

**MINUTE OF THE BOARD OF TRUSTEES
UNIVERSITY OF NORTH ALABAMA
TRENCH ALABAMA
Friday, March 22, 2019**

The Board of Trustees for the University of North Alabama met on Friday, March 22, 2019, in accordance with Section 6 of Act No. 773 of the 2017 Regular Session of the Alabama Legislature. A letter from three Trustees (dated February 28, 2019) was sent to Governor Kay Ivey in care of her Director of Constituent Affairs, requesting that the Governor call the quarterly meeting for March 22. Proposed legislation, including the standard of care, and the advance of the meeting under the provisions of the act, that the agenda, and supporting documents for items of discussion were available for individual review. Board President Pro Tempore Simpson Russell called the meeting to order at 1:33 p.m.

I. INVOCATION

There was no opening invocation at this meeting.

II. ROLL CALL

President Kenneth D. Kitts called the meeting to order, and the following members were in attendance:

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| Trustee Mark Adams | Trustee Todd Huette | Trustee Simpson Russell |
| Trustee Rodney Howard | Trustee Steve Pierce | Trustee Will Trapp |
| Trustee Libby Jordan | | |

The Secretary, a podium was present. It were officio members Governor Kay Ivey and SGA president Charles Holcombe, and Trustees Joel Anderson, Marcus Maples, and Anne W. Allen.

Other present for all or part of meeting:

- Dr. Ross Alexander, Vice President for Academic Affairs and Provost
- Ms. Amy Fite-Morgan, General Counsel
- Dr. Kimberly Greenway, Vice President for Student Affairs
- Mr. Mark Miller, Athletics Director
- Mr. Ron Peterson, Chief Enrollment Officer and Assistant to the President for Diversity
- Dr. Deborah Shaw, Vice President for University Advancement
- Mr. Evan Thornton, Vice President for Business and Financial Affairs
- Mr. Bishop Alexander, President of the College of Arts and Sciences
- Dr. Sara Baird, Associate Dean of the College of Business
- Mr. Jana Barber, Associate Dean of the College of Business
- Mr. Joy E. Pak, Senior Associate President for Academic Affairs
- Dr. Vincent Whitton, Dean of the Honors College

- Dr. Carmen Burkhardt, Vice President of the College of Arts and Sciences
- Mr. Michael Gauthier, Vice President of Facilities Administration and Maintenance
- Dr. Matt Green, Chair, Physical Education and Recreation Department
- Dr. Scott Infanger, Faculty Senate
- Dr. Kevin Jacques, University Center for Event Operations
- Ms. Tammy Jacques, Vice President of Student Affairs and Title IX Coordinator
- Dr. Lisa Keys-Mattler, Director of Academic Initiatives and Academic Support for Enrollment Management
- Dr. Katie Kinney, Interim Director of Health and Human Services
- Dr. Tera Kirkman, President of the College of Nursing and Health Professions
- Mr. Sam Mashburn, Director of Student Government Association
- Mr. John McGee, Director of Educational Technology Services
- Mr. Bryan Rachal, Executive Director of University Communications and Marketing
- Ms. Regina Sherrill, Assistant to the President for Administration
- Ms. Jennifer Sutton, Interim Director of Housing and Information Literacy
- Ms. Shannon Wells, Associate Director of Photography
- Mr. Brad Cherry, President of Williams of Montgomery & Gale (legal counsel)
- Mr. Josh McCoy, Director of Financial Advisors

III. APPROVAL OF AGENDA

Mr. Russell submitted the agenda for the meeting, which was approved by Mr. Abrams. A motion by Mr. [Name] was presented and approved.

IV. APPROVAL OF PRESENT AGENDA

Mr. Russell submitted the minutes of the meeting as the only agenda item for this meeting, which were approved by Ms. Jordan. A motion by Mr. [Name] was presented and approved.

V. REPORT OF THE PRESIDENT

Dr. Keys gave a brief summary of the state of the University. Remarks included the following:

- Spring enrollment figures
- Athletic success
- Celebration of first year as a Full Light Program award
- Project 208 efforts
- Upcoming personnel transitions in Advance Division

VI. ACADEMIC AFFAIRS AND ENROLLMENT MANAGEMENT COMMITTEE

Committee chair Trapp asked Dr. Alexander to review items on today's agenda stemming from this committee's meeting on March 15. Before addressing those items, Dr. Alexander noted that per the Trustee's request, the book selection of *Justice* by Bryan Stevenson, the book selected by the community as part of the "community book" program.

A. Resolution Approving an Executive Degree

Following summary comment by Dr. Alexander, the Academic Affairs and Enrollment Management Committee and second by Mr. Abrams, the resolution was approved by a unanimous vote.

B. Resolution Approving a Doctor of Philosophy Degree Program in Exercise Science and Health Promotion

Following summary comment by Dr. Alexander, the Academic Affairs and Enrollment Management Committee and second by Mr. Pierce, the resolution was approved by a unanimous vote.

Mr. Russell reminded all present that action items are first brought to the committee for discussion and then to the Board for final vote.

C. "Department of Health, Physical Education, and Recreation" to "Department of Kinesiology"

Dr. Alexander reviewed this information and required no action by the Board and this matter.

D. Establishment of New Center for Special Inclusion

Dr. Alexander reviewed this information and required no action by the Board and this matter.

VII. ADVANCEMENT AND UNIVERSITY RELATIONS COMMITTEE MATTERS

Committee chair Abrams reported on this committee's meeting on March 15. The following items on today's agenda stemmed from those committee discussions:

A. Update on UNA Foundation and University Endowments

As the Board's representative on the Foundation Board, Mr. Tr... commented on the status of endowment assets. Some amounts still remain with Gerber Taylor due to contractual obligations for many years. The UNA Foundation Board of Directors has selected the firm SEI as the new investment manager for endowment assets. SEI will provide a detailed presentation on its portfolio management strategy at the next meeting of the trustees. Finance facilities, and Personnel Committee in June. This information item required no action by the Board.

B. Annual Endowment Report for UNA Board of Trustees Scholars Fund

Mr. Abrams reviewed this information item and encouraged fellow Board members to support this scholarship fund. This matter required no action by the Board.

C. Town and Gown Committee 2019-20

Dr. Shaw advised of the UNA/City of Florence joint appointment of a Town and Gown Committee. Findings from the group's study will be shared with the Board at a later date. There were no questions, and this matter requires no action by the Board.

Additional Information Items from Dr. Shaw

- The University has 347 different endowment funds - i.e., 321 designated for scholarships + 26 for specific programs or professorships. From these endowed funds, the Foundation distributed \$199 million in awards last year.
- The "quiet phase" of the current campaign began May 1, 2018. To date, gifts totaling \$13.2 million have already accumulated to the campaign.

VIII. CAMPUS LIFE AND ATHLETICS COMMITTEE MATTERS

Committee chair, Pierce, reported on topics covered during his committee's March 1 meeting. He asked Mr. Patterson to share an update on diversity initiatives. Comments included:

- A second President's Diversity Faculty Fellow will join U.
- 98% of all employees have now completed the Diversity in the Workplace training.
- The University is being strategic and intentional in advertising for vacant positions in order to attract a diverse pool of applicants.

Mr. Mashburn was asked to comment on SGA constitution amendments as to the use of funds for university student event planning.

Mr. Pierce noted that over \$1 million in game guarantee revenue contracted to date provides additional funds for the athletics program. Mr. Abrams commented on the fundraising process of the Athletics Department and reiterated that Project 208 efforts focus on the institution as a whole and are not aimed at increasing funding for the move to Division I athletics.

Mr. Pierce then not that the following item on today's agenda stems from the committee discussions:

Resolution Approving "UNA's Policy and Procedures: Sexual Assault, Intimate Partner Violence, Stalking, Retaliation, and Gender Discrimination"

Dr. Greenwell provided summary/overview comments. Mr. Pierce thanked Title IX Coordinator Tammy Jacques and her staff for excellent handling of the Campus Life and Athletics Committee's motion and second by Mr. Abrams, the resolution was approved by unanimous vote.

IX. FINANCE, FACILITIES, AND PERSONNEL COMMITTEES

Committee Chair Ouellette reported on the various topics covered during the meeting on March 1st and that are on today's meeting agenda:

A. Review of Financial Information for Fiscal Year Ending December 31, 2018

Mr. Toronto noted in summary comments that the University's financial position is very stable compared to previous years. There were no questions or items requiring no action by the Board.

B. Resolution Approving Rental Rates in University-Owned Buildings Effective Fall 2019

Mr. Ouellette gave an overview of this resolution, noting that increasing rental rates are very competitive with peer institutions. There being no motion of the Finance, Facilities, and Personnel Committee and second by Ms. Jordan, the resolution was approved by unanimous vote.

C. Resolution Approving Student Meal Plan Prices Effective 2019

Following summary comments by Mr. Ouellette, with the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Pierce, the resolution was approved by unanimous vote.

D. Resolution Authorizing Solicitation of Bids and Expenses for Art Building Renovations to House the Art Department Operations Funds for 2019

Mr. Ouellette reviewed this resolution, noting that this facility issue is a sample of work that 208 efforts are so important. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Ouellette and second by Mr. Trapp, the resolution was approved by unanimous vote.

E. Information Items

- (1) **2017-2018 Annual Audit Report** - Trustees were provided with the audit report. Mr. Thomas noted the report has resulted in several regulatory changes over the past few years. The State Extension remains on the NA list for 2019.
- (2) **Governmental Relations** - Dr. King gave a brief presentation on the University and local government relations. He noted the University's continued support for the state.

F. Resolution of the Board Selecting an Underwriter for the Installation of Energy Conservation of College - Trustees for the University of Alabama General Fee Students and Centers for the completion of the

Resolution of the Board Authorizing the Issuance of General Fee Bonds for Energy Conservation Improvements and Construction of Nursing Facility - Trustees for the University of Alabama General Fee Bonds for the installation of construction

Mr. McCoy reviewed the recommendation that Rafer & Associates, Inc. are the subject of the proposed bond issue. Mr. Ouellette noted a conflict of interest as he is affiliated with Rafer & Associates. Mr. McCoy moved approval of the resolution that was approved by a vote of five (5) in favor and two (2) abstentions.

Mr. Williams reviewed the recommendation that the maximum par value of debt for the ESCO lighting construction and Executive Committee will be called. Mr. Williams noted that the Board will be called to vote on this issue due to conflicts of interest. Mr. Williams moved approval of the resolution that was approved by a vote of five (5) in favor, two (2) abstentions, and two (2) opposed.

X. OTHER BUSINESS

A. Senate Bill 83 / Professional Development

Dr. King was advised of proposed state legislation requiring all new appointees to the Board – to complete a specified amount of professional development under the Board’s authority. Alabama Legislature, much of this “professional development” covered in Board of Trustees’ information item required no action by the Board.

Item for Notification

University Trustees’ information item required no action by the Board. The Board discussed the proposed legislation and the Board’s authority to require professional development for new appointees. The Board discussed the proposed legislation and the Board’s authority to require professional development for new appointees. The Board discussed the proposed legislation and the Board’s authority to require professional development for new appointees.

B. Trustees Authority with Regard to University “Administrative” Matters

Dr. King reviewed the criteria that the Senate set of internal operations rises to the level of requiring Board action. Having this guideline for SACSCOC accreditation standards, the Board’s information item required no action by the Board.

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XI. MOTION FOR EXECUTIVE SESSION

Mr. Russell moved that an executive session was necessary to discuss items from the Advancement and University Relations Committee’s legal matters. As an attorney licensed in Alabama, Ms. Fite-Morgan affirmed that the Board’s discussion of these matters under Section 3 of the Code of Alabama is authorized under the Code of Alabama. The Board discussed the potential legal ramifications of potential litigation and the character of the individual. Therefore, an executive session would be required by Mr. Abroms, second by Ms. Fite-Morgan. Upon motion by Mr. Abroms, second by Ms. Fite-Morgan, the Board recessed at 3:05 p.m. for a short break and to enter into an executive session.

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At approximately 3:06, the Board entered into executive session with Dr. Shaw present to provide legal counsel, and University Relations Committee members present for the discussion of legal matters. Dr. Shaw exited the executive session and only Ms. Fite-Morgan and Dr. Alexander remained in the executive session.

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The Board reconvened in regular session at 3:37 p.m. Mr. Russell reported that the Board now reconvened in executive session and viewed favorably the Advancement and University Relations Committee chair Abroms presented:

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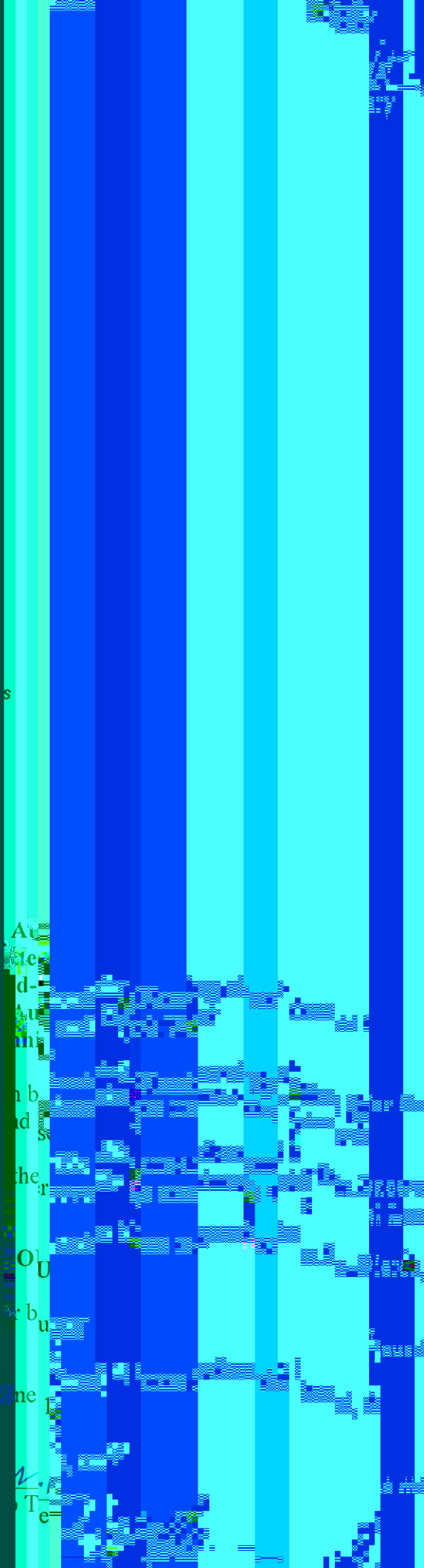
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