MINUTES OF THE BOARD OF TRUSTEES
UNIVERSITY OF NORTH ALABAMA
FLORENCE, ALABAMA
11:00 a.m., Monday, December 17, 2012

The Board of Trustees for the University of North Alabama met at 11:00 a.m. on Monday, December 17, 2012, in the Loft of the Guillot University Center in accordance with Section 6 of Act No. 773 of the 1967 Regular Session of the Legislature of Alabama. A letter from three Trustees (dated November 26, 2012) was sent to Governor Robert Bentley in care of his Director of Constituent Affairs, requesting that the Governor call the December 17 quarterly meeting. Proposed letters calling the Board to the meeting also were sent for the Governor’s signature as per standard practice, and the same were mailed to the Trustees from the Governor’s office in advance of the meeting under the date of November 28, 2012.

On December 7, 2012, the Board members were sent a notebook containing the agenda, proposed resolutions, and supporting documents for all items of discussion.

In the absence of Governor Robert Bentley (the President of the Board), the meeting was called to order at 11:25 a.m. by Board President Pro Tempore Rodney Howard.

I. INVOCATION

The opening invocation was offered by Trustee Pierce.

II. ROLL CALL

The roll was called by President William G. Cale, Jr., and the following members were present:

Trustee Marty Abernathy
Trustee Joel Anderson
Trustee Richard Cate

Trustee Lisa Ceci
Trustee John Cole
Trustee Rodney Howard

Trustee Libby Jordan
Trustee Steve Pierce

Absent were Trustee Harvey Robbins, and ex officio members Governor Robert Bentley and State Superintendent of Education Dr. Thomas R. Bice.

Others present for all or part of the meeting:
• Dr. Dan Hendricks, Vice President for University Advancement
• Mr. David Shields, Vice President for Student Affairs
• Dr. Steve Smith, Vice President for Business and Financial Affairs
• Dr. John Thornell, Vice President for Academic Affairs and Provost
• Dr. Birdie Bailey, Dean of the College of Nursing and Allied Health
• Dr. Kerry Gatlin, Dean of the College of Business
• Dr. Vagn Hansen, Dean of the College of Arts and Sciences
• Dr. Donna Lefort, Dean of the College of Education and Human Sciences
• Dr. Thomas Calhoun, Associate Vice President for Academic Affairs
• Dr. Melvin Davis, Director of Library Services
• Dr. Mel Blake, Assistant Professor of Physics and Astronomy
• Ms. Cindy Conlon, Director of Procurement
• Mr. Jim Eubanks, President of Staff Senate (non-voting participant at Board table by invitation)
• Mr. Michael Gautney, Director of Facilities Administration and Planning
• Mr. Bob Hill, Governmental Relations Consultant and Board of Trustees Legal Counsel
• Mr. Mike Keehn, Head Baseball Coach
• Dr. Marilyn Lee, Faculty Senate President (non-voting participant at Board table by invitation)
• Mr. Mark Linder, Athletics Director
• Dr. Andrew Luna, Director of Institutional Research, Planning, and Assessment
• Ms. Mary McDaniel, Physics student
• Mr. Bob Pastula, University Police Chief
• Dr. Greg Pitts, Chair of the Communications Department
• Ms. Celia Reynolds, Assistant to the Vice President for Academic Affairs for SACS
  Reaffirmation of Accreditation
• Mr. Will Riley, Student Government Association President and ex officio non-voting member of the Board
• Ms. Regina Sherill, Assistant to the President for Administration
• Ms. Rosalie Stephenson, spouse of Dr. Robert Stephenson
• Ms. Melody Stewart, Athletics Annual Fund/Major Gifts Officer
• Ms. Donna Tipps, Controller
• Dr. Brenda Webb, 2012-2013 Chair of Shared Governance Executive Committee
• Ms. Shannon Wells, University Photographer
• Ms. Melissa Williams, Accountant II, Financial Affairs
• Mr. Josh Woods, Director of University Communications
• Dr. Chunsheng Zhang, Vice Provost for International Affairs
• Members of the news media:
  o Sheronda Allen from the *TimesDaily*
  o Evan Belanger from *The Birmingham News*
  o Student writers from the *Flor-Ala*

### III. APPROVAL OF AGENDA

Mr. Howard noted several revisions to the proposed agenda:

1) Addition of resolution to amend Article I, Section 4, Item 18 of the Board bylaws as agenda item VI-F;  

2) Addition of resolution to amend Article I, Section 4, by inserting a new Item 19 of the Board bylaws as agenda item VI-F;  

3) Addition of a Resolution of Commendation to SACS Liaison Celia Reynolds and the SACS Leadership Team as agenda item IX-E; and  

4) Addition of an information item from Trustee Cater concerning the UNA statute and the upcoming legislative agenda as agenda item IX-F.

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Mr. Howard then submitted the revised agenda for approval. Upon motion by Ms. Ceci and second by Mr. Cole, the agenda was approved unanimously as so amended.

IV. CONSIDERATION OF APPROVAL OF MINUTES OF THE SEPTEMBER 10, 2012, QUARTERLY BOARD MEETING

Mr. Howard submitted the minutes for approval. Upon motion by Mr. Anderson and second by Mr. Cole, the minutes were approved unanimously.

V. REPORT OF THE PRESIDENT AND REMARKS FROM CONSTITUENCY GROUPS

Dr. Cale recognized Professor Mel Blake and senior physics major Mary McDaniel for a brief description of her research that led to first place recognition in the 2012 Quadrennial Physics Congress. He then made comments from a summary report to the Board on the current state of the University. Mr. Eubanks, Dr. Lee, and Mr. Riley then gave brief remarks on behalf of their respective constituency groups.

VI. AUDIT, FINANCE, AND ADMINISTRATION COMMITTEE MATTERS


B. Process Whereby Additional Funds Received During the 2011-2012 Fiscal Year Were Budgeted

C. 2013-2014 UNA Executive Budget Office (EBO) Request

D. Review of Investments

Dr. Smith noted that all of these financial items were discussed during the work session that preceded the Board meeting. There were no additional questions, and these items required no action by the Board.

E. Amendment of Article I, Section 4, Item 18 of Bylaws of UNA Board of Trustees

F. Amendment of Article I, Section 4, Item 19 of Bylaws of UNA Board of Trustees

Mr. Abrams distributed proposed amendments to Article I, Section 4 of the Board bylaws that was re-crafted following discussion and revision during the earlier morning work session (see Attachment 1 to these minutes). The proposed bylaws changes are designed to provide better internal controls and would delete three words from Item 18, create a
new paragraph to become Item 19, and re-number the current Item 19 to now become Item 20. Mr. Cater asked that legal counsel provide information in writing on how it is possible that the University would have no financial obligation in a particular lease arrangement if it is indeed the lessee named in the lease document. Mr. Cater and Mr. Anderson expressed concerns of secondary liability if the lessor were to become unstable financially at some point in the future.

There being no further discussion, upon motion by Mr. Anderson and second by Ms. Jordan, the amendment of Article I, Section 4, Item 18 was approved unanimously.

Upon motion by Mr. Pierce and second by Mr. Cater, the bylaws amendment to create a new Item 19 and change the current Item 19 to now become Item 20 was approved unanimously.

VII. ACADEMIC AFFAIRS AND STUDENT LIFE COMMITTEE MATTERS

A. Resolution Approving the 2013-2014 University of North Alabama Undergraduate Catalog

Following comments by Dr. Thornell, upon motion by Mr. Pierce and second by Ms. Ceci, the resolution was approved unanimously.

B. Update on Development of 2013-2018 Strategic Plan
C. Discussions on New Student Housing

Mr. Shields had discussed these items during the work session that preceded the Board meeting. There were no additional questions, and these items required no action by the Board.

D. Update on Integrative Health Program

Dr. Thornell had discussed this item during the work session that preceded the Board meeting. There were no additional questions, and this item required no action by the Board.

E. University Success Center / Enrollment Management

F. Ratlo Analysis

Dr. Calhoun and Dr. Luna had discussed these items during the work session that preceded the Board meeting. There were no additional questions, and these items required no action by the Board.
VIII. HONORARY DEGREES AND BUILDING NAMES COMMITTEE MATTER

Resolution Authorizing Naming of Baseball Field Press Box on the University of North Alabama Campus as “Robert E. Stephenson Press Box”

Following comments by Ms. Jordan, upon motion by Ms. Jordan and second by Mr. Pierce, the resolution was approved unanimously. Dr. Stephenson’s widow, Ms. Rosalie Stephenson, was recognized as being in attendance and was thanked for her family’s generosity to the University.

IX. OTHER BUSINESS

A. Resolution Approving Changes to Bylaws of University of North Alabama Foundation

Following comments by Dr. Cale, upon motion by Mr. Abroms and second by Mr. Anderson, the resolution was approved unanimously.

B. Update on UNA Athletics

Mr. Howard, Dr. Cale, and Mr. Linder made comments concerning the University’s progress toward a future transition to NCAA Division I status. Dr. Cale continues dialog with his counterparts at institutions within the Ohio Valley Conference. Mr. Linder has had communication with the Atlantic Sun Conference, but it does not sponsor the sport of football. Mr. Linder reported that $2.9 million in cash and pledges has been raised to support the transition to Division I (with approximately $535,000 of that amount in cash on hand).

C. Selection of Dates for the March, September, and December, 2013 Quarterly Meetings

The dates of March 11, September 16, and December 16 were chosen by consensus as tentative dates for 2013 Board of Trustees quarterly meetings. Trustees will be asked to report as soon as possible any potential scheduling conflicts with these dates. The 2013 annual Board meeting will be held on June 10 per Board bylaws.

D. Annual Evaluation of President and Consideration of Changes to Employment Agreement

Ad Hoc Presidential Evaluation Committee Chair Pierce reported that anonymous annual evaluation forms completed by Trustees were reviewed, and the President received a positive rating on job performance. The Committee recommended renewal of the President’s employment contract under its current terms and conditions, which would thereby extend his three-year rolling contract through 2015. Upon motion by Mr. Pierce and second by Ms. Ceci, the Board unanimously approved renewal of Dr. Cale’s current
contract with the same terms as specified for the previous year. (Mr. Howard and Dr. Cale executed a new contract after the meeting adjourned, with the new contract to be effective January 1, 2013.)

Additionally, Mr. Pierce advised of the Committee’s recommended that its three-member group continue in place and be given permission to seek information from a consultant on development of benchmarks and a more substantial, objective, and performance-based evaluation tool. The Board agreed by consensus. Mr. Howard will reappoint the current Presidential Evaluation Committee with this new charge. It was noted that President Cale would work with the Committee during this process.

E. Resolution of Commendation to SACS Liaison Celia Reynolds and the SACS Leadership Team

Following comments by Dr. Cale, upon motion by Mr. Pierce and second by Mr. Anderson, the resolution was approved unanimously.

F. Proposed Changes to UNA Statute / Upcoming Legislative Session

Mr. Cater described several changes that are needed to Code of Alabama § 16-51 to make Board of Trustee functions more efficient in the modern era. Examples of changes that are desirable include:

- Replacing the State Superintendent of Education (who oversees the state’s K-12 school systems) with a Trustee at Large or other such officer that would be more appropriate for membership on a university governing board.

- Revising language to allow for the Board president pro tempore to call Trustees meetings, rather than requiring a written “call” from the Governor.

- Including a provision that Board members may participate in meetings via electronic means if more feasible for those some distance from the university.

The Board agreed that Mr. Cater should provide to the Trustees and President Cale for review and feedback a draft of proposed changes to the state statute, and then proceed with submitting the same in the upcoming 2013 legislative session.

X. MOTION FOR EXECUTIVE SESSION

There were no items of discussion requiring an executive session at this meeting.
XI. MOTION TO ADJOURN

There being no other business to come before the Board, Mr. Howard adjourned the meeting at 12:25 p.m.

 Approved March 11, 2013

[Signature]
President Pro Tempore

[Signature]
Secretary
UNA
Proposed By-Laws Amendment

(CURRENT AND PROPOSED)
Article I, Section 4, Item 18

Approve architects and engineers, awards of construction contracts for certain capital projects, the acquisition of certain new equipment, and the purchase of all land, in any one undertaking where the cost to the University is expected to exceed $250,000;

(PROPOSED NEW BYLAW)

Article 1, Section 4, Item 19

Approve all capital and operating leases relating to any one undertaking that is expected to require minimum future lease payments of $250,000 or more;

(PROPOSED CHANGE)

Article 1, Section 4, Current Item 19 now becomes Item 20.