

WLU Board of Governors

Regular Meeting

Wednesday, February 6, 2019 – 4:00 p.m.

Location: Shaw Hall Board Room

“...to provide our students with the opportunity for a high quality undergraduate, graduate and professional education.”

- I. Call to Order/Roll Call/Quorum and Mission Statement**
- II. Introductions**
 - A. Katy Zane – Library Presentation
- III. Public Comment** Description: Up to 10 individuals may sign in to speak in open session for three minutes each. The sign-in sheet will be available from Executive Secretary Mary Ann Edwards fifteen minutes prior to the meeting until the noticed start time.
- IV. Agenda Order (Board may move to change order of consideration)**
- V. Approval of Minutes***
 - A. Minutes of the Full Board November 28, 2018*
 - B. Minutes of the Executive Committee January 16, 2019*
- VI. Board Items for Approval***
 - A. Reorganization of the College of Liberal Arts
 - B. Compact Goals
 - C. Healthcare Management Certificate (HCM)
 - D. Memorandum of Understanding – WLU and WLU Foundation

*Action Items
- VII. President’s Report**
- VIII. Finance Report**
- IX. Reports**
 - A. Provost (Crawford)
 - B. Enrollment Update (Cook)
 - C. Foundation (Hill)
 - D. Student Government (Rhodes)
- X. Information Gathering (Members may ask questions or gather information to prepare for future agenda items without general discussion or action at this meeting.)**
- XI. Possible Executive Session**
- XII. Actions Emanating from Executive Session**
- XIII. Next Meeting Date – Wednesday, April 3, 2019**
- XIV. Adjournment**

**West Liberty University
Board of Governors**

**Minutes
November 28, 2018**

Attendance:

Cindy Fluharty, Patrick Ford, Jim Haizlett, Rich Lucas, Zachary Rhodes, Rhonda Tysk, Kris Williams

Unable to Attend:

Jack Adams, Joe Carey, Teresa Toriseva

Administration/Faculty/Staff:

Kelly Baker, Scott Cook, Darrin Cox, Mary Ann Edwards, Lori Finegan, Steve Greiner, Nancy Gunza, Diana Harto, Angie Zambito-Hill, Jason Koegler, Roberta Linger, John McCullough, Tom Miller, Alexis Montes, Gerard NeCastro, Sara Sweeney, Dawn Swiger, Ron Witt

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

Chair Ford called the meeting to order at 4:00 p.m. and a quorum was established.

II. Introduction

Dr. Greiner introduced Nancy Gunza and Lori Finegan, of CliftonLarsonAllen, who presented the audit results with an unmodified opinion for October 15, 2018, which is the best opinion to be issued. An unmodified opinion means that statements were prepared and presented fairly and with respect to accounting policies. With regard to internal control systems, no material weaknesses were identified and had very positive results. They were given full cooperation by management throughout the process with no issues or disagreements. They met with the Finance Committee previously today and gave a full report of the process and results. Ms. Gunza asked if there were any questions with regard to the audit results.

III. Public Comment

Kelly Baker and Dawn Swiger signed up to speak; Ms. Baker distributed information to the Board.

IV. Agenda Order

Chair Ford asked for a motion to strike item "D" under section VI - Board Items for Approval, and move the Faculty Senate Update to fall before the President's Update.

On motion by Cindy Fluharty and seconded by Jim Haizlett, it was unanimously adopted by the West Liberty University Board of Governors to approve the change of order to the agenda.

V. Approval of Minutes*

A. Minutes of the Full Board October 3, 2018*

On motion by Kris Williams and seconded by Cindy Fluharty, it was unanimously adopted by the West Liberty University Board of Governors to approve the minutes of the full Board of October 3, 2018.

B. Minutes of the Executive Committee September 19, 2018 and November 14, 2018*

On motion by Kris Williams and seconded by Rich Lucas, it was unanimously adopted by the West Liberty University Board of Governors to approve the minutes of the Executive Committee of September 19, 2018 and November 14, 2018.

VI. Board Items for Approval*

A. Audit*

The West Liberty University Board of Governors is asked to approve the Fiscal-Year 2018 audit report. The Finance Committee has met with the auditors and approves the audit findings.

On motion by Cindy Fluharty and seconded by Rich Lucas, it was unanimously adopted by the West Liberty University Board of Governors to approve the submission of the Fiscal-Year 2018 audit report.

B. Honorary Degree*

Dr. Greiner presented the recommendation of the Honorary Degrees and Recognition Committee for the conferral of an honorary Doctor of Humane Letters (DHL) degree to Todd F. Clossin, President and CEO of WesBanco at the December 2018 commencement.

On motion by Rich Lucas and seconded by Jim Haizlett, it was unanimously adopted by the West Liberty University Board of Governors to authorize the conferral of an honorary Doctor of Humane Letters (DHL) degree from West Liberty University at the December 2018 commencement to Todd F. Clossin.

C. Property Acquisition – 597 Van Meter Way*

Dr. Greiner noted that WLU recently acquired approximately 6 acres of land, beginning one house over from the Federated Church to the corner near Girtys Point Road. One additional house could possibly become available, completing the entire block for WLU. This home has been appraised for \$55,000 and approved for purchase at the Finance Committee meeting. We are looking for an additional recommendation, even if they are not able to sell at this time. If we would purchase the property, there may also be an arrangement made for the individual to live in the home until they are able to move. A brief discussion followed.

On motion by Jim Haizlett and seconded by Rhonda Tysk, it was unanimously adopted by the West Liberty University Board of Governors to initiate all actions and execute all documents and instruments to carry into effect and finalize the property acquisition and possible extended living arrangements.

Faculty Senate Update (Haizlett)

Mr. Haizlett introduced Dr. Darrin Cox, Professor of History and Faculty Senate Chair. Dr. Cox noted that he took the position of Chair as of July 1, 2018 and gave a brief background. He noted that an issue was raised in the last Faculty Senate meeting with regard to BOG Policies 10 and 11, Travel and Employment Hiring. A discussion followed with regard to restrictions related to these policies and the University's ability to attract and hire qualified candidates. Mr. Haizlett affirmed what Dr. Cox stated and concurred that the University needs to look at these policies.

VII. President's Report

Dr. Greiner stated that WLU is one of three universities in West Virginia with an enrollment increase. Enrollment is not a single office process, but an entire campus process. Black and Gold Day with parents is what really seals the deal. With ever decreasing high school graduation rates, we need to keep up with this trend. Chair Ford stated that a number of parents and students have texted him after a campus visit. The common theme is the availability and accessibility of offices on campus and the way they were made to feel comfortable. Mr. Cook stated that the one-on-one treatment is notable.

Commencement is only 17 days away, and the Board is invited to attend. Ceremonies will begin at 11:00 a.m. on Saturday, December 15, 2018, with approximately 140 graduates.

Dr. Greiner asked Ms. Zambito-Hill to give an update on Giving Tuesday. Ms. Zambito-Hill stated they are working to build a culture of philanthropy at WLU, with initiatives to create visibility, private giving, raise awareness, and gain new donors. \$38,000 was raised, with 161 donors. Dr. McCullough matched the first \$5,000 raised, and Dr. Greiner matched another \$5,000 at 150 donors.

Dr. Greiner asked Ms. Tysk to give an update on the GEAR UP Program WLU participated in at the Clay Center in Charleston, WV. Ms. Tysk stated that she and Brenda King, Director of Admissions, went to the Student Leadership Academy in Charleston and presented nine \$1,000 scholarships to students. Eleventh grade students from ten different counties were represented at the Academy, with approximately 1,400 students attending. Ms. King spoke to the students about WLU and presented the scholarships. Ms. Tysk served as Topper the Bear for the day,

assisting in the presentation of the giant \$1,000 check. Students were bused in from the various counties to hear a motivational speaker to help them transition from high school to college. WLU was the highlighted University for the 2018 presentations.

Dr. Greiner recalled that the Texas property had an offer from the gas and oil company for WLU to sell the property for \$60,000, followed by an offer of \$100,000, both of which were declined. As a result, this first year the royalties to date are approximately \$73,000, and we're not done with the year.

Dr. Greiner stated that we will be moving forward with the elevator projects with \$900,000 from a state bond, to be used specifically for a safety project. The Library elevator contract has been awarded, and we are in the process of bidding the residence halls elevators. We have met with the company doing the HVAC repairs for the Arnett Hall renovation. We have also met with the architect with regard to the new classrooms and labs on the 4th floor of Campbell Hall. The track and soccer complex is complete except for the track surface, which will be finished in the spring. The Belmont Savings Bank indoor facility is under construction right now and should be completed in a few months. Work has begun on the apartment complex across the street and may be called "West Liberty Gardens." It is owned by R&D Holdings, the same group who built UP I and II. They will work with Mr. Cook and the Housing office to set up pricing. We have signed an easement agreement on the back portion of the property that's now up to Gary West to sign. They have agreed to put a lighted sidewalk down to Roadworthy Lane so students going to the restaurant can go across the street and not walk along Route 88. They have also agreed to put a sidewalk in front of the complex parallel to Route 88. The last addition is the Main Street Bank video board, which will be unveiled tonight in the ASRC. The board is 9 x 16 feet and will be used at other events such as the upcoming commencement.

Dr. Greiner introduced Alexis Montes, Athletic Advancement Coordinator. She will be selling ads for the video board, among other things, and is a graduate of WLU. She earned her masters at Marshall University and is a two-time All-American javelin thrower.

VIII. Finance Report

Ms. Linger gave a budget status report as of October 31, 2018. The figures do not include any grant expenses, expenses reimbursed by the Foundation, fundraising activities, or any funds not used in the operation of the University.

IX. Reports

A. Provost (Crawford)

Dr. Crawford noted that a new articulation agreement was signed with WVNCC. Although WLU has had an agreement with them for many years, there are a few differences with the current agreement. It allows guaranteed admission for associate graduates from WVNCC to come to WLU.

A new agreement has been signed with BridgeValley Community & Technical College. This agreement will allow BridgeValley students who have earned their associate degree to complete a bachelor's degree in Dental Hygiene at WLU in two years.

We have received approval from the U.S. Department of Education for the MS in Dental Hygiene and MA in Clinical Psychology. We are currently marketing both programs, and students are able to receive financial aid for these programs, which should start in the fall 2019.

Last Friday the WV Higher Education Policy Commission approved the proposal for the MS in Athletic Training. The proposal will now go to the Higher Learning Commission (HLC) for their approval, with an anticipated start in the fall 2020. There are a few other programs in the pipeline but we're not sure when they will be coming before the Board.

Dr. Crawford stated that with regard to the Faculty Senate issue presented by Dr. Cox earlier in the meeting, Deans Council came to him to find a way to budget for more travel for interviews next year. Dr. Crawford will work with Ms. Linger on this line item in the FY19 budget.

B. Enrollment Update (Cook)

Mr. Cook distributed information with regard to enrollment. At the request of Chair Ford, campus visit information has been added to the information. All campus visitation programs have increased anywhere from 12% to 27%. At each of the individual student events students see who they want to see. At the start of the day they meet with the president and end with meeting with the Admissions staff, seeing professors and the campus in between. Every encounter impacts a student decision. There are four upcoming sessions planned to meet with faculty and staff to discuss our recruiting message and solicit suggestions on how to enhance enrollment.

D. Student Government (Rhodes)

Mr. Rhodes noted that homecoming went smooth, but they are looking at changes for next year to make it even better. The parade went well and it was nice to have the band involved and able to participate. In a recent meeting with Kate Billings, SGA presented strategic planning information and swat analysis. The SGA appreciated the opportunity and allowing their voice to be heard in this process.

Coming up is Winterfest with crafts, music, hot chocolate, bingo games, and give aways at bingo. The WLU Foundation, Sodexo, and Alumni and Community Relations have donated prizes. A bus trip is being planned to New York City in the spring. Dr. Greiner noted that the Blatnik gym will open up next year for more activities when the practice field is completed.

X. Information Gathering

Mr. Haizlett noted that he was glad Dr. Crawford is looking into the matter of faculty travel. He also stated with regard to the two guests who signed up to speak this evening, it's possible decisions are made that we might not fully understand the ramifications of what was decided, and asked that an explanation of how the system works be on the agenda for the next meeting. Dr. Greiner stated that unfortunately, they are asking to change the State system, which is something the Board cannot do. New State guidelines have been put into place at every university, moving towards a performance based system. It's hard for a small population to accept this change. Informational meetings have been held with employees with representatives from Charleston. Representatives spoke via conference phone at a previous Board meeting to explain these guidelines. A brief discussion continued and Ms. Tysk asked if it would be possible to revisit the Compensation Administration Guidelines associated with the new system.

XI. Possible Executive Session

None

XII. Actions Emanating from Executive Session

None

XIII. Next Meeting Date – Wednesday, January 30, 2019

XIV. Adjournment

On motion by Kris Williams and seconded by Rhonda Tysk, it was unanimously adopted by the West Liberty University Board of Governors to adjourn the meeting at 5:12 p.m.

Patrick B. Ford _____
Chair

Jack Adams _____
Secretary

**WEST LIBERTY UNIVERSITY
BOARD OF GOVERNORS**

**Executive Committee
Minutes
January 16, 2019**

Executive Committee Members Present: Jack Adams, Patrick Ford, Kris Williams

WLU Administrators: Scott Cook, Brian Crawford, Stephen Greiner, Diana Harto, Roberta Linger

Others: John McCullough, Rhonda Tysk

1. Chair Ford called the meeting to order at 8:00 a.m.
2. Mr. Cook gave a brief enrollment report. Enrollment is expected to be down slightly for the year. President Greiner indicated that to be conservative, budget planning for FY20 will assume a decline in enrollment for next year.
3. President Greiner reported on several items:
 - a. There is a meeting scheduled for later today with R&D holdings regarding details of the new construction going on across the street and other possible future development near campus. Other companies have been invited to look at University-owned properties for possible future development.
 - b. There have been several meetings with WLU administrators and the contracted architectural and engineering firm regarding development of the Facilities Master Plan.
 - c. Arnett Hall Phase I renovations will begin over spring break, with the project expected to be completed by the end of the summer.
 - d. Architectural plans for the 4th floor of Campbell Hall are now being developed. There was a discussion of the use of social media to publicize the current construction and other projects.
 - e. The water meter servicing campus was broken 5 to 6 years ago and water bills were estimated from that time forward until the meter was replaced this past August. Since the replacement of the meter, water bills have increased significantly. Approximately 10% of the current operating budget is being withheld to cover these unbudgeted expenses, which could amount to as much as \$500,000 for the fiscal year. Efforts are being made to repair known leaks and find other ways to conserve water. The university has been assured that there will be no bills submitted for actual water use during the time of the meter outage.
 - f. It has been discovered that the planned Energy Savings loan from the HEPC will not be available. This was going to be used to complete Phase II of the Arnett Hall project, but it has been discovered that the project will not meet the criteria for the loan.
 - g. A recent news article explaining the negative impact of the Governor's proposed budget was distributed and discussed. The promised 5% pay raise for state employees is not fully funded, as was the case last year. Also, the proposed PEIA budget offset will result in a significant extra cost to the University. The total potential losses to the University from these two items could approach \$1,000,000. The president will be in communication with the local state legislators regarding these concerns. A large tuition increase could be forced on the University to meet the budget shortfall. Pay raises for employees of the University will almost certainly not come close to 5%.
 - h. The President spoke about a proposed certificate program in Healthcare Management in the MBA program and asked that the Board consider delegating authority for the approval of areas of emphasis, certificate programs, and baccalaureate minors to the President. A motion to delegate this authority was made by Ms. Williams and seconded by Mr. Adams. Motion passed.

- i. The President distributed the latest draft of the updated MOU between WLU and the Foundation. There was discussion of the proposed changes, including having the Executive Director of the Foundation report directly to the President.
4. Ms. Linger distributed and discussed a budget update. Revenue is running about as expected. Utility and payroll expenses were explained as well as the “other” expenses category.
5. Dr. Crawford presented the proposal to approve the reorganization of the College of Liberal arts. This would create a Department of English and Modern Languages, and a Department of Humanities and Social Sciences. The proposal will be on the agenda for the full Board at the January 30 meeting.
6. Dr. Crawford gave an overview of the Compact with the HEPC and Compact Goals. The HEPC has proposed goals related to enrollment, retention and graduation rates. Mr. Cook countered those proposals with numbers that he feels are more reasonable and no response to these has been received from the HEPC. The Board will be asked to approve these goals at the January 30 meeting.
7. Ms. Harto gave a presentation on the staff compensation system that has been in place since 2017 and provided an overview of current employee pay relative to pay grades and the quartiles within each. There was discussion of the overall pay status of WLU staff.
8. Ms. Williams made a motion to move to Executive Session to discuss the staff compensation system and specific personnel matters, seconded by Mr. Adams. Motion passed. The Committee went into Executive Session at 9:15 a.m.
9. The Committee rose from Executive Session at 9:50 a.m. No actions were taken.
10. The meeting adjourned at 9:58 a.m.

Patrick Ford

Chair

Jack Adams

Secretary

COLLEGE OF LIBERAL ARTS REORGANIZATION

Action Item

Pursuant to Board of Governors Policy No. 4, Change in the Organization of Schools, Divisions, Departments or Other Administrative Units, the Board of Governors is asked to approve the College of Liberal Arts reorganization as stated in the attached document.

Proposed Resolution, *Resolved*, that the West Liberty University Board of Governors approves the College of Liberal Arts reorganization, effective July 1, 2019.



Provost
Brian L. Crawford, PhD
Office: 304-336-8004
brian.crawford@westliberty.edu

208 University Drive
CUB 100
West Liberty, WV 26074

To: President Greiner

From: Brian L. Crawford *BLC*

Re: College of Liberal Arts Reorganization

Date: 19 December 2018

The purpose of this memo is to provide support for the proposal submitted by the Dean of the College of Liberal Arts to divide the current Department of Humanities in two. The college combined the Department of Humanities and the Department of Social and Behavioral Sciences after Psychology left the college in 2017. At that time, it was proposed that a temporary consolidation occur while consideration was given to the future of the programs and disciplines in the college. Since that time, the faculty have had a number of meetings and a great deal of discussion on the matter.

In October of this year, the faculty met once more and voted unanimously to again split the disciplines, but this time along different lines, and with new department names. I agree with this proposal, as it will restore the level of oversight previously enjoyed by the individual programs, and it has the overwhelming support of the faculty members impacted. The current single Department of Humanities has both a Chair and Assistant Chair. With the new division, an additional Chair will be needed for one of the departments, but the existing Assistant Chair position will no longer be needed. The increase in costs, then, will be reduced considerably and will amount to \$5,600 and a 3-credit hour course release. The benefits will, I believe, outweigh these costs.

*Approved,
Stephen G. Greiner
12-19-18*

2019 UPDATE TO COMPACT

ACTION ITEM

The Board of Governors is asked to approve, per the West Virginia Higher Education Policy Commission, the 2019 update for the “Leading the Way” 2013-2018 Compact goals. The updates will go to the Commission for approval at their April 26, 2019 meeting.

Proposed Resolution: Resolved, that the West Liberty University Board of Governors approve the 2019 update to the Compact goals.

PROPOSED CERTIFICATE PROGRAM IN HEALTHCARE MANAGEMENT (HCM)

ACTION ITEM

The West Liberty University Board of Governors is asked to delegate authority for the approval of areas of emphasis, certificate programs, and baccalaureate minors to the President of the University.

Proposed Resolution: Resolved, that the West Liberty University Board of Governors approve the delegation of authority for the approval of areas of emphasis, certificate programs, and baccalaureate minors to the President of the University.

**MEMORANDUM OF UNDERSTANDING
WLU AND WEST LIBERTY UNIVERSITY FOUNDATION**

ACTION ITEM

The Memorandum of Understanding between West Liberty University and the West Liberty University Foundation has been reviewed and approved by the office of the West Virginia Attorney General. The board is asked to approve the above stated MOU.

Proposed Resolution: *Resolved, that the West Liberty University Board of Governors approve the Memorandum of Understanding between West Liberty University and the West Liberty University Foundation.*

MEMORANDUM OF UNDERSTANDING
BY AND BETWEEN
WEST LIBERTY UNIVERSITY
AND
WEST LIBERTY UNIVERSITY FOUNDATION

This Agreement ("Agreement") entered into as of this ____ day of January, 2019, by and between the West Liberty University, a West Virginia public university organized and existing by virtue of the laws of the State of West Virginia, located at 208 University Drive, West Liberty, West Virginia 26074, ("WLU" and sometimes "University") and the West Liberty University Foundation, Inc., a nonprofit corporation organized and validly existing under the laws of the State of West Virginia, located at 208 University Drive, Campus Service Center #126, West Liberty, West Virginia 26074. (the "Foundation").

RECITALS

- A.** The Foundation is an Internal Revenue Code § 501(c)(3) tax exempt corporation. It was organized and incorporated in 1964 for the purpose of stimulating voluntary private support from alumni, parents, friends, corporations, foundations, and others for the benefit of WLU.
- B.** The Foundation exists in part to raise and manage private resources supporting the mission and priorities of WLU, and provide opportunities for students and a margin of institutional excellence unavailable with funds from the State of West Virginia.
- C.** The Foundation is dedicated to assisting WLU in the building of the endowment and in addressing, through financial support, the long-term academic and other priorities of the University.
- D.** As stated in its articles of incorporation, the Foundation is a separately incorporated § 501(c)(3) organization and is responsible for identifying and nurturing relationships with potential donors and other friends of WLU; soliciting cash, securities, real and intellectual property, and other private resources for the support of WLU; and acknowledging and stewarding such gifts in accordance with donor intent and its fiduciary responsibilities.
- E.** In connection with its fundraising and asset-management activities, the Foundation retains personnel and advisors experienced in planning for and managing private contributions and works with the University to assist and advise in such activities.

NOW THEREFORE, for and in consideration of the terms and provisions of this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Foundation Name, Seal and Logotype.

- 1.1. Consistent with its mission to help advance the plans and objectives of the University, the Foundation is granted the use of the name, West Liberty University and the marks of the university.

2. University or System Governance.

- 2.1. The WLU Board of Governors is responsible for overseeing the mission, leadership, and operations of the University.
- 2.2. The WLU Board of Governors is responsible for setting priorities and long-term plans for WLU.
- 2.3. The WLU Board of Governors is legally responsible for the performance and oversight of all aspects of WLU operations.
- 2.4. The WLU Board of Governors is responsible for the employment, compensation, and evaluation of all WLU employees, including its President.

3. The Foundation's Relationship to the University.

- 3.1. The Foundation is a separately incorporated § 501(c)(3) nonprofit organization created to raise, manage, distribute, and steward private resources to support the missions of the University.
- 3.2. The Foundation Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent.
- 3.3. The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of bylaws that clearly address the Foundation board's fiduciary responsibilities, including expectations of individual board members based upon ethical guidelines and policies.
- 3.4. The Foundation is responsible for the employment, compensation, and evaluation of all its employees,
- 3.5. The Foundation will have an Executive Director, which person may be employed by the University, in which case the Foundation and the University will enter into a separate written agreement setting forth the Executive Director's duties and such other terms and conditions as the parties deem appropriate.
- 3.6. The Foundation may earmark a portion of its unrestricted funds to a discretionary fund for the President of the University and will either transfer a percentage of those funds annually to the University in compliance with state law and University policies or reimburse appropriate presidential expenditures.¹

¹ All such expenditures must comply with the IRC § 501(c)(3) code and be consistent with the Foundation's mission. Such funds will be audited as part of the Foundation's annual independent audit.

4. The University's Relationship to the Foundation.

- 4.1. The University President is responsible for communicating WLU priorities and long-term plans, as approved by the Board of Governors, to the Foundation.
- 4.2. WLU recognizes that the Foundation is a private corporation with the authority to keep all records and data confidential consistent with the law.
- 4.3. The Executive Director of the Foundation shall be included as a member of the University chief executive's cabinet and senior administrative team. WLU shall include the Foundation as an active and prominent participant in the strategic planning for the University.
- 4.4. The President of the University shall serve as an *ex-officio* member of the Foundation board and shall assume a prominent role in fund-raising activities.
- 4.5. In consideration for Foundation services including but not limited to the securing and management of private funds for the purpose of tuition and financial aid, capital improvement projects, academic programs, athletics, and student life and the management of donor records, and donor stewardship the University will provide the Foundation in-kind support including IT support, print services for collaborative fundraising solicitations as approved by the University and marketing and website support as approved by the University.
- 4.6. WLU shall establish and enforce policies that support the Foundation's ability to respect the privacy and confidentiality of donor records.

5. Foundation Responsibilities - Fund-Raising.

- 5.1. The Foundation shall create an environment conducive to increasing levels of private support for the mission and priorities of WLU.
- 5.2. The Foundation, in consultation with the University President, is responsible for planning and executing comprehensive fund-raising and donor-acquisition programs to support the University's mission. These programs include annual giving, major gifts, planned gifts, special projects, and campaigns.
- 5.3. The Foundation will establish, adhere to, and periodically assess its gift-management and acceptance policies. It will promptly acknowledge and issue receipts for all gifts on behalf of the Foundation and the University and provide appropriate recognition and stewardship of such gifts.
- 5.4. WLU recognizes that the Foundation bears major responsibility for fund-raising. University representatives will coordinate fund-raising initiatives including major gifts solicitations with the Foundation.
- 5.5. The University President will work in conjunction with the leadership of the Foundation board and the Foundation chief executive to identify, cultivate, and solicit prospects for private gifts.
- 5.6. The Foundation shall establish and enforce policies to protect donor confidentiality and rights.

6. Foundation Responsibilities - Asset Management.

- 6.1. The Foundation will establish asset-allocation, disbursement, and spending policies that adhere to applicable federal and state laws including the Uniform Prudent Investor Act and the Uniform Management of Institutional Funds Act.
- 6.2. The Foundation will receive, hold, manage, invest, and disperse contributions of cash, securities, patents, copyrights, and other forms of property, including immediately vesting gifts and deferred gifts that are contributed in the form of planned and deferred-gift instruments.
- 6.3. The Foundation will engage an independent accounting firm annually to audit the Foundation's financial and operational records and will provide WLU with a copy of the annual audited financial statements, including management letters.

7. University Flexibility.

- 7.1. The Foundation will explore opportunities, including acquisition and management of real estate on behalf of the WLU for future allocation, transfer, or use.
- 7.2. The Foundation may serve as an instrument for entrepreneurial activities for the University and engage in such activities as purchasing, developing, or managing real estate for University expansion, student housing, or retirement communities. It also may hold licensing agreements and other forms of intellectual property, borrow or guarantee debt issued by their parties, or engage in other activities to increase Foundation revenue with no direct connection to a University purpose.
- 7.3. When distributing gift funds to the University, the Foundation will disclose any terms, conditions, or limitations imposed by donor or legal determination on the gift. WLU will abide by such restrictions and provide appropriate documentation.

8. Transfer of Funds.

- 8.1. The Foundation is the primary depository of private gifts and will transfer funds to the designated entity within the University in compliance with applicable laws, University policies, and gift agreements.
- 8.2. The Foundation's disbursements on behalf of the University must be reasonable business expenses that support the University, follow donor intent, and do not conflict with the law.

9. Foundation Funding and Administration

- 9.1. The Foundation is responsible for establishing a financial plan to underwrite the cost of Foundation programs, operations, and services.
- 9.2. The Foundation may use a reasonable percentage of the annual unrestricted funds, assess fees for services, or impose gift taxes, to support its operations.
- 9.3. The Foundation, at its own expense, will provide office space, computer and telephone systems, utilities, adequate personnel, office supplies, and other such services that may be necessary or required to fulfill its responsibilities and obligations.
- 9.4. The Foundation shall maintain, at its own expense, copies of the plans, budgets, and donor and alumni records developed in the performance of its obligations.

9.5. The Foundation will provide access to data and records to the University on a need-to-know basis under applicable laws, Foundation policies, and guidelines. The Foundation will provide copies of its annual report, and other information that may be publicly released.

10. Miscellaneous.

- 10.1. To ensure effective achievement of the items of the agreement, the University and Foundation officers and board representatives shall hold periodic meetings to foster and maintain productive relationships and to ensure open and continuing communications and alignment of priorities.
- 10.2. Either party may, upon 90 days prior written notice to the other, terminate this agreement. Notwithstanding the foregoing, either party may terminate this MOU if the other party defaults in the performance of its obligations and fails to cure the default within a reasonable time after receiving written show cause notice.
- 10.3. No amendments, modification, termination, or waiver of any provision of this Agreement shall be effective unless the same shall be in writing and signed by the parties to this Agreement.
- 10.4. All notices and other communications provided for under this Agreement shall be in writing and mailed or delivered to addresses listed above or at such other addresses as designated by any party in a written notice to the other party.
- 10.5. This Agreement shall be binding upon and inure to the benefit of the Foundation and WLU and their respective successors and assigns.
- 10.6. Foundation, by entering into this Agreement or by any action taken pursuant hereto, will not be deemed a partner or joint venturer with WLU.
- 10.7. This Agreement shall be governed by, and construed in accordance with, the laws of the State of West Virginia.
- 10.8. Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions of the Agreement.
- 10.9. Section headings in this Agreement are included for the convenience of reference only and shall not constitute a part of this agreement for any other purpose.
- 10.10. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument, any party hereto may execute this Agreement by signing any such counterpart.

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[Signature Page Follows]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives as of the date first above written.

WEST LIBERTY UNIVERSITY
a West Virginia public university

By _____

Its: _____

**WEST LIBERTY UNIVERSITY
FOUNDATION, INC.**
a West Virginia nonprofit corporation

By _____

Its: _____