

BLUEFIELD STATE UNIVERSITY BOARD OF GOVERNOR'S  
Special Meeting  
Boyd Conference Room  
4:00 PM., October 3, 2022

**Members Present:** Mr. Shannon Remines (vice-chair), Mr. Randy Price, Mrs. Cathy Deeb, Dr. Deirdre Guyton, Mr. Mike Lilly, Mr. Anthony Tolley

**Via Conference Line:** Mr. Darrin Martin, Mrs. Rebecca Peterson

**Absent:** Mr. Charlie Cole (chair), Mr. Bill Cole, Mr. Mike Hastings, President Robin Capehart

**Guests:** Brent Benjamin, EVP/General Counsel; Mr. Keith Olson, Chief of Staff; Sean Connolly; Elizabeth Walters; James Walters; Tesfaye Belay; Brooks Rexroat; Young Kim; Roy Pruett; Rod Montague; Debjani Chakrabarti; Jack Sheffler; Carol Cofer; Amanda Matoushek; Vanessa Godfrey; Terry Thompson; Mildred Hoskey; James Quesenberry

**Welcome, Chair's Remarks, and Call to Order: Mr. Shannon Remines (vice chair):**

Mr. Remines determined that a quorum was established, then he called the meeting to order at 4:05 PM in the Boyd Conference Room. He welcomed attendees at the meeting and turned the meeting over to Mr. Ronnie Hypes.

**Special Orders:**

**1. HEPC on School Funding Formula – Mr. Ronnie Hypes:**

Mr. Hypes discussed the formula and the areas where they are reflected for Bluefield State University. There were handouts for the board members.

Mr. Remines brought the matter forward for a motion for approval of the submission of the information compiled by Mr. Hypes to the HEPC and with respect to this submission that the Vice Chair be authorized to sign for the Chair and that the executive Vice President be authorized to sign for the President.

Mr. Lilly motioned and Mr. Tolley 2<sup>nd</sup> the motion. A majority of the members present and voting having voted in the affirmative. All were in favor. The motion carried.

**2. Acceptance of the Executive Committee's 09/15/22 Resolution regarding a Faculty Assembly and Establishment of Substantive Vote and Comment – Mr. Brent Benjamin**

Mr. Benjamin brought forth the 4 aspects of the resolution that the Executive Committee recommended for consideration in regards to Shared Governance.

Mr. Mike Lilly submitted his comments which are attached and are a part of the meeting minutes.

Mr. Benjamin explained this is a procedural only and that comments will be gathered for a 30-day period on this resolution. That the faculty senate is not be disassembled but this is grace period for all faculty to make comments for the Board of Governors to review prior to making in final decisions.

Mr. Remines brought forth the 4 aspects for approval:

1. ACCEPTS the 09/15/2022 Resolution of the Executive Committee for consideration regarding a Faculty Assembly.
2. ESTABLISHES 11/03/2022 as the date when the Board of Governors will substantively consider and vote on the issues raised by the Resolution.
3. ESTABLISHES a 30-day period beginning today for written comments to the issues raised by the Resolution to be submitted by interested parties to the Office of the President, ending at Noon on November 3, 2022.
4. DIRECTS the President or his designee to consult with the current Faculty Senate for comments and related input.

Mr. Price motioned and Mr. Tolley 2<sup>nd</sup> the motion. Seven were in favor, Mr. Lilly was a No. The motion carried. A majority of the members present and voting having voted in the affirmative. The motion carried.

Mr. Remines made a motion to adjourn. Mr. Randy Price 2<sup>nd</sup>. The Board of Governors was adjourned at 4:25 PM.

The next regularly scheduled BSC Board of Governors meeting will take place on Thursday, November 3<sup>rd</sup> at 4 PM.

## MEMORANDUM

To: Robin Capehart, President  
From: Brent Benjamin, Executive Vice President & General Counsel  
Date: September 15, 2022  
Re: Considerations on Shared Governance Models

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Several members of the Board of Governors have expressed concern that the current system of faculty involvement in shared governance is insufficient to meet West Virginia's statutory requirements and the Board's desire for meaningful access to information from Bluefield State's instructors. Among other concerns, Board members have frustration specifically with the procedural and substantive deficiencies of the Faculty Senate pointed out in my September 1, 2022, investigative report and recommendation, and more generally with the perception that the current model of shared governance inhibits a full and diverse participation from all faculty, inhibits honest and open dialogue with the faculty, and is failing to engage the faculty as a whole.

Shared governance requires that the Boards of Governors of Higher Educational Institutions in West Virginia have access to information from their respective instructors and that "all faculty" have the opportunity to participate in such a delivery of advice. *W.Va. Code 18B-6-3(a)*. West Virginia law does not mandate a specific way in which this access to information is to be achieved. *W.Va. Code 18B-6-3(a)*. Currently, Bluefield State has a faculty Senate. This is one of two ways anticipated by law. The other statutory mechanism for shared governance involving faculty is a Faculty Assembly. *Id.*<sup>1</sup> A Faculty Assembly is akin to a Town Meeting or, what is increasingly used in the best practices operation of businesses, an "All-Hands Meeting."

For the reasons set forth below, and in view of the currently identified deficiencies in the operation of the Faculty Senate, I recommend that the Board consider utilizing a Faculty Assembly model of shared governance for faculty participation and input. The Faculty Handbook already anticipates the superior aspect of the Faculty Assembly model by stating that "The Faculty Senate reports to the College faculty assembly." *Section 2.6200, Bluefield State Faculty Handbook*. Thus, the removal of the Senate model simply defaults to the Faculty Assembly model which, according to the Faculty Handbook, appears to still exist.

### Considerations:

#### 1. Engagement

Faculty involvement drives faculty communication with the Board. A wide, diverse and inclusive participation of instructors is necessary for meaningful shared governance. An All-Hands meeting model is superior to the current Senate model. Faculty participation is lacking in the current

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<sup>1</sup> "Effective July 1, 2004, a faculty senate is established at each institution of higher education, *except for those institutions which choose to establish a faculty assembly. In the latter case, all faculty participate in the faculty assembly . . .*" [Emphasis added.]

Senate. This was admitted by Darrel Malamisura as a claimed justification for his actions. Moreover, the current Senate leadership is attempting to further restrict participation in the Senate to only a subset of instructors at Bluefield State with an initiative to strip non-tenured and non-tenure track faculty from membership in the Senate. An All-Hands model of faculty involvement integrates all faculty into a common meeting, along with the diverse experiences and input of ideas which this open model encourages. Communication, respect, shared vision and the reinforcement of Bluefield State culture is enhanced by a direct engagement by the President (and the Board) with all of the faculty, not a restricted subset of the faculty. From the minutes of the Senate which are available, there is a concern that the Senate struggles to achieve a quorum. This, too, is troubling. An All-Hands approach enables, engages and energizes the faculty in an open forum. By treating faculty members equally, energy for our University can remain high.

## 2. Communication

Currently, the Senate model serves as an hourglass with information flowing from the faculty to the Board and vice versa through a middle filter. While this may seem efficient, it inhibits communication and can lead to distrust and frustration from both faculty and the Board. Direct one-on-one communication through an effective All-Hands model reinforces honest feedback, reinforces the Bluefield State culture, permits reflection, enhances coordination between the faculty and the administration, and achieves the most efficient way of disseminating goals and values. Information is shared first-hand, with less potential for misunderstanding. This first-hand communication leads to a better perception of the "sharing" of ideas, rather than the "transmittal" of ideas. Participants feel more like members of a team. An All-Hands model is clearly superior to the current Senate model to enhance the transmittal of information between the faculty and the Board. It should be noted, though, that such open and direct dialogue may be unfiltered, honest and raw. If faculty is encouraged to provide feedback, they should be encouraged to not simply show up, but also to speak out.

## 3. Administrative Considerations

An All-Hands model is clearly superior to a Senate model for an institution of Bluefield State's size. There are, however, administrative challenges to such a model. A key requisite for the success of an All-Hands model is the leadership of an effective moderator and rules of governance of such a meeting. Because Town Meetings have been an accepted means of governance extending to colonial times, the rules of governance from such meetings can be considered and modified to suit the needs of our University. Consideration can be given to requiring attendance, pursuant to the obligations of the faculty in the Faculty Handbook. Moreover, the President should meet with the faculty at least quarterly (and the Board at least annually), so the Assembly provides an excellent opportunity for that.

## 4. Other Considerations

An All-Hands model is superior to the current Senate model for visibility, transparency, diversity and inclusiveness, and the open and meaningful direct sharing of ideas. There may be a concern that some faculty may feel a social inhibition about speaking out before their peers (i.e., a "fear

to speak"). While one may consider instructors, by their nature and occupation, to be natural to open and frank dialogue, there is no reason why a faculty member cannot speak through another faculty member.

Statement to the Bluefield State University  
Board of Governors  
Presented at Special Meeting  
Called for October 3, 2022

This is a prepared statement by Michael H. Lilly, duly elected member of the Bluefield State University Board of Governors, in response to the meeting of the Board's Executive committee of September 16<sup>th</sup>, 2022. I hereby ask that this statement be incorporated in the minutes of today's meeting in toto without redactions or changes. I make this statement on behalf of the entire faculty of Bluefield State University.

On March 13, 2004, The West Virginia Legislature enacted Chapter 18B, Article 6, Chapters 3 et seq. (hereafter 18b-6-3). Among other matters, this act established the creation of "Institutional Faculty Senates" to be established on each of the Four-Year institutions of higher education, except for those institutions choosing to establish a "Faculty Assembly". As of today, none of the four-year higher education institutions (There are 12 public four-year colleges and/or universities in West Virginia – West Virginia University, WVU Parkersburg, WVU Potomac, WVU Montgomery, Fairmont State University, West Liberty, Shepard University, Marshall University, West Virginia State University, Glenville State University, Concord University and Bluefield State University.) have chosen to adopt or create a faculty assembly. It is obvious that all of these institutions believe that the best way of shared governance in this state is to adhere to the statute and create and use the method proscribed in the Statute, A Faculty Senate.

Mr. Benjamin in his report to the Executive Committee states that that 18b-6-3 does not mandate which form of governance Faculty use. I believe such an assertion is not in accordance with the WV Code. The statute is very clear in setting forth that Faculty Senates are the measure by which faculties should govern themselves. Every Institution of Higher Learning in this state agreed to this view on or shortly after July 1, 2004. I posit that since the administration of Bluefield State College/University 18 years ago mutually with the Consent of the faculty, decided to create our current Faculty Senate, this Body without faculty consent cannot now try to abrogate that decision after all these years.

The Statute creates a number of protections and rules by which Faculty Senates operate (18b-6-3 (a)(b)). All of these would be abolished on this campus if the Executive Committee's recommendations are adopted by this board. I and the Faculty posit that these guidelines and requirements are vitally important to adequate protection of Faculty discourse and their communication with administration on issues of concern on this campus. We have no way of knowing if the assertions of the recommended actions will protect any of these protections

The decision of the Executive committee calls for the creation of a 'Bluefield State Faculty Assembly' and directs the President to create by-laws or rules of governance for this body with or without input from either faculty or others as he deems necessary. How can we as a Board approve a creation of a Faculty Assembly which we do not fully know what it is or how it operates. Likewise, If the Faculty are perhaps not to be considered in creating this body, how is it fair that the faculty to be excluded in creating it or the rules by which it operates. I posit that no vote on the Executive Committee's recommendation be taken until we as Board Members know exactly what we are voting on to create. Further unless the entire Faculty are allowed to vote and approve this action, we consider any action by this Board to be invalid.

In his memorandum supporting the creation of a faculty assembly, Mr. Benjamin discusses 4 considerations to justify the advantages of an assembly (or as he calls it, an all hands meeting model). If these are to be believed, then why is it that no other campus believes this to be true. Even West Liberty University, which President Capehart led for a number of years, doesn't accept an all hands model. I personally confess I do not know exactly what the term 'All Hands Model' means. In the Business community it is used as a rule to require in person voting in small corporate meetings. Shareholder meetings do not utilize it. It is not a real model used in faculty governance in this or any neighboring state. The mere fact that some states have lower level town meetings to govern themselves is likewise not applicable to our experiences in West Virginia.

In his statement on engagement, Mr. Benjamin states "the current Senate Leadership is attempting to Further restrict participation in the Senate to only a subset on instructors at Bluefield State with an initiative to strip non-tenured and non-tenure track faculty from membership in the senate" (pg. 2) This statement is false. I wonder what his source of information is for these assertions. I can personally attest that such claims have never been presented to past or present Faculty Senate members or officers. Over the past summer members of the Senate met and proposed a major revision of the Faculty Senate's constitution with significant changes in membership proposed. Under these proposed changes all faculty of whatever status would be permitted to be elected to the Faculty Senate. Not one of these changes supports the egregious claims of Mr. Benjamin. I will be happy to furnish a copy of this proposed constitution if requested to my fellow board members. This proposed revision of the Faculty Senate has not yet been adopted due to these proceedings today.

I do not wish to spend too much of our valuable time to discuss further the rationale for his statements. However I believe that enough doubt has been shown in his memorandum that justifies a closer look by We, as board members, to further review and discuss the proposed action of the executive Committee. I therefore ask that this matter be tabled until our next regularly scheduled meeting. I was under the impression that the Board of Governors be given two weeks' notice prior to any action being placed on its agenda. The Five Days we were given to assess this proposed action violates that rule.

I therefore formally request a delay of any action by this Board of Governors until the next regularly scheduled meeting for the Board of Governors.

Respectfully Submitted

Michael H. Lilly  
Faculty Representative  
Bluefield State University Board of Governors