

**West Virginia School of Osteopathic Medicine
Board of Governors – Regular Meeting
Friday, June 21, 2024
Location: John Manchin, II, D.O. Conference Center, Room #2
Clinical Evaluation Center**

I. Call to Order, Roll Call/Quorum, and Mission Statement

The meeting was called to order at 10:02 a.m. by Board Chair, Dr. Belt. Roll call was taken by Board Secretary, Ms. Kirby. A quorum was present. The WVSOM mission statement was read by Board Vice Chair, Dr. Morgan.

Members Present:

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| Randall Belt, D.O., Chair | Sharon Hall |
| Frederick Morgan, D.O., Vice Chair | Michael Muscari, D.O. |
| Marlena Kirby, Secretary | Gary Poling, D.O. |
| Thomas Cole | Erin Reese (teleconference) |
| Ryan Fitzwater, D.O. | Caitlyn Santer, D.O. |

Members Absent:

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| Todd Smith, D.O. | Peter Ward, Ph.D. |
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Others in Attendance:

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| James W. Nemitz, Ph.D., President | Debbie Green, Scribe/Board Liaison |
| Jeffrey Shawver, J.D., General Counsel | |

II. Introductions

Chair Belt asked President Nemitz to introduce Dr. Fitzwater to the board. Dr. Fitzwater was appointed by Governor Justice on April 29, 2024 to succeed Dr. Robert Holstein. President Nemitz also thanked Dr. Holstein for his many years of service to WVSOM.

III. Public Comment

The following individuals addressed the board in a collaborative effort regarding concerns with board preparation: Kelsie Moeller, OMS-III; Mark Wagner, OMS-IV; Deekshitha Tella, OMS-III; Danny Chen, OMS-III; Courtney Merwin, OMS-IV; Steven Li, OMS-III; and Maureen McClellan, OMS-III. Student concerns included a lack of board-relevant topics within the curriculum, assignment of non-board-related tasks during the dedicated board study time period, and inconsistencies in communication from the Office of National Boards and Exam Center (ONBEC).

Questions and discussion followed regarding the communication sent from ONBEC; specifics of the annual surveys sent to the students from ONBEC as well as the typical response rate to those surveys; availability of the ONBEC staff members to address student concerns; and WVSOM’s low first-time pass rate nationally and how stricter barriers to assessment can impact those rates. Raeann Carrier, Ph.D., Director of ONBEC, was available to address the board’s questions and stated she would like to meet with the students who addressed the board regarding their concerns.

Dr. Poling stated he would like the board to be provided copies of the student survey responses once ONBEC receives them. Dr. Poling also encouraged students to complete the surveys if they

feel the concerns presented in today's meeting are important to them. Ms. Kirby and Ms. Hall requested follow up at a future board meeting on the issues discussed today to include: ONBEC communication including responsiveness, as well as, staff availability to students. There were no further questions.

IV. Approval of Minutes

It was moved and seconded (Marly/Hall) to approve the minutes of the April 26, 2024 regular meeting as presented. Motion Carried

V. Election of Officers

Discussed under Agenda Order (VI.).

VI. Agenda Order

Chair Belt stated in order to accommodate time constraints for presenters and board members, a change would be made to the agenda order if there were no objections. Following Introductions (II.), the amended order would be: Election of Officers (V.) then State of the Markets under Board Education (X.A.). There were no objections to the proposed changes.

After Introductions (II.), Chair Belt stated the next item for discussion would be Election of Officers (V.).

On behalf of the current standing officers of the board, Marlena Kirby presented the following slate of officers for nomination for FY 2024 -2025 as follows:

Chair, Dr. Randall Belt
Vice Chair, Dr. Fred Morgan
Secretary, Marlena Kirby

No other nominations were made.

It was moved and seconded (Hall/Cole) to elect the slate of officers nominated for FY 2024-2025 as presented. Motion Carried

After Election of Officers (V.), Chair Belt stated the next item for discussion would be State of the Markets under Board Education (X.A.).

Mr. Dan Skelly, Managing Director of Morgan Stanley, provided the board a commentary of the stock market which included a high-level overview of the following topics:

- Financial landscape over the last 12-18 months
- Surprises in the economy and stock market
- Current trends in the stock market and outlook for the next year

Mr. Skelly stated when Morgan Stanley built the equity portfolio for WVSOM, the focus was on quality which included investing in companies with enduring pricing power.

The one-half hour board education held today will be submitted to the West Virginia Higher Education Policy Commission toward training credit hours required for the Board of Governors.

After State of the Markets under Board Education (X.A.), Chair Belt resumed the agenda order with Public Comment (III.).

VII. Rules

- A. PP-03: Campus Use and Restrictions includes “Campus Carry” (*revised*). Chair Belt stated proposed revisions to the policy were posted for a 30-day comment period, and no comments were received. Ms. Kirby, Chair of the Institutional Policy Committee, reviewed the proposed policy revisions and recommended the revised policy to the full board for approval. No questions or discussion.

It was moved and seconded (Kirby/Cole) to adopt the revisions of PP-03: Campus Use and Restrictions as presented. Motion Carried

VIII. Reports

- A. Chair of the Board of Governors. Chair Belt had no report.

1. Committee Reports.

- a. Academic Committee. Dr. Santer, Interim Chair of the Academic Committee, stated Dr. Carrier provided a presentation on board preparation at the request of Ms. Reese at the March 29, 2024 committee meeting. Dr. Santer agreed with the previous request from other board members for follow up at the next board meeting to include: disclosure of the student survey responses; result of the meeting with Dr. Carrier and the students who expressed concerns during the public comment period; as well as, measures taken to improve communication from ONBEC.

The committee had no action items to be presented to the full board at this time.

- b. Finance & Audit Committee. Ms. Hall, Chair of the Finance & Audit Committee, stated they had an overview of the investment strategy for funds invested at the WVSOM Foundation to include the structure and methodology of the portfolio, the asset allocations, the controls and oversight, and long-term projections. The committee also had a year-to-date financial update from David Meadows, Vice President for Finance & Facilities & Chief Financial Officer, as well as, a projection of the WVSOM budget, overview of the activities at the Robert C. Byrd Clinic and a facilities update. One item on the agenda was deferred to the full board.

The committee had no action items to be presented to the full board at this time.

- c. Institutional Policy Committee. Ms. Kirby stated the Institutional Policy Committee had no further business other than the recommendation of Institutional Policy PP-03.

- B. President of WVSOM.

1. Administration.

- a. President’s Update. President Nemitz provided an update on the following topics. The full report was placed in the board’s Microsoft Teams account.
- Academics. President Nemitz stated WVSOM had its 47th graduation on May 3, 2024 with 190 students in the graduating class. Twenty-nine graduates are entering residencies in West Virginia.

- The South Central Statewide Campus offices have moved to a larger building on the CAMC campus across from CAMC General Hospital which will provide more visibility in the Charleston area.
- WVSOM is preparing for its Higher Learning Commission 10-year reaccreditation site visit which will take place at WVSOM on January 27-28, 2025.
- Legislative. WVSOM has received \$1 million in one-time dollars to aid in the payment of increased employee health care premiums. Also, numerous appropriation requests are in progress.
- Research and Sponsored Programs. Over \$1 million in extramural grant funding has been received since March 2024. President Nemitz commended faculty and staff who are submitting grants.
- Center for Rural and Community Health (CRCH). The National Institutes of Health was recently on campus, and the CRCH received national recognition for its work. The CRCH continues to submit large grants.
- Marketing and Communication. A 59 News weather camera will be mounted on the Science Building soon which will raise the institution's visibility across West Virginia.
- Faculty. Christopher Kennedy, D.O., was recognized as a "Generation NEXT 40 Under 40" honoree by the *West Virginia State Journal*.
- Staff. Staff Council Chair, Scott Maxwell, is scheduled to provide a presentation to the board later in the meeting.
- Students. Ethan Galloway, Class of 2026, will serve as the student representative to the Board of Governors beginning July 1, 2024. President Nemitz thanked the current student representative, Erin Reese, for her service to the board over the last year. Ms. Reese was instrumental in helping WVSOM to become a Skin Smart Campus, which is an initiative to raise awareness of skin cancer. The fully executed MOU with Skin Smart will be placed in the board's Microsoft Teams account as soon as it is received from Skin Smart.
- Recent Events. President Nemitz has placed his Summer Seminar presentation in the board's Microsoft Teams account for review.
- Upcoming Events. WVSOM will host a Community Open House in the new Testing Center on June 25, 2024.
- Board Member Birthdays. Sharon Hall's birthday was recognized.

Questions and discussed followed.

- i. Strategic Planning Update. WVSOM is partnering with Josh Mintz, of CHP Mintz, LLC, on strategic planning which will guide the institution over the next 5+ years to include specific outcomes and short-term action plans. Mr. Mintz has recently conducted interviews with members of the Board of Governors and the Senior Leadership Team to identify key trends and potential goal areas in order to create a draft strategic framework document. Next steps in strategic planning will include gathering further input from the board and senior leadership as well as all constituency groups (faculty, staff, students, affiliated organizations and community partners) to fully develop the strategic framework. The finalized strategic framework will be the key document that will be used to create action plans, formulate timelines and draft budgets. All of the input from the interviews as well as the draft strategic framework document have been placed in the board's Microsoft Teams account.

- ii. Research Scholar Elective Update. Kristie Bridges, Ph.D., Associate Dean of Preclinical Education, provided an update to the board on the Research Scholar Elective which was requested at the June 16, 2023 board meeting. Three students participated in the Research Scholar Elective during AY 2023-2024, and were very successful in their endeavors. Each student that participates in the elective has a WVSOM faculty mentor, and time involved for faculty proved to be minimal. Dr. Bridges served as a mentor for one student which took only 2 – 3 hours of her time over the course of the entire academic year. Another faculty member served as the mentor for the other two students which took approximately 10 hours over the academic year.
 - iii. WVSOM Foundation Update. The WVSOM Foundation has received \$95,040 in donations since the last report for a total of \$1,992,239 year to date. President Nemitz stated the Foundation continues to meet its goals and identify and cultivate new donors, as well as, to maintain current donors. The Foundation is working with a development consultant to strengthen all the areas of fundraising. President Nemitz stated historical Memorandum of Understanding (MOU) documents between WVSOM and the WVSOM Foundation have been placed in the board’s Microsoft Teams account. One of the documents empowers the Foundation to be WVSOM’s investment agent; however, the Board of Governors has ultimate control over WVSOM’s investments. To provide further insight into WVSOM’s current investment strategy, President Nemitz has invited Morgan Stanley to provide a presentation to the board later in the meeting.
2. Finance.
- a. FY 2023-2024 Financial Update. Mr. Meadows presented the financial statement ending May 31, 2024. Mr. Meadows stated WVSOM continues to remain financially stable. Mr. Meadows stated revenues are expected to increase since WVSOM is still owed approximately \$800,000-\$900,000 in state appropriations. The institution has been impacted somewhat in tuition and fees by approximately 25 students who have withdrawn or taken a leave of absence during the fiscal year. As of May 31, 2024, WVSOM has used only 86% of its expenditure budget. Mr. Meadows also reviewed the graduate teaching assistant and other professional tuition waivers awarded in FY 2023-2024. No questions or discussion.
 - b. Facilities Update. The Science Building project planning is in process and Edward Tucker architects has held numerous on-campus and virtual “program and space planning” meetings with the WVSOM Steering Committee, research faculty and facilities department. A site civil engineer has been engaged to conduct required mapping, topographical analysis and field surveying. Key stakeholders will visit 2-3 other medical school research facilities to identify best design and planning practices. No questions or discussion.

IX. Board Items

- A. WVSOM Foundation Investment Update by Morgan Stanley. Jack Carvalho, Managing Director at Morgan Stanley, provided an overview to the board regarding WVSOM investments. A major review of WVSOM Foundation investments was completed in May 2024. At that time, the WVSOM Foundation chose the conservative option for WVSOM's portfolio. Approximately, 36% of the diversified portfolio is in short-term cash and T-bills, 40% in equities and 20% in alternatives. When first receiving the mandate to manage WVSOM's investment funds, the following three guidelines were given: not to have massive drawdowns; to keep a large portion of the money liquid; and to follow the guidelines in the investment policy statement. Mr. Carvalho stressed that WVSOM's portfolio has no exposure to commercial real estate, meme stocks or controversial products. Even with a conservative portfolio, Morgan Stanley has earned \$12.67 million in profits for WVSOM.

Questions and discussion followed. President Nemitz stated the WVSOM Foundation manages both WVSOM's funds, as well as, funds donated to endowed scholarships. Mr. Carvalho stated he would feel comfortable advising WVSOM to become more aggressive with its portfolio in the future, if that was the best decision for the institution. Currently, if a more aggressive approach was used, approximately 1-2% more income could be earned, but there could also be a 25% drawdown. Using a conservative approach has yielded gains without any drawdowns, and tweaking the portfolio can be done as needed.

- B. Approval of Proposed Meeting Schedule for FY 2024-2025. Chair Belt presented the proposed FY 2024-2025 meeting schedule to the board and deferred to Jeffrey Shawver, Vice President for Legal, Governmental & External Affairs/Chief Legal Officer & General Counsel, to explain the need for an added special meeting. Mr. Shawver stated the US Department of Education has released new Title IX regulations that are effective August 1, 2024. Institutional Policy GA-14 needs revisions based on the new regulations as well as distribution for a 30-day comment period before the Board of Governors can approve the policy. Therefore, a special telephonic meeting has been added to the meeting schedule on July 30, 2024 at 10 a.m. to approve Institutional Policy GA-14 prior to implementation of the new federal regulations. The preferred dates on the proposed meeting schedule are as follows:

Tuesday, July 30, 2024 (Special Meeting - Teleconference)
 Friday, August 23, 2024 (Lewisburg)
 Friday, November 1, 2024 (Lewisburg)
 Thursday, January 30, 2025 (Charleston)
 Friday, March 28, 2025 (Lewisburg)
 Friday, April 25, 2025 (Teleconference)
 Friday, June 13, 2025 (Lewisburg)

It was moved and seconded (Hall/Morgan) to approve the proposed meeting schedule for FY 2024-2025 as presented. Motion Carried

- C. Admissions Update.
1. D.O. Program. Ronnie Collins, Executive Director of Enrollment Management, presented an update on admissions to the board. Mr. Collins provided a timeline of the current admissions cycle compared to last year's cycle. Currently, WVSOM has obtained second deposits from 210 students for the upcoming academic year, and 47 of those students

are West Virginians. Also, WVSOM has made offers to six additional students who have one week to accept or decline the offer. The goal is to have 216 students in the incoming class which is allowable by WVSOM's accreditation standards. All five full tuition waivers have been accepted by West Virginia students. Due to the "spring melt" that was experienced last year, total interviews were increased this cycle in order to have a larger pool of qualified applicants to draw from. Mr. Collins stated declined acceptances have increased by 75 versus last year due to increased regional competition. Increased withdrawals after receiving the second deposit have also increased by 24 versus the last cycle. Mr. Collins is concerned this "melt" will continue until classes begin in July 2024.

Questions and discussion followed. Mr. Collins feels that the five students who accepted the full tuition waivers would have matriculated through WVSOM even if the waivers weren't offered to them. Higher metric students are declining WVSOM's offer, even with a full tuition waiver. The 2023-2024 admissions cycle is the third year that WVSOM has offered full tuition waivers; prior to 2023-2024, partial tuition waivers were offered for three years. Further discussion continued regarding the benefits of offering full tuition waivers versus partial tuition waivers. Mr. Collins stated offering partial tuition waivers would enable WVSOM to impact more students, especially students who may be in financial need.

2. Graduate Program. Timothy Garrow, Ph.D., Associate Dean of Graduate Programs, provided an update on admissions for the Masters of Science in Biomedical Sciences (MSBS) program which will begin its inaugural year in August 2024. The MSBS program was granted accreditation in January 2024 by the Higher Learning Commission (HLC). Therefore, there was a short window for marketing, opening the application portal and reviewing applications. Dr. Garrow stated he has been pleasantly surprised at the large number of applications that have been received. As of June 14, 2024, 107 completed applications have been received and 40 applicants accepted. Eleven students have either withdrawn after being accepted or failed to deposit. Dr. Garrow anticipates 24-30 students can be accommodated in the inaugural class, but it is difficult to anticipate how the "melt" will affect the MSBS program. Currently, Dr. Garrow and his department are continuing to interview candidates in order to develop a more extensive waitlist. Twelve students in the current class of 29 are West Virginians. Planning is underway to remodel existing space on campus into an academic kitchen which will allow Dr. Garrow to increase the class size for future MSBS classes.

Questions and discussion followed. Nearly all of the MSBS applicants want to matriculate into the D.O. program. Dr. Garrow stated he will be extensively tracking data for the MSBS program and how many students actually matriculate into the D.O. program. Dr. Garrow stated to his knowledge HLC did not limit the class size of the MSBS program, and the renovated classroom for the MSBS program will hold 62 students.

- D. WVSOM Security Update. Mr. Shawver updated the board on the progress to create a WVSOM Police Department. The Chief of Police/Director of Public Safety position was posted and an offer extended; however, the acceptance of the offer was later rescinded. The position will be reposted and filled as quickly as possible. WVSOM continues to collaborate with other higher education institutions in West Virginia to build upon their

expertise in this area. The WVSOM Police Department has been granted an Organization Record Identifier (ORI) number, which is a federal requirement needed to operate a campus police force, and given full access to the National Crime Information Center (NCIC) database. An application has also been submitted to the State of West Virginia to officially recognize the WVSOM Police Department as a law enforcement agency. The West Virginia State Police (WVSP) Law Enforcement Personnel Standards (LEPS) Committee that grants approval to new law enforcement agencies in the state, will meet to consider WVSOM's application on June 27, 2024, and President Nemitz will attend the meeting on behalf of WVSOM. After approval by the LEPS Committee, the WVSOM Police Department will be able to apply for grants which may be used for equipment and vehicles as well as accept donations. No questions or discussion.

The Campus Self Defense Act, which permits certain firearms on campus and in buildings if the owner also carries a current and valid concealed carry permit, is effective July 1, 2024. Three town hall meetings with WVSOM students and employees were held to answer questions and obtain feedback from the participants. In addition, Institutional Policy PP-03, which the board approved earlier in this meeting, was revised in order to be compliant with the state code. Finally, mandatory active shooter training sessions are underway throughout the summer of 2024 with WVSOM students and employees, and the campus security risk assessment will be finalized. Signage will be placed in excluded areas where concealed carry is prohibited. Finally, a webpage is currently being developed regarding campus carry to include FAQ's, a listing of excluded areas (name and room number), and a map of excluded areas.

WVSOM's contract with the WVSP for campus security will end on June 30, 2024, and WVSOM continues to have a good relationship with the WVSP. The Lewisburg detachment of the WVSP will remain on campus. Since coverage with the WVSP is ending and the WVSOM Police Department has not yet been created, contracts have been signed with the Lewisburg Police Department (LPD) and the Greenbrier County Sheriff's Office (GCSO) to provide campus security from 6 a.m. to midnight, seven days a week, effective July 1, 2024. Of note, security services with the LPD and GCSO will be limited somewhat when the Greenbrier County school system begins on August 26, 2024. No questions or discussion.

1. Request for Contract Approval with Valensec International for Security Services. Mr. Shawver stated Valensec International (VI) is a company that provides armed security services. The WVSP previously provided 24-hour security coverage, 7 days a week for WVSOM, and the LPD and GCSO are only able to provide 18-hour daily coverage. In order to continue to provide 24-hour coverage to the WVSOM campus and fill in gaps that the LPD and GCSO are unable to cover after August 26, 2024 due to obligations to the county school system, the Senior Leadership Team is requesting permission from the board to enter into a contract for services with VI. The estimated full-year cost of a contract with VI would be between \$250,000-\$300,000. President Nemitz stated senior leadership is in the process of analyzing whether 24-hour coverage is needed for WVSOM, but would like to continue 24-hour coverage until the data can be analyzed and the needs of WVSOM are determined. Once the WVSOM Police Department is created, the contract with VI would be modified or terminated.

Questions and discussion followed which included the specific security needs of WVSOM, discussion of the campus security budget including contracted hourly rate,

flexibility of the VI contract, the depth of VI's employment pool, risk management details, and the possibility of contracting with a non-armed security service versus an armed security service. Mr. Meadows stated that since WVSOM is a state institution, the WV-96 agreement must be signed by any vendor that provides services to the institution. The WV-96 supersedes all contract language and gives WVSOM the authority to cancel any signed contract with a 30-day notice without penalty.

At the end of the discussion, the board decided not to vote on the Resolution for Contract Approval with Valensec International for Security Services as presented. If action is needed by the Board of Governors, an updated resolution will be presented to the board at a future board meeting. President Nemitz stated he appreciated the board's input and understands their desire to use the existing security budget to provide interim security coverage until the WVSOM Police Department is created. President Nemitz plans to begin the academic year with 24-hour coverage until the security analysis, which will include student feedback, is complete. President Nemitz will provide security budget status updates to the board at future meetings.

- E. Robert C. Byrd Clinic Update. Dr. Drema Hill, Vice President for Community Engagement & Chief Operations Officer, presented an update to the Board of Governors regarding Robert C. Byrd Clinic's (RCBC) Turnaround Plan. It has been determined that the best course for RCBC is to pursue Federally Qualified Health Center (FQHC) status, and RCBC will apply for the New Access Points grant which is due on August 14, 2024. The restructure of the RCBC Board of Directors (BOD) is continuing. The revision of the bylaws and articles of incorporation have been submitted to the Secretary of State's office. Once approved, all BOD members will vote on the new revisions, and then will resign their positions. RCBC is currently searching for new BOD members, and Dr. Hill requests that at least one WVSOM Board of Governors member serve on the RCBC BOD. Other topics addressed during Dr. Hill's presentation included: tactical milestones and major accomplishments achieved since the last update, as well as, recent trends in denied claims, net income and payroll data. Current working projects, including the completion of a strategic plan for RCBC, were also discussed. Questions and discussion followed.

Mr. Meadows provided an RCBC financial update to the Board of Governors which included presentation of the inaugural RCBC BOD's-approved budget for FY 2024-2025. Mr. Meadows stated the budget is conservative and accurate in planned expenditures, as well as, conservative in operating revenue. Mr. Meadows stated the inaugural budget will be revisited throughout the fiscal year to evaluate whether the net operating surplus is able to be increased. Mr. Meadows continued the financial update by discussing the budget methodologies used when creating the budget, as well as, a summary of the fiscal year 2023 financial audit. Questions and discussion followed which included the potential of operating a 340B pharmacy at RCBC.

Although not discussed, supplemental information requested at the March 29, 2024 board meeting was provided in the board's Microsoft Teams account which included the entire amount of financial support anticipated to be given to RCBC by WVSOM from December 28, 2023 to July 1, 2025.

- F. AllofE Solutions Contract. Ms. Hall requested this item be discussed in Executive Session due to legal and personnel issues.

Chair Belt stated the following: The West Virginia Open Governmental Proceedings Act (“Act”) permits State entities to go into executive session during a properly noticed meeting if a specific item on the entity’s posted agenda falls under one of the permitted exceptions to the requirements contained in the Act. On this meeting’s posted agenda, item: *AllofE Solutions Contract* falls under the Act’s exception for: *discussion of legal and personnel matters*.

In accordance with the West Virginia Open Governmental Proceedings Act, do I hear a motion to go into executive session to discuss the *AllofE Solutions Contract* agenda item, which falls under the *legal and personnel exceptions* in the Act?

It was moved and seconded (Hall/Morgan) to move into executive session at 1:46 p.m.
Motion Carried

Members of the Board of Governors and Mr. Shawver were asked to join the executive session.

The Board of Governors returned to regular meeting session at 2:52 p.m.

Chair Belt stated only topics indicated prior to going into executive session were discussed. The only item emanating from executive session requiring action from the board is as follows: it was moved and seconded (Poling/Hall) to authorize general counsel to engage outside legal counsel to investigate matters brought up in executive session and authorize the Board of Governors Chair to oversee the investigation. Motion Carried

Chair Belt asked Mr. Meadows to provide information to the board regarding the AllofE Solutions contract.

1. Discuss Prior Year AllofE Solutions Contracts for FY 2022 and FY 2023. Mr. Meadows stated AllofE Solutions is a comprehensive platform for health science education which is used to provide clinical tracking, assessments, scheduling and learning management system functionality across all academic areas. Approximately two months ago, Mr. Meadows was notified by WVSOM’s recently hired, Director of Contracts, that the AllofE contract exceeded the \$250,000 limit for FY 2022 and FY 2023; however, neither President Nemitz or the Board of Governors was notified. In the case of AllofE Solutions, a base contract under \$250,000 was initially signed but contract add-ons throughout the FY caused the contract to exceed \$250,000. Mr. Meadows stated his employment began at WVSOM in August 2023, and it would have been the previous CFO’s responsibility to alert President Nemitz and the Board of Governors of the contract overages.
2. Request for Contract Approval with AllofE Solutions for FY 2024 over \$250,000 limit. Mr. Meadows continued by stating AllofE Solutions FY 2024 year-to-date expenses are \$37,000 and the \$240,000 invoice for FY 2024-2025 is due June 30, 2024 which will cause the contract to once again exceed the \$250,000 threshold. Mr. Meadows stated the WVSOM Contracts and Legal Departments are working together to negotiate a potentially lower invoice amount, but at this time, Mr. Meadows anticipates the contract will still exceed \$250,000.

Mr. Meadows requests approval from the Board of Governors to allow the President to sign a 1-year renewal contract with AllofE Solutions, in the amount of \$240,175.

Questions and discussion followed. Mr. Meadows stated WVSOM is currently transitioning from using the AllofE Solutions learning management system to Canvas and Elentra software platforms. During the transition, Year 1 students will begin using Canvas and Elentra, and Years 2 – 4 students will use the AllofE software for their remaining years at WVSOM. Mabelle Linsenmeyer, Ed.D., Associate Vice President of Institutional Effectiveness and Academic Resources, was available to answer questions and explained to the board how the transition would proceed and further defined how these software platforms are used within the institution. Discussion continued regarding the following topics: the possibility of transitioning all students to Canvas and Elentra by June 30, 2025 so multiple platforms would not need to be used simultaneously; the fact that WVSOM has needed to add change orders annually to customize the AllofE software for it to be fully functional for the institution which inflated the base contract price; the reasons why the AllofE contract was not renegotiated; and the desire of the board that no additional change orders be added to the FY 2024-2025 contract.

It was moved and seconded (Hall/Cole) to approve the resolution to allow the President to approve the final payment on the existing contract for FY 2024 – 2025 with AllofE Solutions, in the amount of \$240,175 with the following conditions: 1) The WVSOM Contracts and Legal Departments continue the renegotiation process to attempt to lower the invoice amount; and 2) The Board of Governors strongly requests the transition to the new software platforms be complete by June 30, 2025, or sooner, so the relationship with AllofE Solutions can be concluded. Motion Carried

X. Board Education

- A. State of the Markets. Discussed under Agenda Order (VI.).
- B. Annual Staff Report. Chair Belt stated due to today's lengthy board meeting, the Annual Staff report will be delayed to the August 23, 2024 board meeting.
- C. Tours Immediately Following the Board of Governors Meeting.
 1. Clinical Evaluation Center with Demonstration of the Human Patient Simulators. Chair Belt stated Gail Swarm, D.O., Assistant Dean of Clinical Services, and Lisa Seldomridge, Simulation Education Specialist, will be available to provide a tour of the Clinical Evaluation Center for board members immediately following the Board of Governors meeting.
 2. Testing Center. Chair Belt stated Raeann Carrier, Ph.D., Director, Office of National Boards and Exam Center, will be available to provide a tour of the Testing Center for board members immediately following the Board of Governors meeting.

XI. Information Gathering

No items were brought forth.

XII. Next Meeting Date

The next scheduled board meeting will be a Special Meeting to approve Institutional Policy GA-14. The meeting will be held Tuesday, July 30, 2024 at 10:00 a.m. via teleconference.

XIII. Adjournment

It was moved and seconded (Cole/Muscari) to adjourn. The motion carried and the board adjourned at 3:52 p.m.

Approved on July 30, 2024

DocuSigned by:

Marlena Kirby

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Marlena R. Kirby

Secretary

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