Chair, 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.
9. The Committee Vice Chair shall exercise all of the responsibilities of the Committee Chair in the Chair's absence. No meeting is official without the presence of either the Chair or Vice Chair.
10. The Consultant shall review all applications and prepare a list of qualified individuals for the Search Committee; provided, that as to applicants so determined to not meet the minimum required qualifications, that determination shall be reviewable by the Committee Chair.
11. The Search Committee may meet in executive session for the purpose of discussing qualified 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, the Consultant, the Committee staff, and any individuals specifically invited by the Chair of the Committee to address the Committee.
12. No member may appoint a proxy for purposes of attending meetings or voting.
13. 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.
14. At least a majority of the Committee must be present to constitute a quorum for the purpose of voting.
15. 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.
16. 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, the sole appeal of which would lie with the Board of Governors.
17. All correspondence, telephone contacts, and other direct contacts with the nominees and candidates prior to interviews shall be handled by the Committee Chair and/or the Consultant, or the Committee staff at the Chair's direction.
18. 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 and coordinated by the Committee staff.
19. Following the receipt of written authorizations from the candidates, and under the direction of the Committee Chair, preliminary reference checks will be conducted by the Consultant. No other person may undertake preliminary reference checks of a candidate except as expressly authorized by the Chair. A

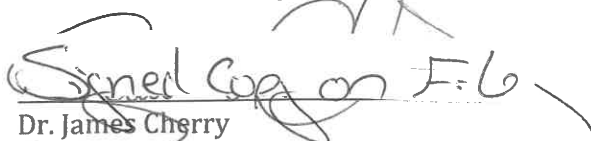
list of the substance of questions shall be discussed and approved by the Search Committee.

20. 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.
21. As soon as possible following the interviews with the semi-finalists, the Committee shall select three to six finalists for campus Visits/ Interviews.
22. Up to the point of the campus Visits/ 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 Visits/ 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 Committee Chair. Regardless of the extent of public confirmation of the finalists, Committee members are still obligated to keep information about the discussions and opinions of all Committee members confidential, permanently.
23. The Committee Chair, Consultant, and staff, in consultation with the Search Committee shall determine the itinerary for each candidate. As a part of the campus Visits/ Interviews, the Board of Governors shall interview each finalist in executive session. Each finalist's campus Visit/ Interview shall also include meetings with the Search Committee, students, staff, 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 Consultant, in conjunction with the Committee Chair and staff, shall receive and summarize comments from these participants after the campus visits by the finalists, and will share this feedback with the Search Committee.
24. 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.
25. Each Search Committee member shall review the materials for each finalist (e.g., interviews, reference checks, input from various groups and individuals who met the candidates during the campus visits, input from the consultant) and their own assessment of the experience and qualifications of each finalist.
26. The Search Committee shall meet in Executive Session to discuss the finalists and, by majority vote, recommend up to three candidates to the Board of Governors for consideration for the presidency. The list shall not be ranked—the names shall be alphabetized.
27. The Board of Governors shall convene in executive session for the purpose of discussing the proposed candidates and to select a candidate. Upon selection of a candidate, the board shall, in executive session, establish appropriate parameters of salary and emoluments, and shall review contractual terms and conditions, and shall thereafter authorize the Chair of the Board to extend a conditional oral offer on behalf of the Board to the individual selected. The Board Chair or his designees may wish to visit the candidate's university to gain further insights before a final oral offer is extended. The Board may also, at its discretion, authorize the Board Chair to make an oral offer to one or more other finalists in rank order if the preferred candidate declines the offer. Once the oral

offer is accepted, the Board Chair shall provide a written offer, as authorized by the Board, that includes the terms and conditions of employment.

28. Once the candidate accepts the position, the Board Chair, or his designee, in conjunction with staff and other Shepherd University staff, shall prepare press releases announcing the conclusion of the search and introducing Shepherd University's new president.

Following this action, the Board adjourned.


Dr. James Cherry
Chair


Susan Menzer-Blair
Secretary