

**MINUTES OF THE BOARD OF TRUSTEES
UNIVERSITY OF NORTH ALABAMA
FLORENCE, ALABAMA
1:30 p.m., Thursday, September 21, 2017**

The Board of Trustees for the University of North Alabama met on Thursday, September 21, 2017, 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 August 30, 2017) was sent to Governor Kay Ivey in care of her Director of Constituent Affairs, requesting that the Governor call the quarterly meeting for 10:30 a.m. on September 21. 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 September 6, 2017. Due to a scheduling conflict that later arose, the meeting was moved to a 1:30 afternoon start time with the consent of all Trustees.

On September 14, 2017, 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 1:35 p.m. by Board President Pro Tempore Marty Abroms.

I. INVOCATION

Trustee Steve Pierce offered the opening invocation.

II. ROLL CALL

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

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

Absent were Trustee Rodney Howard and 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 and Chief Diversity Officer
- Mr. Mark Linder, Athletics Director
- Mr. Ron Patterson, Associate Vice President for Enrollment Management
- 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. Joy Borah, Associate Vice President for Academic Affairs
- Dr. Carmen Burkhalter, Dean of the College of Arts and Sciences
- Dr. Greg Carnes, Dean of the College of Business

- Dr. Donna Lefort, Dean of the College of Education and Human Sciences
- Dr. Jeffrey Bibbee, Chair of the History Department
- Dr. Vince Brewton, Director of the Honors Program
- Dr. David Brommer, Associate Professor of Geography
- 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. Kimberly Greenway, Special Advisor for Policies, Governance, and Accreditation
- Dr. Clarissa Hall, Chair of Traditional Nursing Department
- Dr. Dan Hallock, President of Faculty Senate
- Dr. Kevin Jacques, Director of University Events
- Ms. Tammy Jacques, Assistant VP for Student Affairs and Title IX Coordinator
- Dr. Tera Kirkman, Associate Dean of the Anderson College of Nursing
- Mr. James Pennington, External Legal Counsel with Ogletree Deakins firm in Birmingham
- Dr. Vicki Pierce, Dean of the Anderson College of Nursing
- Mr. Nathan Pitts, Senior Research Analyst
- Mr. Bryan Rachal, Director of University Communications and Marketing
- Dr. Lee Renfroe, Chair of the Shared Governance Executive Committee
- Mr., Jake Russell, University Events Conference Coordinator
- Mr. Jarrod Russell, Staff Senate President
- Ms. Regina Sherrill, Senior Assistant to the President for Administration
- Dr. Molly Vaughn, Associate Director of Institutional Research, Planning, and Assessment
- Ms. Shannon Wells, University Photographer
- Ms. Jennifer Edwards, *TimesDaily* reporter
- Ms. Ciera Golliver, *Flor-Ala* reporter
- Mr. Hugo Dante (Sr.), architect for new Anderson College of Nursing building
- Four students representing the Anderson College of Nursing

III. APPROVAL OF AGENDA

Mr. Abrams submitted the meeting agenda for approval. Upon motion by Mr. Trapp and second by Mr. Anderson, the agenda was approved unanimously as presented.

IV. PRESENTATION ON ANDERSON COLLEGE OF NURSING

Following introductory comments by Dr. Kitts, Dean Vicki Pierce gave an overview presentation on the Anderson College of Nursing. She introduced nursing students in attendance and answered questions from Trustees.

V. APPROVAL OF MINUTES

- A. June 7, 2017, Annual Board Meeting**
- B. August 14, 2017, Board Executive Committee Meeting**

Mr. Abrams submitted the minutes collectively for approval. Upon motion by Mr. Anderson and second by Mr. Pierce, the minutes were approved, separately and severally, by unanimous vote as presented.

VI. REPORT OF THE PRESIDENT

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

- Fall 2017 final headcount enrollment of 7,457 – which is very close to last year’s record enrollment;
- Topics covered at the August 22 faculty/staff meeting to start the new academic year;
- The need to continue to work on ways to address public funding deficit issues;
- Status of the University’s application/proposal for \$5 million from the Shoals Economic Development Fund for economic development projects; and
- Favorable reporting of the University’s economic impact on the Shoals area through a series of local newspaper articles last month.

VII. REMARKS FROM CONSTITUENCY GROUP LEADERS

Mr. Abrams called on Mr. Dante, Dr. Hallock, and Mr. Russell for brief remarks on behalf of their respective groups. The SGA was commended for placing its meetings on the UNA website for live viewing so Trustees and administrators can hear student input on various issues.

VIII. ACADEMIC AFFAIRS AND ENROLLMENT MANAGEMENT COMMITTEE MATTERS

Committee chair Jordan reported on the various topics covered during this committee’s meeting on September 12. The following are items on today’s agenda that stemmed from those committee discussions:

- A. Resolution Approving a Bachelor of Science in Information Technology Degree**

With the recommendation of the Academic Affairs and Enrollment Management Committee, and upon motion by Ms. Jordan and second by Mr. Pierce, the resolution was approved by unanimous vote.

B. Resolution Approving Master of Science Degree in Mathematics

With the recommendation of the Academic Affairs and Enrollment Management Committee, and upon motion by Ms. Jordan and second by Mr. Russell, the resolution was approved by unanimous vote.

C. Update on Academic and Administrative Program Analyses

Dr. Alexander gave a brief update on the status of these two program analyses. The University's administration continues to review and assess strategies that will maximize efficiency and effect cost savings. This information item required no action by the Board.

D. Enrollment Update

Mr. Patterson gave a brief summary of enrollment data for fall as presented in the meeting materials. This information item required no action by the Board.

Per request of Trustees, at the December meeting he will provide additional information related to the number of minorities in the new freshmen class and to the projected size of high school graduating classes in the UNA service area over the next few years.

IX. ADVANCEMENT AND UNIVERSITY RELATIONS COMMITTEE MATTERS

A. Update on UNA Foundation and University Endowments

Committee chair Trapp reported that the investment portfolio with Gerber Taylor is performing well and continuing with a positive trend of returns. 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 now raised more than \$32 million toward its \$35 million goal. This information item required no action by the Board.

X. CAMPUS LIFE AND ATHLETICS COMMITTEE MATTERS

Committee chair Pierce reported on the various informational topics covered during this committee's meeting on September 13. The following are items on today's agenda that stemmed from those committee discussions:

A. Resolution Authorizing Development of a Comprehensive Plan to Construct a New On-Campus Residence Hall for Upperclassman Students and to Explore Expansion of the University's On-Campus Residence Requirement

With the recommendation of the Campus Life and Athletics Committee, and upon motion by Mr. Pierce and second by Mr. Anderson, the resolution was approved by unanimous vote. Ms. Jordan expressed the need to view new construction in connection with development of a new campus master plan.

B. Update on Transition to Division I

Mr. Linder gave a brief summary on work that continues toward next year's move to NCAA Division I status. His remarks included:

- Greater focus on academic accountability;
- Contracts already in hand for \$645,000 in line item football game guarantees for 2018 and 2019;
- Enhancements expected to the Adidas contact for athletic apparel once UNA moves from Division II;
- Recent \$100,000 private gift received for volleyball upgrades; and
- Increased giving to the UNA Sportsman's Club.

This information item required no action by the Board.

XI. FINANCE, FACILITIES, AND PERSONNEL COMMITTEE MATTERS

Committee chair Russell reported on the various topics covered during this committee's meeting on September 12. The following are items on today's agenda that stemmed from those committee discussions:

A. Review of Financial Information for Quarter Ending June 30, 2017

University finances remain stable in an environment of tight budgets. This item required no action by the Board.

B. Resolution Approving University of North Alabama Proposed FY 2017-2018 Budgets

With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Pierce, the resolution was approved by

unanimous vote. It was noted that the lack of adequate state funding continues to impact the institutional budget.

C. Resolution Authorizing the President to Budget Additional Funds for FY 2017-2018

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 an Increase to the Online Learning Course Fee at the University of North Alabama

Mr. Russell called on Dr. Alexander to review this resolution. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Anderson and second by Ms. Jordan, the resolution was approved by unanimous vote.

E. Resolution Approving the Tuition for the Accounting Career Completion Program at the University of North Alabama

Mr. Russell called on Mr. Thornton to review this resolution. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Pierce, the resolution was approved by unanimous vote.

F. Resolution Amending the Affinity Tag Program

Mr. Russell called on Mr. Thornton to review this resolution. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Ouellette, the resolution was approved by unanimous vote.

G. Resolution Authorizing Purchase of Real Property Located at 122 W. Tombigbee Street

Mr. Russell gave an overview of this resolution and noted that several Trustees recently have toured the property to assist in consideration of this proposed purchase. Trustees expressed the view that acquiring the property and equipment is a sound financial decision that will yield a \$220,000 positive cash flow back to the University each year. Mr. Abrams and Mr. Trapp noted for the record that they would abstain from voting on this matter due to business relationships that could infer a conflict of interest. With the recommendation of the Finance, Facilities, and Personnel Committee, and upon motion by Mr. Russell and second by Mr. Ouellette, the resolution was approved by a vote of six (6) in favor, none opposed, and two (2) abstentions.

H. (1) Deferred Maintenance Projects Planned for 2017-2018

The list of projects proposed for the coming fiscal year was shared with the Board, but it was noted that there likely will not be sufficient funds available to address all items on the list. This information item required no action by the Board.

(2) Business Office Institutional Scholarship Refund Policy

Mr. Thornton advised of the new internal protocol to take effect with the spring 2018 semester whereby institutional scholarship awards may not exceed the cost of attendance. This information item required no action by the Board.

(3) Update on Anderson College of Nursing Construction Project

Mr. Thornton reviewed revisions made to the design plans for the building in an effort to reduce construction costs. The University currently awaits Alabama Building Commission approval of the revised plans with a view toward re-bidding the project soon and then bringing new bids received back to the Board for consideration. This information item required no action by the Board at this time.

XII. OTHER BUSINESS

A. Trustee Appointee to UNA Foundation Board of Directors

Mr. Abrams reported that Mr. Trapp has been appointed to serve another term (October 2017 to September 2018) as the Board of Trustees member on the UNA Foundation Board.

B. Report from Ad Hoc Presidential Evaluation Committee

C. Approval of Presidential Employment Contract

Committee chair Russell noted that he met individually with each Trustees in recent weeks to discuss the President's performance over the 2016-2017 academic year. It was the general consensus that he met those 2016-2017 goals and objectives outlined last fall. The Ad Hoc Presidential Evaluation Committee recommended three action items:

- 1. Extension of Contract Period:** Upon motion by Mr. Russell, second by Mr. Pierce, and unanimous vote, the Board agreed to extend the President's three-year employment contract by one additional year.
- 2. Compensation for 2017-2018:** Mr. Russell reviewed the history of the President's compensation since joining UNA in 2015 and described the Committee's recommendation to shift from an annual bonus model to a retention award with a three-year vesting period. Mr. Abrams noted that even with a base salary increase as proposed, the President's earnings for the new year will be less than last year. Mr. Russell made a motion for adoption of the

new compensation plan as outlined (\$295,000 base salary and \$25,000 retention award for 2016-2017). Mr. Ouellette seconded the motion. Ms. Jordan described reasons that she would vote against approval of the new compensation package. Mr. Abrams responded to Mr. Trapp's questions as to the mechanics of how the vesting period works, and Mr. Ouellette commented that a retention award is a favorable improvement to the bonus system. There being no further discussion, the President's compensation for 2017-2018 as proposed by the Committee was approved by a vote of seven (7) in favor and one (1) opposed.

3. **Goals/Objectives for 2017-2018:** Mr. Russell reviewed the President's goals for 2017-2018 as proposed by the Committee and made a motion to adopt. Mr. Trapp asked that the second paragraph in the "Program Analysis" section be revised to read:

"Produce and implement action plan for resource allocation and cost savings, using results with a view toward financial sustainability."

Mr. Maples asked that the first paragraph in the "Diversity" section be revised to read:

"Develop and present to the Board a five year plan to enhance diversity at UNA...."

Mr. Maples also asked to make clear that the list of goals was not in order of priority or importance, and therefore, the listing of "Diversity" as the last goal on the page should not cause others to infer that it is of lowest priority. Trustees agreed to remove item numbers from the list of goals so as to avoid any appearance of ranking in importance.

Mr. Russell then amended his motion to include all of these revisions as described. Mr. Trapp seconded the motion, and the Board's 2017-2018 goals/objectives for the President were adopted by unanimous vote.

D. Resolution in Memory of Billy Don Anderson

Following comments by Dr. Kitts, upon motion by Mr. Pierce and second by Mr. Anderson, the resolution was approved by unanimous vote.

XIII. MOTION FOR EXECUTIVE SESSION

Mr. Abrams noted that an executive session was needed 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. Therefore, an executive session would be in compliance with the Open Meetings Act.

Upon motion by Mr. Maples, second by Mr. Russell, and a unanimous vote, the meeting recessed at 3:51 p.m. for a short break and to then enter into executive session.

At approximately 4:03 p.m., the Board entered into executive session with Ms. Fite-Morgan present as legal counsel. Also present were:

- Dr. Jeffrey Bibbee and Dr. Kimberly Greenway as principal investigators of a recent Title IX case in Athletics (*Dr. Bibbee exited the executive session at 4:55 p.m.*);
- Mr. James Pennington as legal counsel in the Jane Doe lawsuit; and
- Title IX Coordinator Tammy Jacques.

The Board reconvened in regular session at 5:50 p.m. immediately following the executive session. The Board had no action items to present from its discussions in executive session.

XIV. MOTION TO ADJOURN

There being no other business to come before the Board, upon motion by Mr. Russell, second by Mr. Ouellette, and a unanimous vote, the meeting adjourned at 5:50 p.m.

Approved December 12, 2017



President Pro Tempore



Secretary