

**MINUTES OF THE BOARD OF TRUSTEES
UNIVERSITY OF NORTH ALABAMA
FLORENCE, ALABAMA
11:00 a.m., Monday, June 13, 2016**

The Board of Trustees for the University of North Alabama met on Monday, June 13, 2016, in Banquet Hall A 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 May 23, 2016) was sent to Governor Robert Bentley in care of his Director of Constituent Affairs, requesting that the Governor call the June 13 annual 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 June 1, 2016.

On June 7, 2016, Board members were advised via email that the agenda, proposed resolutions, and supporting documents for items of discussion were available for individual electronic access in the Canvas software system.

In the absence of Governor Robert Bentley (the President of the Board), the meeting was called to order at 11:12 a.m. by Board President Pro Tempore Marty Abroms.

I. INVOCATION

The opening invocation was offered by Athletics Director Mark Linder.

II. ROLL CALL

The roll was called by President Kenneth D. Kitts, and the following members were present:

Trustee Marty Abroms	Trustee Libby Jordan	Trustee Steve Pierce
Trustee Joel Anderson	Trustee Marcus Maples	Trustee Simpson Russell
Trustee Rodney Howard	Trustee Todd Ouellette	Trustee Will Trapp

Absent were ex officio members Governor Robert Bentley and Interim State Superintendent of Education Dr. Philip Cleveland.

Others present for all or part of the meeting:

- Mr. Clinton Carter, Vice President for Business and Financial Affairs
- Dr. Debbie Shaw, Vice President for University Advancement
- Mr. David Shields, Vice President for Student Affairs
- Dr. John Thornell, Vice President for Academic Affairs and Provost
- Dr. Carmen Burkhalter, Dean of the College of Arts and Sciences
- Dr. Melvin Davis, Dean of Library and Educational Technology Services
- Dr. Donna Lefort, Dean of the College of Education and Human Sciences
- Dr. Vicki Pierce, Dean of the College of Nursing
- Dr. Joy Borah, Associate Vice President for Academic Affairs
- Dr. Vince Brewton, Interim Associate Vice President for Enrollment Management
- Dr. David Brommer, President of Faculty Senate

- Ms. Aleah Clark, Bursar
- Ms. Amber Fite-Morgan, University Attorney and Chief Diversity Officer
- Mr. Michael Gautney, Assistant Vice President for Facilities Administration and Planning
- Ms. Sarah Green, President of Student Government Association and *ex officio* non-voting member of the Board
- Mr. Bob Hill, Board of Trustees legal counsel
- Dr. Kevin Jacques, Director of University Residences
- Dr. Marilyn Lee, Chair of the Shared Governance Executive Committee
- Mr. Mark Linder, Athletics Director
- Dr. Natasha Lindsey, Instructional Designer in Education Technology Services
- Dr. Andrew Luna, Director of Institutional Research, Planning, and Assessment
- Ms. Carol Lyles, Director of Alumni Relations
- Ms. Lynne Martin, Director of Student Counseling Services
- Dr. Chris Maynard, Associate Dean of College of Arts and Sciences
- Ms. Audrey Mitchell, Director of Environmental Services and Housing Facilities Mgmt.
- Dr. Peter Rim, Chair, Engineering Technology Department
- Mr. Bryan Rachal, Director of University Communications and Marketing
- Mr. Jarrod Russell, Network Engineer
- Ms. Regina Sherrill, Senior Assistant to the President for Administration
- Ms. Melissa Thornton, Assessment Coordinator in Inst. Research, Planning, and Assessment
- Mr. Leif Trousdale, Director of Foundation Accounting
- Dr. Molly Vaughn, Vice President of Staff Senate
- Mr. Jimmy Waddell, Asst. Director, Environmental Services and Housing Facilities Mgmt.
- Ms. Catherine White, Assistant Vice President for Human Resources
- Members of the news media:
 - Cara Walker from the *TimesDaily*
 - Maddie Winkler from the *Flor-Ala*
 - Carter Watkins from WHNT-TV 19
 - Nick Lough from WAFF-TV 48

III. APPROVAL OF AGENDA

Mr. Abroms submitted the meeting agenda for approval and asked that the order be amended to address Section X – Other Business, Item F first since coaches and players from the UNA softball team were present with their national championship trophy. Upon motion by Mr. Maples and second by Mr. Russell, the agenda was approved unanimously as so amended.

X. OTHER BUSINESS

F. Resolution of Commendation to the 2016 University of North Alabama Softball Team, Coaches, and Support Staff upon Winning the NCAA Division II National Championship

Dr. Kitts reviewed the resolution, and Mr. Linder followed with additional congratulatory comments to the UNA softball team that was represented by Head Coach Ashley Cozart, Assistant Coach Whitney Hawkins, and three student members of the softball team. A standing ovation was given to the team for their national championship season. Coach Cozart thanked the Board and the University community for their support, and additional comments of commendation were made by Mr. Abroms on behalf of the Board of Trustees. Upon motion by Mr. Pierce and second by Mr. Trapp, the resolution was approved unanimously. *(The coaches and players then exited the meeting.)*

IV. PRESENTATION ON UNA'S ENGINEERING TECHNOLOGY PROGRAM

In an effort to spotlight innovative programs and to familiarize Trustees with different units of the University, Dr. Thornell introduced Dr. Peter Rim for a brief presentation on the new Engineering Technology program that will begin to be offered this fall. Included in his talk were an overview of the following:

- What is engineering “technology?”
- What student career opportunities are available?
- What is the feedback from industry partners?
- What does UNA bring to the table?

V. APPROVAL OF MINUTES

A. March 17, 2016 Quarterly Board Meeting

Mr. Abroms submitted the minutes for approval. Upon motion by Ms. Jordan and second by Mr. Russell, the minutes were approved unanimously.

B. Resolution Approving Minutes of the May 23, 2016, Executive Committee Meeting of the Board of Trustees and Ratifying Committee Actions Taken in that Meeting

Upon motion by Mr. Russell and second by Mr. Pierce, the resolution was approved unanimously.

VI. ANNUAL REPORTS FROM THE PRESIDENT AND DIVISION HEADS

Given time constraints, Mr. Abroms noted that the complete annual reports are available for individual reading in the collection of materials for today's meeting. Board members were encouraged to contact University administrators if they have any questions concerning any items in the various reports. Dr. Kitts introduced Dr. Shaw as the newest member of the senior leadership team, and Dr. Shaw noted the new capital campaign goal of \$35 million. Dr. Kitts also advised that Mr. Ron Patterson will join the University in July as the new Associate Vice President for Enrollment Management.

VII. REMARKS FROM CONSTITUENCY GROUPS

Mr. Abroms called on Dr. Brommer, Ms. Green, and Dr. Vaughn for brief remarks on behalf of their respective groups.

VIII. AUDIT, FINANCE, AND ADMINISTRATION COMMITTEE MATTERS

- A. Review Financial Information for Quarter Ending March 31, 2016**
- B. Public Posting of Financial Disclosure Information**
- C. Review of Investments – UNA Foundation**
- D. Review of Investments – University Endowment**
- E. Draft/Preliminary 2016-2017 Budget**

All of these items were thoroughly discussed during the work session that preceded the Board meeting. There were no additional questions, and these items required no action by the Board.

F. Resolution Approving Proposed University Tuition and Fees for the 2016-2017 Academic Year

Audit, Finance, and Administration Committee Chair Russell called on Mr. Carter for additional comments subsequent to discussion during the work session that preceded the formal Board meeting. Mr. Carter noted proposed increases in tuition and in two fees (facilities fee and student health fee), standard contractual increases in campus housing, and new meal plan options with new food service provider Chartwells. Mr. Russell moved approval of the resolution on behalf of the Committee. Mr. Anderson seconded the motion.

Mr. Abroms emphasized that the Board strives to keep any tuition increases as low as possible and no higher than the annual rate of inflation. However, he also pointed out that scholarships now in the range of \$10-11 million per year provide a significant tuition discount to a large majority of students. Sizable reductions in state funding over time continue to compound budget issues. There being no further discussion, the motion to approve the resolution was approved by unanimous vote.

G. Resolution Approving Amendment to the Bylaws of the Board of Trustees for the University of North Alabama: Article I, Section 4 – Primary Function of the Board (related to approval of contracts)

Given questions raised during the earlier morning work session on clarity of the bylaws language, it was suggested that Subsection 14 of Article I, Section 4, be further revised as follows:

14. Approve all contractual relationships and other legal obligations with an annual expenditure of \$250,000 or more per vendor or of \$500,000 total aggregate per vendor executed in the name of the University of North Alabama and as previously included in the fiscal year's budget.

On behalf of the Finance Committee, Mr. Russell moved approval of the resolution with the bylaws language so amended. Ms. Jordan seconded, and the same was approved unanimously. Trustees encouraged the administration to continue to bring major contractual issues to the Board's attention for input regardless of expenditure amount.

H. Resolution Authorizing Purchase of Real Property Located at 629 N. Wood Avenue

Dr. Kitts affirmed that before this purchase transaction is closed, a written memorandum of understanding will be signed by the University, the City of Florence, and the Florence Historical Board concerning recognition of the historic designation of the property and the desire for rear access directly off of Wood Avenue. Upon motion by Ms. Jordan and second by Mr. Trapp, the resolution was approved unanimously.

I. Risk Assessment / Internal Control Policy Annual Report

Mr. Carter reviewed this item that was provided for information only and required no action by the Board.

J. 2016-2017 Athletic Ticket Prices

Mr. Linder reviewed this item that was provided for information only and required no action by the Board.

IX. ACADEMIC AFFAIRS AND STUDENT LIFE COMMITTEE MATTERS

A. Resolution Authorizing the Development of an Amended Tobacco and Smoking Policy for the University of North Alabama

Following introductory comments by Academic Affairs and Student Life Committee chair Jordan, Dr. Kitts advised that this matter was being brought to the Board in the form of a resolution since the Board adopted an original tobacco use policy many years ago. Upon motion by Ms. Jordan and second by Mr. Ouellette, the resolution was approved unanimously.

B. Revisions to Policy on Consensual Relationships

Mr. Shields reviewed the nature of proposed revisions to existing policy to include student paraprofessionals. This matter is only for information at this time, and the proposed policy changes will be vetted through the shared governance structure this fall. Trustees expressed no objections.

X. OTHER BUSINESS

A. Resolution Approving Revised “Conflict of Interest Policy” for the University of North Alabama

Ms. Fite-Morgan noted that amendments are suggested to the original policy approved in 2000 so as to include applicable changes in state law since that time. From his independent discussion with legal counsel, Mr. Abrams suggested additional clarifications in three sections to the policy update, as well as the inclusion of three sections of language from Code of Alabama Section 36-25. Ms. Fite-Morgan concurs with these further revisions. Mr. Trapp asked for clarification on who is responsible for monitoring any potential conflicts of interest. Mr. Abrams advised that it is incumbent upon individual trustees to disclose such in light of their fiduciary duties and responsibilities as members of the governing board. Upon motion by Mr. Anderson and second by Mr. Russell, the resolution was approved unanimously with the updated policy document to be so amended to include the additional language proposed by Mr. Abrams.

B. Trustees Annual Reaffirmation of Acknowledgement of Fiduciary Duties

Following comments by Mr. Abrams, the Board unanimously and collectively reaffirmed and acknowledged their fiduciary role with the University with each Trustee signing the reaffirmation statement that will be held on file in the President’s Office.

C. Resolution of Commendation to Sarah Franklin, 2015-2016 Faculty Senate President, University of North Alabama

D. Resolution of Commendation to Nick Lang, 2015-2016 Student Government Association President, University of North Alabama

E. Resolution of Commendation to Molly Vaughn, 2015-2016 Staff Senate President, University of North Alabama

Following comments by Dr. Kitts, upon motion by Mr. Abrams and second by Mr. Anderson, these three resolutions were approved by unanimous vote, separately and severally.

F. Resolution of Commendation to the 2016 University of North Alabama Softball Team....

This item had already been addressed at the start of the meeting (*see page 3 of these minutes*).

G. Report from Ad Hoc Presidential Evaluation Committee

Mr. Russell reported that the Committee continues to discuss new performance evaluation objectives. He noted that Dr. Kitts requested that his 3% base salary adjustment as approved by the Board at the May 23 Executive Committee meeting be deferred to coincide with a cost-of-living salary adjustment for all employees at a later date. Further, Dr. Kitts has requested that his evaluation cycle be moved to each September to coincide with the conclusion of a full academic year.

H. Report from Committee to Nominate 2016-2018 President Pro Tempore and Vice President Pro Tempore of the UNA Board of Trustees

On behalf of the nominating committee consisting of Trustees Howard, Jordan, and Ouellette, Ms. Jordan reported the recommendation that Mr. Abrams and Mr. Anderson serve another two-year term as President Pro Tempore and Vice President Pro Tempore, respectively. Upon motion by Mr. Maples and second by Mr. Pierce, this recommendation was approved unanimously.

XI. MOTION FOR EXECUTIVE SESSION

Upon motion by Ms. Jordan, second by Mr. Maples, and a unanimous vote, the meeting recessed at 12:30 p.m. to go into a brief executive session to discuss a good name and character issues related to two items from the Honorary Degrees and Building Names Committee.

At approximately 12:32 p.m., the Board entered into executive session with legal counsel Bob Hill and University Attorney Amber Fite-Morgan present. Both are attorneys licensed to practice law in the State of Alabama and could certify that the Board's discussion of these matters in today's executive session was authorized under Section 3 of the Code of Alabama that allows for executive session to discuss legal ramifications of threatened litigation, the general reputation and character of an individual, and the professional competence and job performance of an individual. Therefore, the executive session was in compliance with the Open Meetings Act.

The Board reconvened in regular session at 12:49 p.m. immediately following the executive session. Dr. Kitts provided summary comments on two new action items now brought forth for consideration:

(a) Resolution Authorizing Naming of the University of North Alabama's College of Nursing as the "Anderson College of Nursing"

On behalf of the Honorary Degrees and Building Names Committee, chair Jordan moved approval of the resolution, and Mr. Trapp seconded the motion. Mr. Abrams publicly thanked the Anderson family for their generous support of the University over many years. Mr. Anderson commented on his family's deep affection for UNA and particular fondness for the nursing program. There being no further discussion, the resolution was approved by a vote of eight (8) in favor, none (0) opposed, and one (1) abstention by Mr. Anderson.

(b) Resolution Approving Honorary Doctoral Degree for Rick Hall

The Honorary Degrees and Building Names Committee had met last fall to discuss this matter and recommends awarding of an honorary doctoral degree to Mr. Hall at the December 2016 commencement. Upon motion by Mr. Ouellette and second by Mr. Pierce, the resolution was approved unanimously.

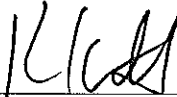
XII. MOTION TO ADJOURN

There being no other business to come before the Board, upon motion by Mr. Trapp, second by Mr. Maples, and a unanimous vote, the meeting adjourned at 12:54 p.m.

Approved September 16, 2016



President Pro Tempore



Secretary