**MINUTES**

**Marshall University Board of Governors**

**Microsoft Teams Meeting at**

**Shawkey Dining Room/Memorial Student Center**

**Livestream and In-Person**

**December 14, 2022**

Present: Chairman Patrick Farrell, Shawn Ball, Kathy D’Antoni, Donnie Holcomb, Isabella Griffiths, Carol Hurula, Chris Miller, Angel Moore, Sam Moore, Robin Riner, Geoff Sheils, Bill Smith, James C. Smith

PH: Kipp Bodnar, Ginny Lee, Chad Pennington

1. **Call to Order**

Chairman Farrell, after determining a quorum was present and the livestream was connected, then called the Meeting to Order.

1. **Minutes Approval**

Without objection, the minutes of the October 19, 2022, meeting were adopted.

1. **Committee Meeting Reports**

***Academic and Student Affairs Committee, Kathy D’Antoni, Chair***

**Action Items**

1. Approval of Addition of Master of Science in Natural Resources and the Environment

Dr. Mukherjee discussed that the need for specialists in conservation, sustainability, natural resources and environmental issues is growing globally, nationally and locally. Over the next 10 years, agriculture and food scientists, environmental technicians, and environmental specialists are expected to increase. The intent to plan the M.S. in Natural Resources and the Environment was approved by the Board of Governors at the June 16, 2022, board meeting. No additional financial resources are needed.

The following resolution was considered:

*Resolved, that the Marshall University Board of Governors approve the Degree Addition for Master of Science in Natural Resources and the Environment.*

Upon a motion by Dr. Riner, seconded by Bishop Moore, with a vote of aye, no opposition, the degree addition was approved.

1. Approval of Changes to Master of Arts in Pharmaceutical Sciences

Dr. Mukherjee discussed this proposed change of degree program will modify the admission and graduation requirements for a M.A. in Pharmaceutical Sciences (non-thesis). This change will mirror the admission, coursework and credit hours for its sister M.S. program (thesis) in the School of Pharmacy. This reduction in credit hour requirements can be achieved with fewer credit hours and will make the program more competitive with other master’s degree programs with the reduced number of credit hours. There are no fiscal changes anticipated as a result of changing the program requirements, other than the change in tuition dollars.

The following resolution was considered

*Resolved, that the Marshall University Board of Governors approve the Change of Degree for the Master of Arts in Pharmaceutical Sciences.*

Upon a motion by Mr. Bill Smith, seconded by Mr. Miller, with a vote of aye, no opposition, the motion carried.

**UPDATES:**

**Provost** **Avi Mukherjee** gave the Provost’s Update. Dr. Mukherjee highlighted the fall semester, noting a busy semester.

Emma Rau, senior Anthropology major, is President-elect of the National Association of Student Anthropologists a student group associated with the American Anthropological Association.

The Bill Noe Flight School underwent an FAA Audit with all positive findings.

The Office of Recruitment reported that approximately 200 more prospective students attended fall 2022 Green and White Day events than attended a year ago. Additionally, the staff of the Office of Recruiting have increased the number of college fairs and school visits by nearly 100 over previous years.

The Office of Career Education reported that Erin LaFon earned the certificate of Certified Digital Career Specialist from the Professional Association of Resume Writers and Career Coaches. Additionally, Rodney Sanders, Alec Neu and Jennifer Brown also earned the Certified Professional Resume Writers certification from the Professional Association of Resume Writers and Career Coaches.

Chris Atkins, Associate Director of Advising Technologies and Assistant Director of University College, has been selected by EAB to serve as one of twelve thought leaders on their Student Service Innovation Council. This council represents their 850+ member schools to further guide their works on the technology platform, research, and service delivery strategy.

**Isabella Griffiths, Student Body President**

Events: Student Leader of the Game (Mr. Marshall), Month of Service\*, Memorial Fountain Ceremony, Senate Seminar\*\*, Military Appreciation Luncheon

Collaboration efforts: Mochas with the Mayor, House of Delegates Dinner with club presidents, Advisory Council of Student (HEPC and Provost)

Updates: Searches including COS Dean, CEO, and others, working with alumni for newsletters and saw a presentation for the MARCO project, and we have funded our club’s budget so now our focus will be outreach and teaching clubs how to use budget to fullest extent

\*Month of Service collected over 500 items and were donated the first week of November to their respective homes

\*\*Senate Seminar lead by two faculty members to teach the student leaders about current events at the state level - very beneficial and educational to the students

Looking forward for next semester:

Respect Training Modules, New Apprentices, Day at the Capitol, Community Cleanup, Recruiting Tours, Disability Awareness Month, Mental Health Awareness, Professional Preparation Day

**Buffy Hammers, CEO of Marshall Health**,

School of Medicine establishes Department of Anesthesiology. There is a national shortage of anesthesiologists across the country, a trend that has hit rural communities and West Virginia particularly hard. To facilitate additional learning opportunities for student education research and advanced training the Dept of Anesthesiology was established. Alumnus Jay Shepherd, MD, has been selected to lead the department as associate professor and chair of anesthesiology. The goal is to build a core faculty to support the department’s clinical, educational and research missions and initiate steps to ultimately establish an accredited anesthesiology residency at Marshall.

On Veterans Day, thanks to an $80,000 grant from the Highmark West Virginia charitable Fund for Health, Marshall Dentistry & Oral Surgery team provided comprehensive dental treatment at no cost to 50 military members, including veterans, retirees, active duty, reservists and National Guard and immediate family members. Dental care provided varied based on individual treatment needs and ranged from preventive exams, x-rays and cleanings to extractions, fillings, dentures, and more.

Marshall Health collaborated with the Marshall University Office of Human Resources on November 10th for the Marshall University Health and Wellness Fair for staff, faculty, and students. The annual event highlights the importance of wellness while also providing free blood pressure and glucose checks and flu shots to the university community.

Detailed reports can be found as part of the board packet.

***Athletic Committee***

There were no action items from the Athletic Committee.

*Information Items:*

* Budget Update: A budget update was given by Debra Boughton, Executive Associate Athletic Director for Championship Planning and Resources. A question was asked by a Board Member regarding the trip to the Bowl Game costs and budgeting. The trip was not factored into the budget but will be in the future.
* A Capital Projects Update was given by Christian Spears, Athletic Director.
* Athletics Teams Updates was given by Christian Spears, Athletic Director.

Mr. Spears congratulated the Cross Country, Women’s Volleyball and Men’s Soccer teams for their great seasons. He also noted that Football finished 8:4 and were going to the Myrtle Beach Bowl on December 19th.

 ***Finance, Audit and Facilities Planning Committee, Geoff Sheils, Chair***

The following are action items from the Finance, Audit and Facilities Planning Committee:

1. Approval of Updated Policy No. GA-2 Alcoholic Beverages on Campus

Brandi Jacobs-Jones, SVP for Operations, presented this policy. This policy is a revision of BOG Policy GA-2 Alcoholic Beverages on Campus. The revision sets forth the criteria for allowing sales of alcoholic beverages on campus consistent with our current practices. There is no anticipated additional cost to the institution for implementing this policy.

The following resolution was read for consideration:

*Resolved, That the Marshall University Board of Governors does hereby approve Policy No. GA-2, Alcoholic Beverages on Campus. Further Resolved, That the policy changes are approved as final at the conclusion of the comment period if no substantive comments are received.*

Upon a motion by Mr. Sheils, seconded by Mrs. Hurula, followed by a vote of aye, with no opposition, the motion carried.

1. Approval of Updated Policy No. GA-9 Weather-Related and/or Emergency Closings and Delays

Bruce Felder, Chief Talent and Diversity, Equity, and Inclusion Officer, presented this policy change.

After Mr. Felder’s presentation, it was determined that this Policy revision should be handled internally, and no board action was required.

1. Approval of Updated Policy No. GA-11 Rulemaking by the Board of Governors.

Jendonnae Houdyschell, Sr. Associate General Counsel, noted this policy is a revision of BOG Policy GA-11 on Rulemaking. With the change in responsibility to the Office of General Counsel and Eternal Affairs for policies, the location for public notices is being changed. The Policy is being amended so the location can be changed through an Administrative Procedure, rather than requiring Board approval. Also, the language has been added to clarify what if to be included in a notice of proposed rulemaking as defined in Higher Education Policy Commission, Series 4. There is no anticipated additional cost to the institution for implementing this policy.

The following resolution was considered for approval:

*Resolved, That the Marshall University Board of Governors, does hereby approve Policy No. GA-11, Policy on Rulemaking by the Board of Governors. Further Resolved, that the policy changes are approved as final at the conclusion of the comment period if no substantive comments are received.*

Upon a motion by Mr. Sheils, seconded by Mr. James Smith, with a vote of aye, and no opposition, the motion carried.

1. Receipt of Final Audited Financial Statements for Fiscal Year 2022

Matt Tidd, CFO, noted the draft of the financial statements that was presented in October is now final. There were no material changes since the October Board meeting and the Audited Financial Report is ready to be approved by the Board of Governors.

The following resolution was considered for approval:

*Resolved, that the Marshall University Board of Governors receives the final Fiscal Year 2022 Audited Financial Report.*

Upon a motion by Mr. Sheils, seconded by Dr. Riner, with a vote of aye, and no opposition, the motion carried.

1. Approval of Equipment and Installation of a New Scoreboard/Videoboard at Joan C. Edwards Stadium

Christian Spears, Director of Athletics, discussed that a purchase of equipment and installation of a new scoreboard/videoboard at Joan C. Edwards Stadium was requested. The existing scoreboard/videoboard at Joan C. Edwards stadium is outdated and lacks current technology, significantly reducing our ability to engage with our fans and provide an in-game experience that our community, fans and sport programs expect. The current technology in the scoreboard/videoboard at Joan C. Edwards Stadium is out of warranty and is not expected to be viable to operate for the 2023 football season. A new board will allow for increased revenue through additional sponsorship engagement.

The Big Green has secured a 10-year gift from a sponsor/corporate partner to cover design and installation costs.

The following resolution was considered for approval:

*Resolved, that the Marshall University Board of Governors approves the University entering into purchase and other agreements to acquire the necessary equipment and installation of a new scoreboard/videoboard for Marshall University’s football complex. The Board further authorizes the President of the University to execute the necessary documents to effectuate the purchase and installation thereof.*

Upon a motion by Mr. Sheils, seconded by Mr. Miller, with a vote of aye, and no opposition, the motion carried.

1. Approval of Purchase of Equipment and Installation of HVAC Units at Henderson Center and Gullickson Hall Gym.

Christian Spears, Director of Athletics, presented that the HVAC Units at Henderson Center and Gullickson Hall Gym were needed. This is a huge project. The Henderson Center is approximately a 66,000 square feet building that has a heating system dating back to 1981 and no cooling in the arena. Gullickson Hall Gym is approximately 16,000 square feet and has no heating or cooling. A new HVAC system in Henderson Arena and Gullickson Gym will allow climate and humidity control. This will make the arena and gym usable in all seasons of the year for students, faculty, staff, community, and our student athletes.

The following resolution was considered:

*Resolved, That the Marshall University Board of Governors approves the University entering into purchase and other agreements to acquire the necessary equipment and installation of HVAC units at Henderson Center and Gullickson Hall Gym. The Board further authorizes the President of the University to execute the necessary documents to effectuate the purchase and installation thereof.*

Upon a motion by Mr. Sheils, seconded by Dr. D’Antoni, no questions, a vote of aye, no opposition and the motion carried.

1. Approval of Acquisition of 0.73 Acre Site and Commercial Medical Office building Located at 800 20th Street in the City of Huntington West Virginia

Mr. Toney Stroud, General Counsel and Chief Legal Officer, presented this item. The proposed investment will ensure the future of PROACT and CORE. Acquisition of the facility will permit PROACT to continue to operate from its current location at 800 20th Street, Huntington.

The following resolution was considered:

*Resolved, that the Marshall University Board of Governors approves the University entering into purchase and other agreements to acquire the necessary parcel and building, and entering into such other contracts and agreements, as may be necessary, to effectuate the purchase of the property located at 800 20th Street, Huntington, WV. The Board further authorizes assumption of the construction loan and lease of the property to Marshall Health with assignment of rent payments to Cabell Huntington Hospital. The Board further authorizes the President of the University to execute the necessary documents to effectuate the purchase, lease and assumption of construction loan thereof.*

Upon a motion by Mr. Sheils, seconded by Mr. Miller, a vote of aye, and no opposition, the motion carried.

Information items updates were given by Matt Tidd, CFO. He gave a Meketa update and also an up to date with information that was not available when the packet went out. He discussed trends and return on investment for our programs, particularly Aviation. He gave FY23 projected results.

Brandi Jacobs-Jones, Senior Vice President for Operations, gave an Operations Update noting the highlights. She noted project delays for the MU Health Chiller and Byrd Biotech Cage Washer – now expected dates of completion in spring 2023. The Smith Hall Elevator is about 1/3 of the way through. A delay in material lead-time delayed this project. Highlights on Campus, the Master Plan will be presented to MUBOG on June 21, 2023. She talked about “The Landing” and rates, and that there was a “cookie crawl” on November 30, 2023. Volunteers delivered cookies and support to students as they prepared for finals, 796 students over a two hour period.

Perry Chaffin gave the Internal Audit update. Mr. Chaffin worked with Big Green for year-end reporting items and has a draft of a proposed vehicle allowance administrative policy. He assisted with completing and filing the 2022 Quarterly Report of activity in Federal Awards to MU under the COVID relief (CARES/CRRSAA/ARP) Acts. He also discussed activities he is planning before the next meeting.

1. **President’s Report – Brad D. Smith**

President Smith began his report by congratulating 1,100 students and their families who celebrated commencement this past weekend. He also extended a heartfelt thank you to each faculty and staff member. He noted it was a very active and productive Fall Semester.

He focused his update on three topics:

1. Efforts to strengthen our internal collaboration and capabilities.
2. Advancing our strategic planning process.
3. Strengthening our external collaboration and engagement.

Regarding internal collaboration and capabilities, he noted 3 important areas: a) Title IX and the campus-wide task force that is focused on ensuring Marshall becomes the gold standard in this area; b) Shared governance, and the status of our ad hoc committee; and c) our progress in building out our new administration with top talent in every position.

Regarding Title IX, he found during the listening tour last spring that it is clear that our historical approaches to Title IX need improvement. He apologized that our students have felt unsafe, and unheard. This is unacceptable. Changes have been implemented since 2018, including the BOG policy on Discrimination, Harassment, Sexual Harassment, Sexual & Domestic Misconduct, Stalking and Retaliation as well as new Administrative Procedures to better address and adjudicate these issues reviewed by the Dept. of Justice, Office of Civil Rights and most recently by an independent third-party consultant. Going forward, the Title IX website needs work, and his administrative staff is exploring best practices for Title IX college websites and will make immediate updates to MU’s site. The process of reporting an allegation should be simple and students need to understand the process. A task force of students, faculty and staff has been formed to review the most recent changes to our Title IX policies and to explore additional ways of informing, educating, and protecting students on campus. The goal of having these best practices identified and in-process is no later than March 1st, while making immediate changes along the way.

We recognized the need to greater clarity around our Shared Governance process, how different constituents participate, and how decisions will get made in respective areas or domains. The Ad Hoc Shared Governance Committee has been busy since last spring assessing our internal capabilities, and external best practices. A meeting to discuss those findings was held on December 9th.

With the new Administration we have successfully recruited and onboarded incredible talent into the most critical positions on the President’s Cabinet. There are 16 members in the cabinet, 7 members are new to Marshall, with 5 additional team members having assumed new roles since January. We have two searches in process, or soon to be launched. The first is a leader for our workforce and economic development efforts that have been placed on hold. This individual will lead our efforts across RCBI, CBER, Sustainability and Brownfield Initiatives, and our Alliance for Economic Development in Southern WV. The second search will be naming our next Dean for the JCE School of Medicine, which will commence in January 2023.

Regarding Defining and advancing the strategic planning and priorities for the University is entering the final stages. After receiving assistance from Boston Consulting Group, McKinsey Consulting, Hanover and other best practice organizations, we plan to post the draft document and priorities for comments and strategic contributions from the campus community, with a final draft targeted for February 2023. We are building a roadmap for the future as we look ahead to our bicentennial anniversary as an institution in the next 15 years!

Other topics are the continued momentum in collaborating across the community and State to advance economic development through workforce readiness and job creation.

* + Construct an Innovation District on 4th Avenue in the two blocks between the campus and the new College of Business Building.
	+ Baseball Stadium on 2nd Avenue, where we’ve begun to move dirt.

Both items are slated for completion and in use by the Spring of 2024.

He mentioned the Master Plan that was recently kicked off to produce a 10-year blueprint, which is targeted for presentation to our Board of Governors in June 2023. He discussed Choose West Virginia Tour and the goal of shaping the narrative for WV and attracting businesses and creating job opportunities in our state.

Last, but certainly not least, Shery Sandberg, iconic Silicon Valley leader and world-renowned philanthropist, and his dear friend, visited two days on campus and in Huntington the week of Thanksgiving. She observed the challenges we are tackling and celebrates with us the innovations we are creating that will strengthen our community and the world at large.

**V.** **Executive Session under the authority of WV Code § 6-9A-4**

Upon a motion by Mr. Miller, seconded by Dr. Riner, the board entered Executive Session under the authority of WV Code §6-9A-4 to discuss naming opportunities.

After a brief session, the Board entered open session, and confirmed that the livestream was up. There was no action to be voted on from Executive Session.

1. **Chairman Farrell’s Report**

Chairman Farrell noted that 2022 has been a remarkable year, beginning with the addition of a new President, who is generating a tremendous amount of excitement at the University, in the community, in the State, and region, everywhere that he goes, he is asked what is going on at Marshall. It is fantastic. In 2022 the groundwork was laid; the work is ahead. The baseball stadium is a nice metaphor. In 2023, there will be concrete poured, a structure erected and more change than today; it won’t be finished in 2023, but will be more tangible than it is today. He thanked everyone that is making it happen, those that have been here a long time. Thank you for sticking with us though the turbulent times and the trends that were not always positive, such as enrollment and financial along with changes and it hasn’t been easy. Thank you to the new folks that have joined MU, which add to the excitement. Thanked them for their trust in knowing we are a fantastic place to be, the trust in the leadership in place, the vision for the future, all in all a very exciting time. He thanked everyone for 2022 and wished everyone Merry Christmas and Happy Holidays, and without objection, the meeting was adjourned.

Respectfully submitted,

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Chris Miller, Secretary