

**MINUTES OF THE BOARD OF TRUSTEES
UNIVERSITY OF NORTH ALABAMA
FLORENCE, ALABAMA
1:30 p.m., Friday, March 22, 2019**

The Board of Trustees for the University of North Alabama met on Friday, March 22, 2019, 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 28, 2019) was sent via email to Governor Kay Ivey in care of her Director of Constituent Affairs, requesting that the Governor call the quarterly meeting for March 22. 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 March 8, 2019. On March 15, 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.

Board President Pro Tempore Simpson Russell called the meeting to order at 1:33 p.m.

I. INVOCATION

There was no opening invocation for this meeting.

II. ROLL CALL

President Kenneth D. Kitts called the roll, and the following members were in attendance:

Trustee Marty Abrams	Trustee Todd Ouellette	Trustee Simpson Russell
Trustee Rodney Howard	Trustee Steve Pierce	Trustee Will Trapp
Trustee Libby Jordan		

Therefore, a quorum was present. Absent were ex officio members Governor Kay Ivey and SGA president Chase Holcombe, as well as Trustees Joel Anderson, Marcus Maples, and Anne Whitaker.

Others present for all or part of the meeting:

- Dr. Ross Alexander, Vice President for Academic Affairs and Provost
- Ms. Amber Fite-Morgan, General Counsel
- Dr. Kimberly Greenway, Vice President for Student Affairs
- Mr. Mark Linder, Athletics Director
- Mr. Ron Patterson, Chief Enrollment Officer and Assistant to the President for Diversity
- Dr. Debbie Shaw, Vice President for University Advancement
- Mr. Evan Thornton, Vice President for Business and Financial Affairs
- Mr. Bishop Alexander, President of Staff Senate
- Dr. Sara Lynn Baird, Associate Dean of the College of Arts and Sciences
- Dr. Jana Beaver, Associate Dean of the College of Business
- Dr. Joy Borah, Senior Associate Vice President for Academic Affairs
- Dr. Vince Brewton, Dean of the Honors College

- Dr. Carmen Burkhalter, Dean of the College of Arts and Sciences
- Mr. Michael Gautney, Assistant Vice President for Facilities Administration and Planning
- Dr. Matt Green, Chair of Health, Physical Education, and Recreation Department
- Dr. Scott Infanger, President of Faculty Senate
- Dr. Kevin Jacques, Director of University Center and Event Operations
- Ms. Tammy Jacques, Assistant Vice President for Student Affairs and Title IX Coordinator
- Dr. Lisa Keys-Mathews, Executive Director of Strategic Initiatives and Academic Support for Enrollment Management
- Dr. Katie Kinney, Interim Dean of the College of Education and Human Sciences
- Dr. Tera Kirkman, Associate Dean of Anderson College of Nursing and Health Professions
- Mr. Sam Mashburn, President-Elect of Student Government Association
- Mr. John McGee, Director of Educational Technology Services
- Mr. Bryan Rachal, Director of University Communications and Marketing
- Ms. Regina Sherrill, Senior Assistant to the President for Administration
- Ms. Jennifer Sutton, Director of Housing and Residence Life
- Ms. Shannon Wells, University Photographer
- Mr. Brad Cherry and Mr. Doug Williams of Maynard, Cooper, & Gale (legal counsel for proposed bond issue)
- Mr. Josh McCoy of PFM Financial Advisors

III. APPROVAL OF AGENDA

Mr. Russell submitted today's meeting agenda for approval. Upon motion by Mr. Howard and second by Mr. Abrams, the agenda was approved unanimously as presented.

IV. APPROVAL OF CONSENT AGENDA ITEM

Mr. Russell submitted for approval the minutes of the December 12, 2018, quarterly Board meeting as the only consent agenda item for this meeting. Upon motion by Mr. Pierce and second by Ms. Jordan, the minutes were approved by unanimous vote.

V. REPORT OF THE PRESIDENT

Dr. Kitts gave a brief summary on the state of the University. Remarks included an overview of:

- Spring enrollment figures;
- Athletics successes in UNA's first year as a Division I institution;
- Celebration of four UNA students being selected for Fulbright Program awards this spring;
- Project 208 efforts in Montgomery; and
- Upcoming personnel transitions in Advancement division.

VI. ACADEMIC AFFAIRS AND ENROLLMENT MANAGEMENT COMMITTEE MATTERS

Committee chair Trapp asked Dr. Alexander to review items on today's agenda that stemmed from this committee's meeting on March 15. Before addressing those formal agenda items, Dr. Alexander noted that per the committee's request, each Trustee was today provided with a copy of *Just Mercy* by Bryan Stevenson, the book selected as this fall's common read for the campus community as part of the "one book" program.

A. Resolution Approving an Executive Doctor of Business Administration Degree

Following summary comments by Dr. Alexander, with the recommendation of the Academic Affairs and Enrollment Management Committee and upon motion by Mr. Ouellette and second by Mr. Abrams, the resolution was approved by unanimous vote.

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

Following summary comments by Dr. Alexander, with the recommendation of the Academic Affairs and Enrollment Management Committee and upon motion by Mr. Trapp and second by Mr. Pierce, the resolution was approved by unanimous vote.

Mr. Russell reminded all present that action items are first fully vetted in committee meetings before coming to the Board for formal vote.

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

Dr. Alexander reviewed this information item. There were no questions, and this matter required no action by the Board.

D. Establishment of New Center for Social Inclusion

Dr. Alexander reviewed this information item. There were no questions, and this matter required no action by the Board.

VII. ADVANCEMENT AND UNIVERSITY RELATIONS COMMITTEE MATTERS

Committee chair Abrams reported on this committee's meeting on March 14. 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 of Directors, Mr. Trapp commented on the status of endowment assets. Some small amounts still remain with Gerber Taylor due to contractual obligations for multi-year commitments on certain funds. 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 Scholarship 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 required no action by the Board.

Additional Information Items from Dr. Shaw:

- The University has 347 different endowment funds – i.e., 321 designated for scholarships + 22 for specific programs or professorships + 4 for eminent scholar chairs. From these endowed funds, the Foundation distributed \$1.992 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 count in this campaign.

VIII. CAMPUS LIFE AND ATHLETICS COMMITTEE MATTERS

Committee chair Pierce reported on topics covered during this committee's March 14 meeting. He asked Mr. Patterson to share an update on diversity initiatives. Comments included:

- A second President's Diversity Faculty Fellow will join UNA this fall.
- 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 constitutional amendments as to the new 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 commended the fundraising success 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 noted that the following item on today's agenda stemmed from the committee's discussions:

Resolution Approving "UNA's Policy and Procedures: Sexual Harassment, Sexual Misconduct, Intimate Partner Violence, Stalking, Retaliation, and any other Form of Sex and Gender Discrimination"

Dr. Greenway provided summary/overview comments. Mr. Pierce commended Title IX Coordinator Tammy Jacques and her staff for excellent handling of these issues. With the recommendation of the Campus Life and Athletics Committee and upon motion by Mr. Pierce and second by Mr. Abroms, the resolution was approved by unanimous vote.

IX. FINANCE, FACILITIES, AND PERSONNEL COMMITTEE MATTERS

Committee chair Ouellette reported on the various topics covered during this committee's meeting on March 14 and that are on today's meeting agenda:

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

Mr. Thornton noted in summary comments that the University's financial position is very stable as compared to previous years. There were no questions from Trustees, and this item required no action by the Board.

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

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

C. Resolution Approving Student Meal Plan Prices Effective Fall 2019

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

D. Resolution Authorizing Solicitation of Bids and Expenditure of Funds for Art Building Renovations to House the Art Department's Darkroom Operations

Mr. Ouellette reviewed this resolution, noting that this facility issue is an example of why Project 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) **FY 2017-2018 Audit** – Trustees were provided with the link to view the entire audit report online. Mr. Thornton noted the move to using an external auditing firm has resulted in the fourth consecutive year of timely filing of the report as required per federal regulations. UNA was placed on the “heightened cash monitoring” list a few years ago due to a series of late reports when only the State Examiners of Public Accounts performed the audit. An institution remains on the HCM list for five years, and timely filings will lead to UNA being removed from the list on December 31, 2019.
- (2) **Governmental Relations** – Dr. Kitts had given a brief Montgomery update in his earlier remarks but noted that the University continues in earnest in its efforts to boost state, federal, and local support.

F. Resolution of the Board of Trustees for the University of North Alabama Selecting an Underwriter for the Issuance of General Fee Revenue Bonds for Installation of Energy Conservation Improvements and Completion of Construction of College of Nursing Facility

and

Resolution of the Board of Trustees for the University of North Alabama Authorizing the Issuance of General Fee Revenue Bonds for Installation of Energy Conservation Improvements and Completion of Construction of College of Nursing Facility

Mr. McCoy reviewed the recommendation that Raymond James & Associates, Inc. and The Frazer Lanier Company, Inc. serve as co-underwriters to market and sell bonds that are the subject of the proposed bond issue. After he answered several questions from the Board, Mr. Ouellette and Mr. Abrams noted that they would abstain from any vote on this issue due to conflict of interest as to financial matters in their personal business endeavors. Mr. Trapp moved approval of the co-underwriters model described in the resolution that was distributed at the meeting, and Mr. Pierce seconded the motion. The resolution was approved by a vote of five (5) in favor, none opposed, and two (2) abstentions.

Mr. Williams then reviewed the bond issue resolution that would authorize a \$25 million maximum par amount of debt for completion of two facilities projects (Harrison Hall construction and the ESCO lighting renovations approved in December). The Board’s Executive Committee will be called together at a later date to approve final documents and pricing terms. After Mr. Williams answered several questions from the Board, Mr. Ouellette and Mr. Abrams noted that they again would abstain from any vote on this issue due to conflict of interest as to financial matters in their personal business endeavors. Mr. Howard moved approval of the bond issuance resolution, and Mr. Trapp seconded the motion. The resolution was approved by a vote of five (5) in favor, none opposed, and two (2) abstentions.

X. OTHER BUSINESS

A. Senate Bill 83 / Professional Development for New Trustees

Dr. Kitts advised of proposed state legislation currently under consideration that would require all new appointees to the Board – including those who receive reappointments – to complete a specified amount of professional development as a means to better understanding the role and responsibilities of university trustees. If passed by the Alabama Legislature, much of this “professional development” could be accomplished with topics covered in Board of Trustees annual retreats. There were no questions, and this information item required no action by the Board.

B. Trustees Authority with Regard to University “Policy”

Dr. Kitts reviewed the criteria that the senior administration will follow in determining when a set of internal operations rises to the level of being institutional “policy” that requires Board action. Having this guidelines statement helps to clarify this matter further for SACSCOC accreditation standards. There were no questions, and this information item required no action by the Board.

XI. MOTION FOR EXECUTIVE SESSION

Mr. Russell noted that an executive session was needed to discuss good name and character issues related to items from the Advancement and University Relations Committee and to discuss pending legal matters. As an attorney licensed to practice law in the State of Alabama, Ms. Fite-Morgan affirmed that the Board’s discussion of these matters in executive session is authorized under Section 3 of the Code of Alabama that allows for executive session to discuss legal ramifications of potential litigation and the general reputation and character of an individual. Therefore, an executive session would be in compliance with the Open Meetings Act. Upon motion by Mr. Abroms, second by Ms. Jordan, and a unanimous vote, the meeting recessed at 3:05 p.m. for a short break and to enter into executive session.

At approximately 3:06, the Board entered into executive session with Ms. Fite-Morgan present as legal counsel, with Dr. Shaw present to provide comments as to items recommended by the Advancement and University Relations Committee, and with Dr. Alexander present for the discussion of legal matters. Dr. Shaw exited the executive session within a few minutes, and only Ms. Fite-Morgan and Dr. Alexander remained in the room with Dr. Kitts and the Board for the entirety of the closed session.

The Board reconvened in regular session at 3:37 p.m. immediately following the executive session. Mr. Russell reported that the Board now had two action items to address that were presented in executive session and viewed favorably by the Board. Advancement and University Relations Committee chair Abroms presented:

Resolution Authorizing Naming of the Center for Social Inclusion in Honor of Elliott Mitchell and Clark West

---and---

Resolution Authorizing Naming of Specified Space within Collier Library as the “UNA Alumni Association Collier Experimental Learning Lab”

Upon motion by Mr. Abrams and second by Mr. Pierce, the resolutions were approved separately and severally by unanimous vote.

The Board had no other action items to present from its discussions in executive session.

MOTION TO ADJOURN

There being no other business to come before the Board, the meeting adjourned at 3:39 p.m.

Approved June 19, 2019



President Pro Tempore



Secretary