

**MINUTES OF THE BOARD OF TRUSTEES  
UNIVERSITY OF NORTH ALABAMA  
FLORENCE, ALABAMA  
1:30 p.m., Tuesday, March 20, 2018**

The Board of Trustees for the University of North Alabama met on Tuesday, March 20, 2018, in Banquet Hall C 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 February 27, 2018) was sent to Governor Kay Ivey in care of her Director of Constituent Affairs, requesting that the Governor call the quarterly meeting on March 20. 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 February 28, 2018.

On March 13, 2018, 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 Kay Ivey (the President of the Board), the meeting was called to order at 1:33 p.m. by Board President Pro Tempore Marty Abroms.

**I. INVOCATION**

Athletics Director Mark Linder offered the opening invocation.

**II. ROLL CALL**

President Kenneth D. Kitts called the roll, 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 Kay Ivey and Interim State Superintendent of Education Ed Richardson.

**Others present for all or part of the meeting:**

- Dr. Ross Alexander, Vice President for Academic Affairs and Provost
- Ms. Amber Fite-Morgan, University Attorney
- Mr. Mark Linder, Athletics Director
- Dr. Debbie Shaw, Vice President for University Advancement
- Mr. David Shields, Vice President for Student Affairs
- Mr. Evan Thornton, Vice President for Business and Financial Affairs
- Dr. Greg Carnes, Dean of the College of Business
- Dr. Donna Lefort, Dean of the College of Education and Human Sciences
- Dr. Vicki Pierce, Dean of the Anderson College of Nursing
- Mr. Hugo Dante, President of Student Government Association and *ex officio* non-voting member of the Board

- Mr. Michael Gautney, Assistant Vice President for Facilities Administration and Planning
- Dr. Dan Hallock, President of Faculty Senate
- Mr. Bryan Rachal, Director of University Communications and Marketing
- Mr. Jake Russell, University Events Conference Coordinator
- Mr. Jarrod Russell, President of the Staff Senate
- Ms. Regina Sherrill, Senior Assistant to the President for Administration
- Ms. Darlene Townsend, Interim Director of Collier Library
- Ms. Shannon Wells, University Photographer
- Dr. Chunsheng Zhang, Senior Vice Provost for International Affairs
- *TimesDaily* reporter Lisa Rickman and photographer Matt McKean

### **III. APPROVAL OF AGENDA**

Mr. Abroms distributed a sample agenda to show how future meetings could be structured to include a “consent agenda” as a means to be more efficient and collectively address items that are generally routine in nature. *Per Robert’s Rules of Order*, any trustee can request that an item be moved from the consent agenda to the regular meeting agenda if additional discussion is desired. Absent any objection from Board members, Mr. Abroms advised that a consent agenda format will be engaged in future meetings.

Mr. Abroms then submitted today’s meeting agenda for approval. Upon motion by Mr. Pierce and second by Mr. Trapp, the agenda was approved unanimously as presented.

### **IV. APPROVAL OF MINUTES OF DECEMBER 12, 2017, QUARTERLY BOARD MEETING**

Mr. Abroms submitted the minutes for approval. Upon motion by Mr. Ouellette and second by Mr. Russell, the minutes were approved by unanimous vote as presented.

### **V. REPORT OF THE PRESIDENT**

Dr. Kitts gave a brief summary on the state of the University. His remarks included:

- Congratulations to several academic areas on accomplishments that have state or national recognition;
- Enrollment status for spring and outlook for fall;
- Report on UNA’s position in the recently-passed Senate version of the state appropriations budget;
- Update on progress toward this year’s board-defined presidential goals and objectives;
- Current efforts to enhance diversity and work toward a new diversity plan; and
- Success to date of several spring sports programs.

Mr. Abroms added comments on the importance of Project 208 and of continued efforts to work toward equity in state funding for UNA.

## **VI. ACADEMIC AFFAIRS AND ENROLLMENT MANAGEMENT COMMITTEE MATTERS**

Committee chair Jordan reported on topics covered during this committee's meeting on March 13. The following items on today's agenda stemmed from those committee discussions:

### **A. Resolution Approving Master of Accountancy Degree**

Following summary comments by Dr. Alexander, Ms. Jordan advised that the Academic Affairs and Enrollment Management Committee recommended this resolution to the full Board for approval. Upon motion by Mr. Anderson and second by Mr. Ouellette, the resolution was approved by unanimous vote.

### **B. Status of Entertainment Industry Center**

Ms. Jordan reviewed this information item that required no action by the Board.

## **VII. ADVANCEMENT AND UNIVERSITY RELATIONS COMMITTEE MATTERS**

Committee chair Trapp reported on the various topics covered during this committee's meeting on March 20. The following items on today's agenda stemmed from those committee discussions:

### **A. Update on UNA Foundation and University Endowments**

Mr. Trapp reported that the investment portfolio with Gerber Taylor is performing well and continuing with a positive trend of returns. The institutional endowment currently stands at \$36.2 million (\$28.5 million in the Foundation, plus \$7.7 million in the University). This information item required no action by the Board.

### **B. UNA Campaign Update**

Dr. Shaw gave an overview presentation on the University's giving campaign that has exceeded its \$35 million goal. An additional \$1 million planned gift was pledged this week that brings the campaign total to \$36.5 million to date. This information item required no action by the Board. Mr. Trapp encouraged trustee attendance at the April 21 Campaign Celebration, the May 5 Derby Day, and other major university events when possible.

## **VIII. CAMPUS LIFE AND ATHLETICS COMMITTEE MATTERS**

Committee chair Pierce reported on various topics covered during this committee's meeting on March 12. The committee continues to explore options related to upperclassmen housing and hopes to bring more information to the full Board in the near future. The following information item on today's agenda stemmed from the committee's discussions:

### **2018-2019 UNA Athletic Ticket Prices**

Mr. Linder reviewed this information item that required no action by the Board.

## **IX. FINANCE, FACILITIES, AND PERSONNEL COMMITTEE MATTERS**

Committee chair Russell reported on the various topics covered during this committee's meeting on March 13. The following items on today's agenda stemmed from those committee discussions:

### **A. Review of Financial Information for Quarter Ending December 31, 2017**

Per Mr. Thornton, the University ended the last quarter in a very stable financial condition that is comparable to its position at the same time of the last fiscal year. Quarterly financial statements were reviewed in more detail in last week's committee meeting, and there were no additional questions from Trustees. This item required no action by the Board. On a related note, Mr. Thornton advised that representatives from Standard & Poor's will visit campus on April 6 to conduct a periodic review of UNA's credit rating. Trustees are invited and encouraged to attend that presentation.

### **B. Resolution Approving Student Meal Plan Prices and Mandatory Resident Plans Effective Fall 2018**

Following overview comments by Mr. Thornton, several Trustees noted the quality and reasonable prices of the food options available on campus. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Ms. Jordan, the resolution was approved by unanimous vote.

### **C. Resolution Approving Increase in Rental Rates in University-Owned Housing Facilities Effective Fall 2018**

Mr. Thornton provided overview comments, and upon question from Ms. Jordan, Mr. Shields advised of current occupancy rates in campus housing facilities. Mr. Abrams noted that rental rates for university housing are a good value when compared to apartment rental rates in the local market area. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Anderson, the resolution was approved by unanimous vote.

**D. Resolution Approving Use of Education and General (E&G) Budget Funds for Expenditures Related to Awards, Gifts, Etc.**

Mr. Thornton reviewed this resolution and noted that state ethics laws still apply in relation to the monetary value of gifts. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Howard, the resolution was approved by unanimous vote.

**E. Information Items:**

- (1) **Counseling Services / HPER** - As noted at the last quarterly meeting in December, the Counseling Center has outgrown its current location as demand for its student support services has expanded significantly in recent years. In addition, additional space will be needed for the Health, Physical Education, and Recreation Department as plans move forward on implementing a new doctoral program in exercise science/kinesiology in 2020. The University is evaluating options and looking to find suitable space for both.
- (2) **Harrison Hall Construction Project for Anderson College of Nursing** - New bids will be received this spring, with a timeline for construction to begin before the end of this year. Plans are still on track for the new building to open by August 2019.
- (3) **Campus Master Plan Update** - The University has issued a Request for Proposals (RFP) for a firm to assist with an update to the campus master plan. A campus committee will be formed to work on this project. Discussions as to campus housing facilities will be a part of the master plan review process.
- (4) **Campus-Wide ESCO Project** - Evaluation of the ESCO project continues as various offices are visited to clarify construction details in each building. More information will be brought to the Board as the process moves forward.
- (5) **Governmental Relations** - The University is very encouraged with its efforts in Montgomery with regard to Project 208. Work will continue with state officials toward equity funding in comparison to other institutions. In addition, UNA is monitoring proposed changes to U.S. Department of Education regulations that could affect a number of students who receive federal financial aid.

These information items required no action by the Board at this time.

## **X. OTHER BUSINESS**

### **A. Resolution Approving Amendments to the Bylaws of the Board of Trustees for the University of North Alabama: Article IV - Committees**

Following introductory comments by Mr. Abroms, upon motion by Mr. Anderson and second by Mr. Ouellette, the resolution was approved by unanimous vote.

### **B. Approval of Presidential Retention Award Agreement**

As chair of the Presidential Evaluation Committee, Mr. Russell reminded the Board that the concept of a retention award was introduced in connection with President Kitts' annual performance review in September. It took some time for legal review of the tax implications involved, but a new paragraph has been added to the presidential employment contract (specifically, as section 4.3) to address a retention award. A separate Retention Award Agreement was crafted as well, and these documents were reviewed and endorsed by the Finance, Facilities, and Personnel Committee. Both documents were sent to Trustees for review in advance of today's meeting. Upon motion by Mr. Russell and second by Ms. Jordan, the Retention Award Agreement and, by association, the revised Presidential Employment Contract were approved by unanimous vote.

*Note: Following the meeting, Dr. Kitts and Mr. Abroms (in his capacity as Board President Pro Tempore) executed both of these documents related to the president's employment with the University.*

### **C. Appointment of Ad Hoc Committee to Nominate 2018-2020 President Pro Tempore and Vice President Pro Tempore of the UNA Board of Trustees**

Mr. Abroms named Mr. Howard, Mr. Pierce, and Mr. Russell to serve as a three-member committee to bring forward at the June meeting nominations for the Board officer positions of 2018-2020 president and vice president pro tempore.

## **XI. MOTION FOR EXECUTIVE SESSION**

Mr. Abroms noted that an executive session was needed to review pending legal matters. As an attorney licensed to practice law in the State of Alabama, Ms. Fite-Morgan was present and could affirm that the Board's discussion of these matters in executive session was authorized under Section 3 of the Code of Alabama that allows for executive session to discuss the legal ramifications of potential litigation. Therefore, an executive session was in compliance with the Open Meetings Act. Mr. Abroms advised all present that the review of legal matters would be informational only and that no action items were expected to stem from executive session. Upon motion by Mr. Abroms, second by Mr. Trapp, and a unanimous vote, the meeting recessed at 2:43 p.m. for a short break and then to enter into executive session.

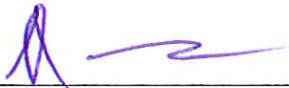
At approximately 2:45 p.m., the Board entered into executive session with Ms. Fite-Morgan present as legal counsel. Mr. Evan Thornton also remained present for the first several minutes to answer any questions as to financial implications of pending legal matters.

The Board reconvened in regular session at 3:10 p.m. immediately following the executive session.

**XII. MOTION TO ADJOURN**

There being no other business to come before the Board, upon motion by Mr. Pierce, second by Mr. Anderson, and a unanimous vote, the meeting adjourned at 3:10 p.m.

Approved June 13, 2018



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President Pro Tempore



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Secretary