

BLUEFIELD STATE COLLEGE
Board of Governors
June 25, 2019

Members Present: The Reverend Garry Moore, Jr. (chair), Mr. Charlie Cole (vice chair), Dr. Deirdre Guyton, Mr. Bob Buzzo, Mr. Bill Cole, Ms. Cathy Deeb, (participating via conference phone) Dr. Jesse Calloway, Mr. Ronnie Hypes

Members Absent: Dr. Norman Mirsky, Mr. Chris Jones, Ms. Lois Manns

Welcome, Chair's Remarks, and Call to Order – Chairman Moore

Chairman Moore determined that a quorum was established, then he called the meeting to order at 4 p.m. in the Boyd Conference Room, Conley Hall, Bluefield State College. He welcomed attendees the meeting. He informed the Board that he will participate in an Association of Governing Boards-organized panel discussion to discuss the future of America's Historically Black Colleges and Universities.

Public Comment—BSC alumnus and former baseball player Jay Schline addressed the Board regarding the status of the Bluefield State College baseball coach and program.

Acceptance of Meeting Minutes—Chairman Moore received confirmation that Board members had reviewed minutes of the Board's April 25, 2019 meeting. Hearing no requests to correct or revise the minutes, the minutes of the April meeting were accepted by assent of the Board.

Presidential Search Committee—Vice Chairman Charlie Cole reported that the BSC Board Presidential Search Committee had, to date, received 12 applications for the position of BSC President, adding that applications will be received through July 14. Shortly thereafter, the committee will begin the application review process.

Board Committee Reports—Chairman Moore confirmed that Board members had reviewed reports of the most recent Board Committee reports. Hearing no questions, requests for additional information, or concerns from Board members, the Committee reports were approved as received.

President's Report—Regarding administrative matters, President Capehart noted the need for a comprehensive review and streamlining of Board by-laws. He discussed the new working agreement that provides consistency in the operating arrangement between the College and the BSC Foundation, and he detailed the creation of the Applied Research Foundation of WV. He noted that WV legislative auditors will conduct an on-campus audit in the near future, and he provided a status update regarding grievances involving the College and reviewed a Board of Governors' proposed meeting calendar for the 2019-20 FY.

The President noted developments involved in attaining and sustaining a robust enrollment, including a progress report on the "Heritage Village" student housing project,

the announcement of the Blue and Gold Opportunity Plan, and plans to create a \$200K budget for marketing and promoting the College.

He reported that he has met with BSC alumni in a series of meetings in Charlotte, NC and Roanoke VA. He said that meetings with alumni in Ohio and North Carolina are scheduled for next month. He also discussed the “125 Challenge,” a fund-raising campaign designed to increase the number for donors and generate additional funds in support of the College, and he informed the Board of the “Big Blue Bash,” an August 18 program celebrating students return to campus.

President Capehart discussed the essential nature of restoring sound fiscal health to the College, and he elaborated upon improvement tactics that will focus on that goal.

Financial & Administrative Affairs—BSC Vice President for Financial & Administrative Affairs Shelia Johnson told the Board that College staff is preparing for a legislative audit and a federal programs audit. The College is also awaiting approval of the 2019-20 BSC budget submitted to the State Budget Office.

Enrollment—Dr. Jo-Ann Robinson, BSC Vice President for Student Affairs & Enrollment Management reported Fall 2019 Semester enrollment information, and detailed activities that include two new student orientation sessions in July.

Election of Board Officers—Board chairman Moore recused himself from presiding over the election of Board Officers for the 2019-20 year. President Capehart presided over the nomination and election process. Vice chairman Cole nominated Rev. Moore to serve as Board chairman. The nomination was seconded by Mr. Bill Cole. Receiving no other nominations, the Board affirmed that Rev. Moore will serve as Board chair for the coming year.

Mr. Buzzo nominated Mr. Charlie Cole as Board Vice Chair. Rev. Moore seconded the nomination. Receiving no other nominations, the Board affirmed that Mr. Charlie Cole will serve as Board chair for the coming year. Following the election of Board officers, Chairman Moore presided over the remainder of the meeting.

Old Business/New Business—The Board had no old or new business to consider.

Announcements—The President reported that Dr. Sarah Tucker, Interim Chancellor of the West Virginia Higher Education Policy Commission, will visit Bluefield State College on July 8. Board members are invited to attend and participate in a lunch meeting on that date at David’s Restaurant, during which they can meet the Interim Chancellor. The meeting begins at noon.

Comments—Chairman Moore invited comments from Board members. Dr. Guyton said she has been contacted by BSC employees who inquired about the possibility of faculty and staff raises for the coming year. Vice President Johnson stated that, at present, there are no plans for raises. Additional funding from the State will help to offset the College’s

anticipated budget deficit entering the new fiscal year. President Capehart added that the College's enrollment figures should be considered prior to any discussion about raises.

Executive Session—Dr. Guyton moved that the Board enter into executive session to consider a personnel matter. Vice Chairman Cole seconded the motion, which passed. The Board entered into executive session at 4:55 pm.

At 5:15 pm, Vice Chairman Cole made a motion for the Board to conclude its executive session. Mr. Bill Cole seconded the motion, and the Board returned to regular session.

With no other business to consider, the meeting adjourned at 5:20 pm.

Respectfully submitted,
Jim Nelson

**BLUEFIELD STATE COLLEGE
BOARD OF GOVERNORS**

AT A MEETING HELD JUNE 25, 2019

It is hereby MOVED that the Board of Governors of Bluefield State College repeal the By-laws currently in effect and adopt the following By-laws.

**Board of Governors
Bylaws**

Approved February 15,
2007

As revised June 25,
2019

Article 1. Institutional Governance.

- 1.1 State Law. The organization shall be governed by the Bluefield State College Board of Governors ("the Board") pursuant to the laws of the State of West Virginia.
- 1.2 Scope. The Board of Governors and their successors in office are created by the people of West Virginia through the Code of West Virginia as a public body with the power of general supervision and control over the academic and business affairs of Bluefield State College ("the College").
- 1.3 Purpose. The sole purpose of these By-laws is to provide for the general

organization and governance of the College through its board structure; the selection of the president and his or her duties and powers; and meeting requirements.

- 1.4 Policies. The Board shall govern the College, further, through the promulgation of policies; adoption of resolutions; and other actions consistent with the laws of the State of West Virginia.
- 1.5 Membership. The Board shall be constituted as provided by law.
- 1.6 Principal office. The principal offices of the Board of Governors shall be the Office of the President, 219 Rock Street, Bluefield, West Virginia. 24701.

Article 2. Meetings of the Board.

- 2.1 Required meetings. The Board shall conduct required meetings which includes the annual meeting as directed by law.
 - 2.1.1 At the annual meeting each year, the Board shall approve the dates and places for the required meetings for the following year.
 - 2.1.2 At his or her discretion, the Chair may postpone a required meeting; provided that the Chair set an alternative date and place as provided by law.
- 2.2 Special meetings. Special meetings of the Board may be called, as follows:
 - 2.2.1 The Chair may call a special meeting at his or her discretion.
 - 2.2.2 The President shall call a special meeting within ten days upon the written request of any six members of the Board, which meeting is limited to the agenda item(s) set forth in the request.
- 2.3 Quorum. The quorum for any meeting of the Board shall be as provided by law.
 - 2.3.1 In the event there is not a quorum, the attending members may meet and adjourn until such time as a quorum can be obtained; provided, no action may be taken on any matter without the presence of a quorum.

2.3.2 A quorum may include members who may attend electronically.

Article 3. Conduct of Board Meetings.

3.1 Agenda. The President shall prepare and the Chair shall approve the agenda for every meeting.

3.1.1 At any regular meeting, any member of the Board may present an item for discussion; provided, that no action shall be taken on such item.

3.1.2 At special meetings, the Board may only consider those items on the agenda.

3.2 Minutes. The Secretary of the Board shall record the minutes of every meeting and prepare and present such minutes to the Board for approval at the next regular meeting.

3.3 Executive Session. The Board may close a portion of the meeting and enter executive session as provided by law.

3.3.1 No minutes shall be taken during an executive session of the Board.

3.3.2 No person not a member of the Board shall be permitted to attend the executive session except upon a majority vote of the Board members.

3.4 Appearances Before the Board. Any Individual or group representing the faculty or staff who desires to appear before the Board of Governors as a part of the Board's regular agenda shall submit their request to the President prior to the scheduled meeting of the Board.

3.4.1 The President, in consultation with the Chair, may either place the requested item on the agenda or reject it, notifying the individual or group of the reasons for his or her decision.

3.4.2 The President may refer any such request to the Chair for referral to a committee of the Board.

3.5 Public Comment Period. At each regular meeting of the Board of Governors, the agenda shall include a public comment period.

3.5.1 Persons wishing to address the Board for a period not to exceed three minutes may register at the Board meeting room during the thirty-minute period prior to the commencement of the Board meeting.

- 3.5.2 Registrants will be called upon in the order of registration by the Chair, but public remarks will be limited to a total of thirty minutes at any one meeting.
 - 3.5.3 Any person(s) who registered to speak at a meeting but who are not called upon due to the expiration of available time will be placed at the top of the registration list for the next regular meeting.
 - 3.5.4 The Board Chair may limit the number of speakers on a given topic.
 - 3.5.5 The Chair or a majority of the Board may waive these rules and hear any person on any subject.
- 3.6 Meeting Protocol. The meetings shall be conducted in compliance with Robert's Rules of Order where not superseded by these By-laws or the laws of the State of West Virginia. In addition:
- 3.6.1 The Chair may ask all those in attendance at meetings of the Board of Governors to identify themselves to the Chair or a designee upon entry to the meeting. Only members of the Board of Governors, the President, and those recognized by the Chair may address the Board.
 - 3.6.2 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.
 - 3.6.3 No flags, banners, signs, or similar displays by the public shall be permitted in meetings of the Board of Governors.
 - 3.6.4 No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Governors or its committees.
 - 3.6.5 No person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any public meeting.
 - 3.6.6 Visitors to meetings of the Board of Governors shall observe the reasonable requests of the Chair.

Article 4. Board Action.

- 4.1 Voice vote. All action by the Board shall be by voice vote; provided that a roll call vote may be taken upon a motion and second for a roll call vote.
- 4.2 Members attending electronically. Whenever any member participates in a meeting of the Board electronically, the Chair shall poll such member(s) individually as to his or her vote on each action.

4.3 Proxy votes prohibited. No member may vote by proxy.

Article 5. Officers of the Board.

5.1 Chair. The Board shall elect a Chair as prescribed by law.

5.1.1 In the event of a vacancy in the office of Chair, the Vice Chair shall serve until the next meeting of the Board at which time the Board shall elect a Chair to serve the unexpired term.

5.1.2 A person may not serve more than four consecutive terms as chair including an unexpired term in which the person served six months or more. An unexpired term of less than six months shall not be considered a “term” for the purposes of the limitation set forth in this section

5.2 Vice Chair. The Board shall elect a Vice Chair as prescribed by law.

Article 6. The President.

6.1 Selection. The Board shall, as often as necessary, select a president of the College who shall serve at such terms as the Board may establish.

6.2 General Duties and Powers. The President shall be the sole administrative officer of the Board and, as such, shall perform the duties usually attached to the chief executive officer of the College and shall exercise such powers as are inherent in such position in promoting, supporting, or protecting the interests of the College and in managing and directing all of its affairs.

6.3 Specific Duties and Powers. As the chief executive officer of the College, the President’s powers include, but are not limited to:

6.3.1 Assisting the Chair in coordinating the meetings of the Board;

6.3.2 Issuing directives and executive orders not in contravention of existing Board policies;

6.3.3 Issuing all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the Board;

6.3.4 Instructing the proper administrative officers to prepare an annual budget which upon approval, shall be recommended to the Board;

6.3.5 Preparing the annual reports of the Board; and

6.3.6 Exercising such other powers, duties, and responsibilities as are delegated or required by the Board of Governors.

6.4 Exercising Powers of the Board. Whenever any power or duty is assigned to the Board by law or regulation, the President is authorized to act on behalf of the Board, except to the extent restricted expressly by such law or regulation or by a Policy or resolution adopted by the Board.

- 6.5 Vacancy. In case of a vacancy in the office of the President, the Board at the time of the announcement that the President is leaving or has resigned, shall elect an Acting President who shall exercise the duties and powers of the President as stated in these Bylaws until such time as an Interim President or President is selected. For the purposes of this section:
- 6.5.1 An Acting President shall be a person who currently holds a position within the College;
 - 6.5.2 An Interim President shall be a person who is elected by the Board and authorized to exercise the duties and powers of the President for a period not to exceed two years.
 - 6.5.3 The President shall be selected as prescribed by law.

Article 7. Committees.

- 7.1 Establishment and Appointment of Chairs. The Board Chair may appoint committees and committee chairs and prescribe their duties and functions.
- 7.2 Proceedings. All committees shall keep a record of their proceedings and shall report to the Board as may be required by the Board Chair. 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.
- 7.3 Matters in Writing. All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

Article 8. Organization of the College.

- 8.1 President's Authority. For purposes of administration, the President is authorized to determine the organizational structure of the College.
- 8.2 Consultation with the Board. Prior to any changes in the organizational structure of the College, as defined by the Board, the President shall consult with the Board in a manner determined by the Chair.

Article 9. Collective Authority and Action.

- 9.1 Board 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 as a Board.
- 9.2 Board Member Action. No individual member shall commit the Board to any policy, declaration, directive or action without prior approval of the Board.

Article 10. Amendments

- 10.1 Process. The Board may amend or repeal the Bylaws at any meeting of the Board by an affirmative vote of a majority of the Board members in attendance at the meeting; provided, that copies of such amendments or notices of repeal are submitted in writing to each member at least seven days in advance of such meeting.

BLUEFIELD STATE COLLEGE BOARD OF GOVERNORS

AT A MEETING HELD JUNE 25, 2019:

It is hereby MOVED that the Board of Governors of Bluefield State College adopt the following meeting schedule for academic year 2019-2020:

Thursday, September 5, 2019 at Boyd Conference Room, Bluefield State College, Bluefield, WV

Thursday, November 7, 2019 at Boyd Conference Room, Bluefield State College, Bluefield, WV

Thursday, January 9, 2020 at Boyd Conference Room, Bluefield State College, Bluefield, WV

Thursday, March 5, 2020 at Boyd Conference Room, Bluefield State College, Bluefield, WV

Thursday, April 30, 2020 at Boyd Conference Room, Bluefield State College, Bluefield, WV

Thursday, June 25, 2020 at Boyd Conference Room, Bluefield State College, Bluefield, WV