



FAIRMONT STATE UNIVERSITY
BOARD OF GOVERNORS
SPECIAL MEETING MINUTES
MAY 18, 2022

BOARD ROOM, 3RD FLOOR FALCON CENTER AND WEBEX
1201 LOCUST AVENUE, FAIRMONT, WV

I. CALL TO ORDER

A. Roll Call

Chair David Goldberg convened the Fairmont State University Board of Governors meeting on May 18, 2022, beginning at approximately 4:30 p.m. in the Board Room, 3rd Floor Falcon Center, at 1201 Locust Avenue, Fairmont, West Virginia, and via WebEx.

Note: With this meeting being conducted in person and via WebEx, there was no way to ascertain all other participants but the following Fairmont State Board of Governors members and Fairmont State University administrators, staff, and faculty participating via WebEx or present included:

At the request of Chair Goldberg, Serena Scully, Chief of Staff, conducted a roll call of the Board of Governors. Present for the meeting were board members Maiya Bennett, Jon Dodds, Dr. Gina Fantasia, David Goldberg, Jason Henderson, Jennifer Kinty, Jason Pizatella, Jay Puccio, and Kevin Rogers. Deborah Prezioso was present via WebEx. Wendy Adkins and Rusty Hutson were present via WebEx following roll call.

Among others including faculty, staff, students, journalists, and members of the community, the following were present: President Martin and President's Executive Leadership Team members Ken Fettig, Dr. Joseph Han, Stephanie Harrod, Dr. Joy Hatch, Merri Incitti, Christa Kwiatkowski, Cailey Murray, Dr. Dianna Phillips. Also present was Ms. Angel Moore and Mr. Joseph Lenoro from Steptoe and Johnson.

B. Approval of Agenda

Dr. Gina Fantasia made a motion to approve the agenda. Jason Henderson seconded the motion. The motion passed.

II. POSSIBLE EXECUTIVE SESSION

Deborah Prezioso made a motion to go into Executive Session pursuant to the provisions of West Virginia Code §6-9A-4(b)(2)(a) to discuss matters related to the President's contract and related matters arising from the appointment, employment, retirement, promotion, transfer, demotion, disciplining, resignation, discharge, dismissal or compensation of a public officer or employee.

Jason Pizatella seconded the motion. The motion passed.

Jason Pizatella made a motion to rise from Executive Session. Dr. Gina Fantasia seconded the motion. The motion passed.

Chair Goldberg advised that Wendy Adkins participated via WebEx on and off throughout the executive session. Ms. Adkins was traveling and was having connectivity issues.

Chair Goldberg advised that Vice-Chair Hutson had taken over chairing the meeting.

Vice-Chair Hutson advised that no action or votes were taken in executive session.

Vice-Chair Hutson advised that there was discussion regarding the President's contract. Mr. Hutson also advised that President Martin, her husband, and her legal counsel, Brent T. Copenhaver, Esq., were also present for part of the executive session and discussed the letter President Martin submitted earlier in the week stating she was not seeking a renewal to her current contract when it expires on December 28, 2022.

Jason Pizatella advised that President Martin gave written notice to the Board on May 17, 2022 that she would not seek renewal or extension of her contract of employment with the Fairmont State University Board of Governors.

Mr. Pizatella advised that the Board wished to acknowledge and thank Dr. Martin for her years of years to FSU and everything she has done for the institution, the City of Fairmont itself, and the community throughout North Central West Virginia.

Mr. Pizatella moved that the Board take the following action:

Pursuant to the provisions of Section 7(c) of the President's Contract, the Board shall provide 60 days written notice to the President that the President's Contract shall end on July 18, 2022, the "End Date".

Pursuant to all powers and authorities vested in the Board under West Virginia law, and specifically, pursuant to West Virginia Code §18B-2A-4, any power, control and authority the Board has delegated to the President by and through the President's Contract or otherwise, shall be rescinded, and such power, control and authority, shall be given to the current Provost and Vice President of Academic Affairs, Dr. Dianna Phillips, effective

as of this day and until such time as the Board shall act to fill the position of Interim President.

Futher, Mr. Pizatella moved that the Board shall immediately commence its work to fill the position of Interim President to include negotiation of related contract terms and execution of a contract for an Interim President. The Board shall immediately begin its work to fill the position of President to include the commencement of a national candidate search.

Dr. Gina Fantasia seconded the motion.

Vice-Chair Hutson asked if there was any discussion on the motion. Jennifer Kinty advised she would like to acknowledge Dr. Martin's work for Fairmont State University. Mrs. Kinty advised that it was the Board's fiduciary duty is to Fairmont State University and not to President Martin.

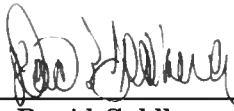
Jon Dodds advised that he feels President Martin should lead the University through the end of her current contract and give the University time to find a replacement.

Maiya Bennett advised she was in full support of President Martin. Hearing no further discussion, Vice-Chair Hutson called for a vote.

The motion passed with Jon Dodds and Maiya Bennett opposed and requested that the minutes reflect this opposition. Chair Goldberg abstained from voting on Mr. Pizatella's motion.

III. ADJOURNMENT

With no further business to come before the Board, Dr. Gina Fantasia made a motion to adjourn the meeting. Jennifer Kinty seconded the motion and the motion passed.



David Goldberg

6/1/2022

Date

FSU Board of Governors' Chair



Deborah Prezioso

6/7/2022

Date

FSU Board of Governors' Secretary