

**MINUTES OF THE BOARD OF TRUSTEES  
UNIVERSITY OF NORTH ALABAMA  
FLORENCE, ALABAMA  
1:30 p.m., Wednesday, December 12, 2018**

The Board of Trustees for the University of North Alabama met on Wednesday, December 12, 2018, in the Flowers Hall hospitality suite 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 19, 2018) 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 December 12. 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 30, 2018. On December 5, 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.

The meeting was called to order at 1:35 p.m. by Board President Pro Tempore Simpson Russell.

**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 in attendance:

|                       |                        |                         |
|-----------------------|------------------------|-------------------------|
| Trustee Marty Abrams  | Trustee Marcus Maples  | Trustee Simpson Russell |
| Trustee Rodney Howard | Trustee Todd Ouellette | Trustee Will Trapp      |
| Trustee Libby Jordan  | Trustee Steve Pierce   | Trustee Anne Whitaker   |

Therefore, a quorum was present. Absent were ex officio member Governor Kay Ivey and Trustee Joel Anderson.

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

- Ms. Dena Kitts, First Lady of the University
- Dr. Ross Alexander, Vice President for Academic Affairs and Provost
- Ms. Amber Fite-Morgan, General Counsel
- Dr. Kimberly Greenway, Interim 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
- Dr. Carmen Burkhalter, Dean of the College of Arts and Sciences
- 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. Bishop Alexander, President of Staff Senate
- Ms. Cindy Conlon, Associate Vice President for Business and Financial Affairs

- Mr. Michael Gautney, Assistant Vice President for Facilities Administration and Planning
- Dr. Matt Green, Chair of Health, Physical Education, and Recreation Department
- Mr. Chase Holcombe, President of Student Government Association and *ex officio* non-voting member of the Board
- Dr. Scott Infanger, President of Faculty Senate
- Dr. Lisa Keys-Mathews, Executive Director of Strategic Initiatives and Academic Support for Enrollment Management
- Dr. Amber Paulk, 2018-2019 Chair of Shared Governance Executive Committee
- Mr. Bryan Rachal, Director of University Communications and Marketing
- Mr. Jake Russell, University Events Conference Coordinator
- Mr. Jarrod Russell, Senior Network Engineer
- Ms. Regina Sherrill, Senior Assistant to the President for Administration
- Ms. Shannon Wells, University Photographer
- Dr. Chunsheng Zhang, Senior Vice Provost for International Affairs
- Mr. Todd Smith of Schneider Electric Buildings America, Inc.
- Karah Wilson from *The Flor-Ala* student newspaper

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

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

### **IV. APPROVAL OF CONSENT AGENDA ITEMS**

Mr. Russell submitted the following items for consideration for collective approval:

- A. Minutes of September 19, 2018, Quarterly Board Meeting
- B. Minutes of November 14, 2018, Board Executive Committee Meeting

Upon motion by Mr. Trapp and second by Mr. Abrams, the consent agenda items listed above were approved separately and severally 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:

- Fall enrollment figures
- Success of the inaugural "winter session" in exceeding original projections with almost 800 students enrolled
- Discussions this fall between the administration and the SGA concerning a proposal to alter the grading scale
- Early athletics successes in UNA's first semester as a Division I institution.

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

Committee chair Trapp reported on this committee's meeting on December 4. The following items on today's agenda stemmed from those committee discussions:

### **A. Resolution Approving the 2019-2024 "Roaring with Excellence" Strategic Plan**

Dr. Alexander gave brief overview comments and provided Trustees with a nicely printed color brochure of the new strategic plan. It was agreed that the Board should revisit this document periodically as a matter of importance and to measure progress. With the recommendation of the Academic Affairs and Enrollment Management Committee and upon motion by Mr. Trapp and second by Ms. Jordan, the resolution was approved by unanimous vote.

### **B. Resolution Approving Four Baccalaureate Degree Programs in the Department of Visual Arts and Design**

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

### **C. Resolution Approving Master of Science in Sport and Recreation Management Degree**

Following introductory 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.

### **D. Enrollment Update**

Mr. Patterson gave a brief summary of this fall's enrollment data. This information item required no action by the Board.

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

Committee chair Abroms reported on this committee's meeting on December 4. 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 market performance of the investment portfolio with Gerber Taylor. The UNA Foundation Board of Directors has issued a Request for Proposals (RFP) for

investment management services. Mr. Abrams and Mr. Russell made additional comments on the general steps and timeframe involved in transitioning to a new portfolio manager. Mr. Abrams also encouraged fellow Board members to keep the UNA Trustee Scholarship Fund in mind for any year-end charitable contributions. This information item required no action by the Board.

**B. Resolution in Memory of Laura M. Harrison**

Following introductory comments by Mr. Abrams, with the recommendation of the Advancement and University Relations Committee and upon motion by Mr. Abrams and second by Mr. Pierce, the resolution was approved by unanimous vote.

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

Committee chair Pierce asked Mr. Holcombe to comment on findings from the student survey conducted in November. Approximately 1,800 students responded and provided good input. An overwhelming majority of respondents were in favor of an on-campus stadium. Mr. Pierce then reported on various topics covered during this committee's meeting on December 3. The following items on today's agenda stemmed from the committee's discussions:

**A. Resolution Adopting Statement of Commitment and Accountability for Intercollegiate Athletics**

Following overview comments by Mr. Linder, with the recommendation of the Campus Life and Athletics Committee and upon motion by Mr. Pierce and second by Mr. Maples, the resolution was approved by unanimous vote.

**B. Diversity Update**

Mr. Patterson gave summary comments of the data provided in the meeting materials. A new diversity plan is being developed and should be ready next year for Board approval. This information item required no action by the Board.

**C. 2019-2020 Athletic Ticket Prices**

Mr. Linder reviewed this item. Mr. Trapp noted that the Trustees Statement of Committee and Accountability approved earlier in this meeting acknowledges that the Board has a responsibility to ensure the financial sustainability of the athletics program. He asked that Mr. Linder provide an updated pro forma and revenue model on a periodic basis. Mr. Abrams added that the same Statement makes it incumbent on the Board to review NCAA audits as well. This information item required no action by the Board.

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

Committee chair Ouellette reported on the various topics covered during this committee's meeting on December 4 and that are on today's meeting agenda:

### **A. Review of Financial Information for Fiscal Year Ending September 30, 2018**

Mr. Ouellette and Mr. Thornton noted in their summary comments that FY 2017-2018 was a very good year in terms of finances. There were no additional questions from Trustees, and this item required no action by the Board.

### **B. Budgeting of Additional Funds Received During the 2017-2018 Fiscal Year**

Mr. Thornton briefly reviewed this information item that required no action by the Board. There were no questions concerning the report.

### **C. Resolution Approving Alignment of Residence Hall and Apartment Application Fees**

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. Abrams, the resolution was approved by unanimous vote.

### **D. Resolution Authorizing Contract for a Comprehensive Campus Wide Energy Services Program for the University of North Alabama**

Mr. Ouellette noted that this project has been under considerable study for some time. Both an internal committee and many Trustees have devoted many hours to reviewing the financial details. Mr. Pierce commented that this strategy allows the University to apply utilities savings to address deferred maintenance items that are long past due. With the recommendation of the Finance, Facilities, and Personnel Committee, Mr. Ouellette moved approval of the resolution, and Mr. Pierce seconded the motion. A few additional questions were raised concerning lighting particulars and the technological capability to capture energy savings data. With no further discussion, Mr. Russell called the question, and the resolution was approved by unanimous vote.

### **E. [POSSIBLE DEBT RESOLUTION PENDING AS ADDITIONAL AGENDA ITEM]**

Though there was a placeholder on the agenda for this item, Mr. Ouellette reported that this matter is not yet ready for Board consideration. The Finance, Facilities, and Personnel Committee requests more time to review creative financing opportunities and will call a special committee meeting soon to study details.

## **X. OTHER BUSINESS**

### **A. Resolution Adopting Presidential Performance Goals for Academic Year 2018-2019**

On behalf of the Ad Hoc Presidential Evaluation Committee, Mr. Abrams submitted a revised list of performance goals for consideration for this academic year. Mr. Abrams then moved approval of same, and Mr. Maples seconded the motion. There being no objections or additional questions, the list of the President's performance goals for 2018-2019 was approved by unanimous vote.

### **B. 2019 Board of Trustees Meeting Dates**

Mr. Russell submitted alternate options for formal quarterly meetings and committee meetings to better accommodate the travel schedules of non-local Trustees. Dr. Kitts answered questions related to statutory and bylaws provisions for how electronic participation relates to quorum requirements. Upon motion by Mr. Trapp and second by Mr. Ouellette, the list of meeting dates so noted as "alternate options" was adopted for 2019.

## **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. Maples, second by Ms. Jordan, and a unanimous vote, the meeting recessed at 3:00 p.m. for a short break and to enter into executive session.

At approximately 3:04, 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, Mr. Thornton, Ms. Conlon, and Mr. Patterson present for individual discussions of legal matters. Dr. Shaw, Mr. Thornton, Ms. Conlon, and Mr. Patterson exited the executive session at various stages, 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 4:40 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 Abrams presented each item:

**A. Resolution Authorizing Honorary Naming of the University's Softball Stadium as the "Hilda B. Anderson Softball Stadium"**

Upon motion by Mr. Abrams and second by Mr. Trapp, the resolution was approved by unanimous vote.

**B. Resolution Authorizing Honorary Naming of the "Steve and Sheila Pierce Hospitality Suite" within Flowers Hall**

Upon motion by Mr. Abrams and second by Mr. Howard, the resolution was approved by a vote of eight (8) in favor, none opposed, and one (1) abstention by Mr. Pierce.

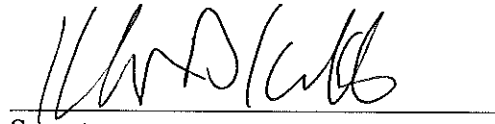
The Board had no other action items to present from its discussions in executive session.

**MOTION TO ADJOURN**

There being no other business to come before the Board, upon motion by Mr. Abrams, second by Mr. Ouellette, and a unanimous vote, the meeting adjourned at 4:46 p.m.

Approved March 22, 2019

  
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President Pro Tempore

  
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Secretary