



CONCORD
UNIVERSITY

Concord University

Board of Governors

Bylaws

Adopted: February 21, 2023

Concord University Governing Board Bylaws

Article I Purpose

These bylaws of the Board of Governors of Concord University are enacted pursuant to the Laws of the State of West Virginia. The purpose of the Board of Governors of Concord University is to determine, control, supervise and manage the financial, business and educational policies and affairs of Concord University. The Board of Governors is established pursuant to Chapter §18B Higher Education, Article 2A Institutional Board of Governors of the West Virginia State Code, effective July 1, 2001, and as amended and restated.

Article II Governing Board Membership

The Concord University Board of Governors shall consist of not more than twelve (12) persons. The Board of Governors shall include:

- A) A full-time member of the Concord University faculty with the rank of instructor or above and duly elected by the Concord University Faculty;
- B) A member of the Concord University classified staff duly elected by the Concord University classified staff;
- C) A member of the Concord University Student Body in good academic standing, enrolled for college credit work and duly elected by the student body; and
- D) Nine (9) lay members appointed by the governor, by and with the advice and consent of the WV Senate.
 - 1. The Board of Governors may recommend that the Governor appoint a superintendent of a county board of education as one of the lay members;
 - 2. No more than five (5) lay members may be of the same political party; and
 - 3) At least five (5) of the lay members shall be residents of the State of West Virginia.

Terms of Office

The student member shall serve for a term of one (1) year. The term shall begin on the first day of July.

The faculty member shall serve for a term of two (2) years. The term shall begin on the first day of July. Faculty members are eligible to succeed themselves for three (3) additional terms, not to exceed a total of eight (8) consecutive years.

The member representing classified employees shall serve for a term of two (2) years. The term shall begin on the first day of July. Members representing classified employees are eligible to succeed themselves for three additional terms, not to exceed a total of eight (8) consecutive years.

The appointed lay citizen members shall serve terms of four (4) years each and shall be eligible to succeed themselves for no more than one (1) additional term, except that citizen members who are appointed to fill unexpired terms are eligible to succeed themselves for two (2) full terms after completing an unexpired term.

A vacancy in an unexpired term of a member shall be filled for the unexpired term within thirty (30) days of the occurrence of the vacancy in the same manner as the original appointment or election. Except in the case of a vacancy, all elections are held and all appointments are made no later than June 30 preceding the commencement of the term.

Eligibility

No persons shall be eligible for appointment to membership on the Board of Governors who is:

1. An officer, employee or member of any other board of governors of a state institution of higher education within this state;
2. An officer or member of any political party executive committee;
3. The holder of any other public office or public employment under the government of this state or any of its political subdivisions;
4. An employee of any affiliated research corporation created pursuant to Article 12 of Chapter §18B;
5. An employee of any affiliated foundation organized and operated in support of one or more state institutions of higher education; or
6. A member of the Higher Education Policy Council or Commission.

Article 2A of Chapter §18B does not prevent a representative from the faculty, classified staff, or students or the superintendent of a county board of education from being a member of the governing board. Likewise, an employee or board member of an out-of-state higher education institution is not prohibited from appointment provided there is no apparent conflict of interest caused by the individual serving in both capacities.

Oath of Office

Before exercising any authority or performing any duties as a member of the governing board, each member shall qualify as such by taking and subscribing to the oath of office prescribed by section five (5), Article IV of the constitution of West Virginia and the certificate thereof shall be filed with the Secretary of State.

Removal from Office

No member of a governing board appointed by the Governor may be removed from office by the Governor except for official misconduct, incompetence, neglect of duty or gross immorality and then only in the manner prescribed by law for the removal of the state elective officers by the Governor.

Non-compensated Service on Board

The members of the Board of Governors serve without compensation, but are reimbursed for all reasonable and necessary expenses actually incurred in the performance of official duties upon presentation of an itemized sworn statement of expenses.

Resources for Conducting Board Business

The President of the University shall make available resources of the institution for conducting the business of its Board of Governors. All expenses incurred by the Board of Governors and the institution under this article shall be paid from funds allocated to the institution for that purpose.

Board Development

The members of the Board of Governors must fulfill an annual obligation for training to maintain eligibility for membership.

Article III **Officers of the Board**

The officers of the Board shall consist of a chairperson, one or more vice-chair(s) and a secretary. The officers of the Board of Governors shall be elected by ballot at a full meeting of the Board of Governors to be held no later than the thirtieth (30th) day of June preceding the commencement of the term. The Board of Governors shall elect the chairperson from among the appointed lay members of the Board. The officers shall hold their respective offices for one year beginning July 1 of each year until their successor shall be elected. No member may serve as chairperson for more than four (4) consecutive years.

Duties of the Officers

The chair of the Board of Governors shall preside at the meetings, shall determine a quorum at all meetings, and shall appoint the members of all standing and special committees of the Board of Governors, except as noted herein.

The chair shall sign all diplomas, with the President of the University, Provost and Vice-President for Academic Affairs, and Registrar countersigning.

The vice-chair shall, in the absence of the chair, perform all the duties of the chair.

It shall be the duty of the secretary, or board recorder, to give notice of the regular meetings of the Board, to keep a record of the proceedings of the Board at all its meetings, to keep separate record of the proceedings of the Executive Committee, and a record of the proceedings of each of the standing committees and to preserve all documents pertaining to his or her office.

The secretary, or board recorder, shall transmit to each member a copy of the record of the meetings of the Board, of the committees thereof, and a copy of the minutes from the previous Board meeting. The secretary, or board recorder, shall maintain an up-to-date codification of all policy actions of the Board and all previous Board meeting minutes. The secretary shall perform such other duties as are imposed on him or her by law and the rules and orders of the Board.

Article IV
Committees of the Board

The Concord University Board of Governors has the power to create Standing Committees reporting directly to the Board to aid it in carrying on the business of the University. The existence, duties, and functions of Standing Committees may be abolished, changed, altered, added to and new committees created from time to time at the Board's discretion. The following Standing Committees, with general areas of responsibility, are hereby created.

Executive Committee

- a. Governance matters
- b. Human Resources, including compensation
- c. Policy matters
- d. Legal, risk, and compliance matters
- e. Strategic Planning and mission effectiveness

Academic Affairs Committee

- a. Curricular matters
- b. Quality
- c. Program reviews
- d. Program proposals
- e. Beckley Center
- f. Accreditation

Student Affairs Committee

- a. Student life/judiciary
- b. Residential life
- c. Multi-cultural affairs
- d. Intercollegiate Athletics
- e. Student Success

External Affairs Committee

- a. Advancement/Development/Alumni
- b. Public Relations/Communications/Marketing
- c. Admissions/Recruitment/Retention
- d. Financial Aid
- e. Government Relations

Finance and Infrastructure Committee

- a. Operational Planning and Budget
- b. Buildings and Grounds
- c. Financial planning, reporting
- d. Audit and internal controls
- e. Technology

The executive committee shall consist of the officers of the Board, the chairs of the standing committees, the President of the University, and may include an at-large member appointed by the Board Chair.

The standing committee members and each committee chair shall be appointed by the Board Chair for a one-year term. The chair of each committee will be responsible for reporting to the full Board of Governors at each Board meeting. The committee chair will be the liaison for the committee with the appropriate university administrative officer.

Article V **Conflict of Interest**

Any member of the Board of Governors who shall gain any personal financial benefit from any contract or other transaction entered into by the Board, or who for any reason is unable to consider impartially any matter to come before the Board, shall immediately disqualify himself or herself from taking part in the consideration or disposition of such matters, and shall promptly notify the chair of the Board of Governors of the conflict.

Any contact, transaction or other matter entered into by the Board that is in violation of the section shall be void.

Article VI **Meetings**

Types of Meetings

General meetings of the Board of Governors shall be held no fewer than six (6) times each fiscal year, including an Annual Meeting held each June for the election of officers and to conduct such other business as may be proper before the Board. Special Meetings may be convened by the Chair, or upon the petition of a majority of the members. Emergency meetings may be held to address emergency matters upon request of the Chair or President.

Location of Meetings

Meetings may be held on the Athens campus of the University, by videoconference or teleconference, or at any other place designated by the chair of the Board of Governors. The June meeting shall be held face-to-face at the University.

Meetings shall be held in a facility that is accessible for those with disabilities.

Open Meetings

General meetings, special meetings, emergency meetings, and committee meetings of the Board of Governors are open to the public pursuant to the Open Governmental Proceedings Act. (W. Va. Code § 6-9A-1 et seq.)

An exception to the open meeting requirement allows the Board of Governors to go into executive session to discuss specific personnel, student, or legal matters with an expectation or requirement of confidentiality.

Notice of Meetings

Notice of meetings of the Board of Governors shall be provided to the Secretary of State for public posting. Additionally, notices shall be posted on the Concord University website no later than five (5) business days before a general meeting, not counting the day of the meeting. Notice shall include an agenda, the time, date, and place of the meeting, and a contact person for special accommodations relating to disabilities. Notice shall also be transmitted to each member of the Board of Governors no later than five (5) business days before a general meeting and at least 24 hours prior to an emergency meeting.

Minutes of Meetings

Minutes of each meeting shall be prepared and distributed to board members by the secretary, or board recorder, in advance of the next meeting. Contents of the minutes and agendas shall include all items required under the West Virginia Open Governmental Proceedings Act.

Quorum

Of the twelve (12) voting members of the Board, seven (7) shall constitute a quorum. A majority vote of the quorum shall be necessary to pass upon matters before the Board.

Parliamentary Procedure

General parliamentary rules as set forth in Robert's Rules of Order, current edition, and as modified by rules of the Board of Governors, shall be observed in conducting the business of the Board in session.

Audience with the Board

The Board may set aside time, as it considers appropriate, to afford administrators, faculty, students, and classified staff an opportunity to discuss issues affecting these groups.

Article VII

Powers and Duties of the Board of Governors [Outlined in W. Va. Code]

The Board of Governors has the following powers and duties as detailed in W. Va. Code § 18B-2A-4:

- A) Determine, control, supervise and manage the financial, business and education policies and affairs of Concord University.
- B) Develop a master [strategic] plan for the university.
 - 1) The ultimate responsibility for developing and updating the master plans at the institutional level resides with the Board of Governors, but the ultimate responsibility for approving the final version of the institutional master plans, including periodic updates, resides with the Higher Education Policy Commission. [Note: 2019 changes to W. Va. Code eliminated this requirement elsewhere in code but not in Article 2A-4.]

- 2) Each master plan shall include, but not be limited to, the following:
 - a. A detailed demonstration of how the master plan will be used to meet the goals, objectives and priorities of the institutional compact; [W. Va. Code eliminated compacts in 2019, but not in Article 2A-4.]
 - b. A well-developed set of goals, objectives, and priorities outlining missions, degree offerings, resource requirements, physical plant needs, personnel needs, enrollment levels and other planning determinates and projections necessary in such a plan to assure that the needs of the institution's area of responsibility for a quality system of higher education are addressed.
 - c. Documentation of the involvement of the commission, institutional constituency groups, clientele of the institution, and the general public in the development of all segments of the institutional master plan.

The master plan shall be established for periods of not fewer than three (3) nor more than five (5) years and shall be revised periodically as necessary, including the addition or deletion of degree programs as approved by the commission.

- 3) Develop a ten-year campus [facilities and grounds] development plan in accordance with Article 19 of Chapter 18B of the W. Va. Code.
- 4) Prescribe for the university, in accordance with its master plan and the compact, specific functions and responsibilities to achieve the goals, objectives, and priorities to meet the higher education needs of its area of responsibility and to avoid unnecessary duplication;
- 5) Direct the preparation of a budget request for the university, such request to relate directly to mission, goals, projections as found in the institutional master plan and compact.
- 6) Consider, revise and submit for review and approval to the commission a budget appropriation request on behalf of the university.
- 7) Review, at least every five (5) years, all academic programs offered at Concord University. The review shall address the viability, adequacy and necessity of the programs in relation to established state goals, objectives and priorities, its institutional master plan, the institutional compact and the education and workforce needs of its responsibility district.

As a part of the review, the governing board shall require the university to conduct periodic studies of its graduates and their employers to determine placement patterns and the effectiveness of the education experience. Where

appropriate, these studies should coincide with the studies required of many academic disciplines by their accrediting bodies.

- 8) The governing board also shall ensure that the sequence and availability of academic programs and courses offered by Concord University are such that students have the maximum opportunity to complete programs in the time frame normally associated with program completion.

The governing board also is responsible to see that needs of nontraditional college-age students are appropriately addressed and, to the extent it is possible for the individual governing board to control, to assure core course work completed at Concord University is transferable to any other state institution of higher education for credit with the grade earned.

- 9) Subject to the provisions of Chapter 18B, Article 1B of the West Virginia Code, the governing board has the authority to approve the teacher education programs offered at Concord University. In order to permit graduates of teacher education programs to receive a degree from a nationally accredited program and in order to prevent expensive duplication of program accreditation, the commission may select and use one nationally recognized teacher education program accreditation standard as the appropriate standard for program evaluation.
- 10) Involve faculty, students and classified employees in institutional-level planning and decision making when those groups are affected.
- 11) Subject to the provisions of federal law and pursuant to the provisions of article 7, 8, 9 and 9A of Chapter 18B of the W. Va. Code and to rules adopted by the commission, administer a system for the management of personnel matters, including, but not limited to discipline for employees of the institution under its jurisdiction.
- 12) Administer a system for the hearing of employee grievances and appeals there from, in accordance with the procedure established in article six-a, chapter twenty-nine of the W. Va. Code, which is the exclusive mechanism for hearing prospective employee grievances and appeal.
- 13) Solicit and utilize or expend voluntary support, including financial contributions and support services, for the university.
- 14) Appoint a president for the university subject to the provisions of Chapter 18B of the W. Va. Code;
- 15) Conduct written performance evaluations of the institution's president pursuant to provisions of Chapter 18B of the W. Va. Code;

- 16) Employ all faculty and staff at Concord University. The employees operate under the supervision of the president, but are employees of the governing board.
- 17) Submit to the commission any data or reports required by the commission within the time frame set by the commission.
- 18) Enter into contracts or consortium agreements with the public schools, private schools or private industry to provide technical, vocations, college preparatory, remedial and customized training courses at locations either on campus or off-campus in the institution's responsibility district. To accomplish this goal, the board may share resources among the various groups in the community;
- 19) Provide and transfer funds and property to certain corporations pursuant to section ten, article twelve of Chapter 18B.
- 20) Delegate, with prescribed standards and limitations, the part of its power and control over the business affairs of the university to the president of the university in any case where it considers the delegation necessary and prudent in order to enable the institution to function in a proper and expeditious manner and to meet the requirements of its master plan.

The Board or Executive Committee may delegate authorization to the president of the university to sign contracts or other instruments on behalf of the Board.

If a governing board elects to delegate any of its power and control under the provisions of this article, it shall enter the delegation in the minutes of the meeting when the decision was made and shall notify the commission. Any such delegation of power and control may be rescinded by the appropriate governing board or the commission at any time, in whole or in part;

- 21) Unless changed by the governing board or the commission, the governing board shall continue to abide by existing rules setting forth standards for acceptance of advanced placement credit for the institution. Individual departments of the university may, upon approval of the institutional faculty senate, require higher scores on the advanced placement test than scores designated by the governing board when the credit is to be used toward meeting a requirement of the core curriculum for a major in that department;
- 22) Each governing board, or its designee, shall consult, cooperate and coordinate with the state treasurer and the state auditor to update as necessary and maintain an efficient and cost-effective system for the financial management and expenditure of appropriated and non-appropriated revenue at the institution under its jurisdiction. The system shall ensure that properly submitted requests for payment be paid on or before due date, but in any event, within fifteen days of receipt in the state auditor's office;

- 23) The governing board, in consultation with the commission and the secretary of the department of administration, shall develop, update as necessary and maintain a plan to administer a consistent method of conducting personnel transactions at the university.
- 24) Notwithstanding any other provision of W. Va. Code to the contrary, the governing board shall have the authority to transfer funds from any account specifically appropriated for its use to any corresponding line item in a general revenue account at any agency or institution under its jurisdiction as long as such transferred funds are used for the purposes appropriated.

The governing board also shall have the authority to transfer funds from appropriated special revenue accounts for capital improvements under its jurisdiction to special revenue accounts at agencies or institutions under its jurisdiction as long as such transferred funds are used for the purposes appropriated; and

- 25) Notwithstanding any other provision of W. Va. Code to the contrary, the governing board may acquire legal services as are considered necessary, including representation of the governing board, its institution, employees and officers before any court or administrative body. The counsel may be employed either on a salaried basis or on a reasonable fee basis. In addition, the governing board may, but is not required to, call upon the attorney general for legal assistance and representation as provided by law.
- 26) Contract and pay for disability insurance for a class or classes of employees at Concord University.
- 27) Such additional powers and duties as may be granted and assigned by the commission in accordance with W. Va. Code § 18B-2A-8.
 - a. May contract and pay for any supplemental employee benefit, at the Governing Board's discretion, which may not be delegated.
 - b. Promulgate, adopt, amend, or repeal policy and rules for the university which have institution wide effect or which affects the rights, privileges, or interests of employees, students, or citizens, pursuant to W. Va. Code § 18B-1-6 Rulemaking.
 - c. Approval of capital expenditures up to 3 million dollars with HEPC approval.
 - d. Authorized to transfer property and lease property up to 1.5 million dollars.
 - e. May donate surplus property to any non-profit organization.

Article VII
Member Expectations

The Board has the authority to establish expectations for members of the Board of Governors. The expectations may be set by a majority vote of the Board at any public meeting of the Board, providing a copy has been furnished to each member of the Board of Governors by the Secretary, and the public notified of impending changes, at least ten (10) business days before the meeting at which the vote is to occur.

The Board has adopted the following expectations of members of the Board of Governors, which include but may not be limited to:

- 1) Board members shall be advocates and ambassadors for the University.
- 2) Board members shall provide philanthropic leadership, which should include assisting with fundraising and contributing both time and money to the University.
- 3) Board members shall make financial contributions to the Foundation on at least an annual basis.
- 4) Board members shall attend and actively participate in at least 66% of the regular and assigned committee meetings annually, whether in person or by video / teleconference.
- 5) Board members shall maintain reasonable care with respect to their responsibilities by remaining attentive and knowledgeable of the University’s organizational/financial structure, including being prepared for all meetings through review of all proposed new business and information in the Standing Committee reports.
- 6) Board members shall understand their fiduciary duties to act in good faith and in the best interest of the University throughout their term.
- 7) Board members shall ensure ethical integrity, maintain accountability, respect the decisions of the Board, and uphold confidentiality when appropriate to do so.
- 8) Board members shall not use their position on the Board to benefit their own personal and/or business interests by declaring any known conflicts.

Article VIII
Amendments

These bylaws may be amended, repealed or added to in any manner not inconsistent with the laws of the State of West Virginia, by the affirmative vote of a majority of the Board of Governors at any public meeting of the Board of Governors, provided that a copy has been furnished to each member of the Board of Governors by the Secretary, and the public notified of impending changes, at least ten (10) business days before the meeting at which the vote is to occur.

Prior to such notice all proposed amendments of these bylaws shall be considered by the Board of Governors and President during an official meeting of the Board of Governors.

Board Chair / Date

Board Secretary / Date

References:
W. Va. Code §18B, Higher Education

