

BOARD OF TRUSTEES
Regular Meeting
The University of West Alabama
Bell Conference Center
June 3, 2019 10:45 a.m.

I. Call to Order

Mr. Jerry Smith, President *Pro Tempore*, called the meeting to order.

II. Roll Call

Mr. Jerry Smith asked Mrs. Beard to call the roll. Other than Mr. Jerry Smith, members attending were: Mrs. Jean Anderson, Mr. Hal Bloom, Mr. Joseph Brown, Mr. Terry Bunn, Mrs. Jody Campbell, Mrs. Sheila Cloud, Mr. Jerry Groce, Mr. Randy Hillman, Dr. John Killian, Mr. Justin Smith, Mr. Thed Spree, and Mr. Victor Vernon. Mrs. Beard announced there was a quorum present. Also attending were: Mr. Mike Kendrick (University Attorney), President Ken Tucker, and several other administrators and staff members, with Katie Beard recording the minutes.

Mr. Jerry Smith asked Dr. John Killian to open the meeting with a prayer.

III. Approval of Agenda

Mr. Hal Bloom moved to approve the Agenda; Mr. Victor Vernon seconded the motion; and the motion was approved.

Mr. Jerry Smith asked for a motion to go into Executive Session to discuss pending litigation. ***Mr. Terry Bunn made a motion to go into Executive Session for this purpose; Mr. Jerry Groce seconded the motion; and the motion passed to go into Executive Session at 10:48 a.m.*** The estimated time for Executive Session is fifteen minutes.

At 11:03 a.m., Mr. Hal Bloom made a motion to reconvene the regular Board of Trustees meeting; Mr. Joseph Brown seconded the motion, and it was approved.

IV. Approval of Minutes from December 3, 2018

Mr. Jerry Smith asked if there were any changes to the minutes from the meetings held on December 3, 2018. There were none. ***Dr. John Killian made a motion to approve the minutes; Mr. Hal Bloom seconded the motion; and the motion was approved.***

V. Report from the Athletic Committee

Mr. Justin Smith reported that Mr. Bobby Wallace gave a very positive report regarding Athletics at the committee meeting. UWA had a solid finish in respect to the All Sports Trophy for both men and women. A record number of student athletes graduated from the university this year. Athletics is on track to being within budget and the Board appreciates the hard work that Coach Wallace and the business office has done. Coach Wallace has begun working with Chris Thomason on fundraising for Athletics. It is refreshing to see departments working so well together.

VI. Report from the Institutional Advancement Committee

Mr. Hal Bloom stated that donations have increased from \$1,161,885 in 2015-2016 to \$2,265,128 in 2017-2018. UWA has recently received the largest donation to date which is 2,000 acres of land in Bibb County from Mr. William Hubbard. The donor systems are being put into place along with aligning staff to begin a capital campaign. Dr. Tucker and Dr. Thomason have met with various areas across campus to access the needs for the campaign. The feasibility study will begin in October. Two new alumni chapters have been started one in Fayette County and the other is a chapter of Nursing. UWA's National Alumni Association is showing growth of 326 members in 2014 to 566 in 2018. Currently, 204 applications are being processed for alumni scholarships. Mr. Bloom added that giving to scholarships at the university is extremely important as the need has increased.

VII. Report from the Facilities Committee

Mrs. Jean Anderson provided an overview of the report of the Facilities Committee. An update on the energy savings project was given and stated that the HVAC project for Wallace Hall began on May 6th and is scheduled to be completed by August 9th. Funding through the USDA for Bunn Hall is still in process with UWA continuing to provide all necessary data and documentation. The goal is to have everything in place by the December Board meeting.

Mrs. Anderson stated that she and Bobby Truelove met with Seay, Seay and Litchfield Architects to discuss ideas on renovating the McConnell House. The proposed renovations would include adding another bedroom and bathroom and renovating all three existing bathrooms. The estimate for this renovation is \$224,708. At the previous meeting it was approved to perform a feasibility study to determine the needed renovations for the McConnell House and present the results at the June meeting. The project cost would not exceed \$75,000. ***Mrs. Jean Anderson made a motion to have the Finance Committee access and recommend if it is financial feasible to spend the \$75,000 on the McConnell House this year and then re-evaluate the \$75,000 each year for the next two years. The motion was seconded by Mr. Victor Vernon. The motion carried.***

VIII. Report from the Finance Committee

Mrs. Sheila Cloud reported that the financial report given was positive and that the Board appreciates all the hard work from Mr. Edmonds and his staff. The quarterly report and the annual budget were presented at the committee meeting. ***Mrs. Sheila Cloud stated that the 2019-2020 budget was reviewed and discussed at the Finance Committee meeting and brings forth a motion to the Board with a first from the Finance Committee for approval. Mr. Terry Bunn seconded the motion. The motion carried.***

Mrs. Sheila Cloud added that the Facilities Committee cannot assume that \$75,000 will be available for the McConnell House project each year and hope that the projected cost of \$224,708 will come in much lower than that. ***Mrs. Sheila Cloud made a motion to approve \$75,000 for the McConnell House renovation for this year and \$75,000 will be brought before the Finance Committee annually to determine if it is feasible to allow that money to go towards the McConnell House project. A second was provided by Mr. Joseph Brown. The motion carried.***

Mrs. Sheila Cloud reported that UWA is ending their second year with a public auditing firm CDPA. All of those involved in the process have done an extraordinary job,

IX. Report from the University President

Attorney General's Opinion Resolution

Dr. Tucker presented the following resolution. THEREFORE BE IT RESOLVED, by the University of West Alabama Board of Trustees, at a regular meeting duly called on the 3rd day of June, 2019, a quorum being present, as follows:

That the Board of Trustees of the University of West Alabama, by the adoption of this Resolution, does request an opinion of the Attorney General of the State of Alabama pursuant to § 36-15-18 Code of Alabama, 1975 relating to the following facts and questions of law:

FACTS

1. A member of the Board of Trustees of the University owns a nationally renowned company (the Company) that among other things provides capital campaign management services to public, private and non-profit organizations throughout the country. The University is contemplating undertaking a capital campaign to benefit the University in the immediate future. As a part of that effort, the board member, through the Company, has volunteered his and the Company's services and expertise to assist the University.

2. The first step in assessing an appropriate capital campaign is to undertake a "feasibility study" relating to the potential capital campaign. The major purpose of a feasibility study is to provide an accurate assessment of the factors which might affect a capital campaign and to evaluate both internal readiness and external opportunities available to complete a large scale comprehensive/capital campaign. A feasibility study is necessary to determine the cross section of individuals who are directly or indirectly involved with the University that will support a comprehensive capital fundraising campaign. The study also helps determine the financial goals of a campaign. The feasibility study would include interviews of 100 to 150 constituents over a five month period. The data from the interviews would be analyzed and compiled into a report.

3. The board member and the Company has volunteered to undertake the feasibility study necessary for a properly managed capital campaign without compensation, other than being reimbursed for the actual out-of-pocket travel expenses incurred by the board member and by the Company's employees or contractors in conducting the feasibility study for the University. At the conclusion of the feasibility study, a full report will be provided to the Board outlining parameters for the Board's consideration for a future capital campaign for the University.

4. Section 16-53-3(d) of the Code of Alabama states as follows:

No member of the board shall, individually, as a partner, as a stockholder, board member, or officer of a corporate body, conduct any business transaction, directly or indirectly, with the University of West Alabama. Any such person who does so shall immediately removed from the board of trustees and replaced by appointment by the Governor for the unexpired portion of his or her term.

5. The University seeks an opinion from your office as to whether or not it would be permissible for the member of the Board of Trustees, through the Company, to provide the feasibility study outlined above. The sole payment to be made to the Company for the feasibility study would be reimbursement of actual travel costs incurred by the board member and the employees or contractors of the Company performing the feasibility study.

6. No other compensation will be paid to the board member or to the Company other than the reimbursement of actual travel expenses incurred as a part of the feasibility study.

REQUESTED OPINIONS

Accordingly, The University of West Alabama Board of Trustees requests opinions from the Attorney General as it relates to the following questions:

(1) Whether or not §16-53-3(d) cited above would prohibit the assistance described above to be provided by the board member and the Company?

(2) Whether or not the board member and the Company may provide the feasibility study as defined above and be reimbursed solely for actual out-of-pocket travel expenses incurred during the feasibility study?

If the answer to either question above is in the affirmative, please state any terms or conditions that would be appropriate to guide and control the activities of the board member and the Company in the performance of the work described hereinabove. ***On a motion by Dr. John Killian and seconded by Mr. Jerry Groce the above presented resolution was approved. The motion carried.***

Commencement

Dr. Tucker stated that Dr. Tina Jones, her team, Chief Manuel, and Mr. Bobby Truelove all did an exceptional job with commencement. UWA graduated more students than ever with the 714 graduating. The breakdown of graduates includes 241 undergraduates and 473 graduates of which 237 were on-campus students and 477 were online. Dr. Tucker added that UWA had overflow crowd areas completely full. He also thanked Mary Grace Edmonds for her hard work. Mr. Jerry Smith stated that all Board members needed to attend this ceremony because it was a great experience.

Alabama Summit on Rural Technology

Dr. Tucker reported that UWA held the second annual Alabama Summit on Rural Technology on April 12th at the Bell Conference Center. This event received statewide attention for UWA and brought awareness regarding broadband coverage in rural areas. The event boasted over three hundred high level leaders from across the state in attendance. Alabama Power Company, A T & T, Auburn University Extension Service, Alabama Public Television, Alabama Association of County Commissions, Alabama League of Municipalities, Naheola Credit Union, Alabama Manufacturers Association, and others. These included state legislators, business and industry executives, academic thought leaders, statewide association leaders and elected officials. Governor Kay Ivey was the keynote speaker.

True Vine Partnership

Dr. Tucker presented information regarding a new partnership between UWA and True Vine Fellowship in Eutaw, AL. This collaboration will present a new learning experience where students, student athletes, staff, and faculty can experience high level team building through a ropes course. Several student athlete groups have participated in this. The facilities and staff at True Vine are exceptional. It serves as an outdoor learning experience and can develop soft skills to be a productive member of the world. It also provides internships and job opportunities for our students.

Higher Education Partnership Events

Dr. Tucker stated that the Higher Education Partnership recently hosted two events. The first was an advocacy dinner on April 3rd in Montgomery. This dinner allowed the university and key legislative leaders to communicate and interact. UWA was highly represented with university administrators, student leaders, staff, alumni, and Board members in attendance. Dr. Tucker gave a presentation to the group on the value and importance of higher education to the Alabama economy, to employment, and to the overall standard of living and quality of life. The second event was held on April 24th and was a legislative reception in Montgomery. UWA was the best presented university there with four Board members and all of our senior leadership team in attendance. This provided UWA an opportunity to engage with legislators about the value of higher education and the value and impact of UWA in our region and statewide. Dr. Tucker personally thanked the Board for their attendance of these events.

Hubbard Land Donation

Dr. Tucker announced that a reception honoring William Hubbard who recently made a generous donation to UWA will be held this Friday at the Bell Conference Center. All Board members are invited and encouraged to attend.

China

Dr. Tucker reported that he will be back in China in two weeks to attend and present at the Guang Dong University of Finance's graduation. He also gives several lectures while there and works to recruit students to UWA.

Dr. Tucker thanked the outgoing Board President, Jerry F. Smith for the opportunity to work closely with him the past three years to try and make UWA the very best it can be. His leadership of and commitment to UWA is unwavering. Mr. Smith has offered guidance, wisdom, and sage advice about many things while serving as Board President. He thanked him for all he has done for the university.

X. Report from the Board President

Bylaws Committee

Mr. Justin Smith stated that the bylaws committee continues to meet to come up with the best solutions to handle suggested changes to the charter. The committee is not ready to present those at this time. Mr. Justin Smith did present changes to the UWA Board of Trustees bylaws. The first would change the max number of members that can be on a standing committee and the nominating committee from a max of five members to at least three members and no maximum set. This change will allow more Board members to be included and active on the committees. **Mr. Justin Smith made a motion to approve the suggested change and the motion was seconded by Mr. Hal Bloom. The motion carried.**

Meeting Schedule

Mr. Jerry Smith presented the meeting schedule for 2019-2020. **On a motion by Dr. John Killian and seconded by Mr. Justin Smith the 2019-2020 meeting schedule was approved as presented. The motion carried.**

Charter School Plaque

Mr. Jerry Smith presented a plaque that will be displayed at the current charter school facility and moved when the charter school resides in a new location. The plaque states that the University Charter School has been made possible through the vision, encouragement, and approval of the University of West Alabama Board of Trustees, as put forth in a resolution dated March 6, 2017, and through the generous support of the University community, The University Charter School is intended to further the mission of the University of West Alabama in meeting the educational needs of the state, particularly west Alabama, and its vision to be acknowledged as the primary agent of positive change in the Black Belt Region of Alabama which was chartered October 26, 2017. **On a motion by Mr. Hal Bloom and a second by Mrs. Sheila Cloud the motion was approved as presented. The motion carried.**

Resolution for Retired Board Members

Mr. Jerry Smith stated that he did not believe the Board of Trustees currently had a practice where retiring Board members were recognized. Mr. Terry Bunn recently retired from a Board and upon his retirement was presented with a plaque honoring his service and dedication. A resolution was presented as follows:

WHEREAS, the Board of Trustees of the University of West Alabama desires to express their appreciation and to publicly commend members of the Board who have diligently served the University upon their retirement from the Board; and WHEREAS, the Board desires to instruct the President of the University to acknowledge the contributions made by retiring board members by presenting the Board members with a plaque congratulating them on their exemplary service to the University as members of the Board of Trustees at the time of their retirement from the Board.

NOW, THEREFORE BE IT RESOLVED, by the University of West Alabama Board of Trustees, at a regular meeting duly called on the 3rd day of June, 2019, a quorum being present, as follows:

1. That the Board of Trustees of the University of West Alabama, by the adoption of this Resolution, does direct the President of the University to present to each retiring member of the Board of Trustees a plaque honoring and recognizing the board members for their dedicated service to the University.

2. This Resolution will be effective immediately by its adoption by the UWA Board of Trustees.

DONE this the 3rd day of June, 2019.

On a motion by Mr. Terry Bunn and seconded by Mr. Jerry Groce the resolution to honor retiring Board of Trustees members was approved as presented. The motion carried.

Retiring Board President Resolution

Mr. Terry Bunn presented a resolution honoring Mr. Jerry Smith's contributions to UWA as the outgoing Board of Trustees President. The resolution was presented as follows:

WHEREAS, Mr. Jerry F. Smith has been associated with the University of West Alabama for a number of years dating back to 1965; and WHEREAS, Mr. Smith served as Coach of the University's Cross Country Team from 1965 to 1971, and was appointed to the Board of Trustees of the University by Governor Robert Bentley on December 27, 2011; and WHEREAS, as a member of the Board of Trustees, Mr. Smith has served on the Board's Executive Committee, Academic Affairs Committee, Athletic Committee, Facilities Committee, and chairman of the Institutional Advancement Committee

from 2013 to 2016; and WHEREAS, Mr. Smith served as Vice President of the Board from 2013 to 2016 and has served as Board President from 2016 until the present time; and WHEREAS, the Board of Trustees of the University of West Alabama desires to publicly commend and thank Mr. Smith for his outstanding association with and service to the University of West Alabama during his long and dedicated career with the University of West Alabama.

THEREFORE BE IT RESOLVED, by the University of West Alabama Board of Trustees, at a regular meeting duly called on the 3rd day of June, 2019, a quorum being present, as follows:

1. That the Board of Trustees of the University of West Alabama, by the adoption of this Resolution, does express their sincere gratitude to Mr. Jerry F. Smith for his outstanding association with, and dedicated and exemplary service to, the University of West Alabama, as a coach and as a member of the Board of Trustees.
2. That the Board of Trustees does by the adoption of this Resolution publicly commend Jerry F. Smith for his outstanding and dedicated services to the University of West Alabama, as President of the Board of Trustees.
3. That the Board of Trustees does direct that a copy of this Resolution, after its adoption, be distributed to Jerry F. Smith, and to such other persons or organizations as deemed appropriate by the President of the University.
4. This Resolution will be effective immediately by its adoption by the UWA Board of Trustees.

DONE this the 3rd day of June, 2019.

On a motion by Mr. Terry Bunn and seconded Dr. John Killian the resolution honoring Mr. Jerry Smith was approved as presented. The motion carried.

Mr. Terry Bunn stated that he appreciates all that Mr. Jerry Smith has done for the university. His leadership and guidance have been exemplary.

Mr. Jerry Smith thanked each Board member for their service and commitment to the Board and to the university. He also thanked Mrs. Katie Beard for making his job easier and Dr. Ken Tucker for his leadership.

Committee Assignments

Mr. Hal Bloom presented the recommendation from the Nominating Committee for the officers for 2019-2022. They are as follows:

President, Mr. Justin Smith
 Vice-President, Mr. Joseph Brown
 Secretary, Mr. Hal Bloom
 Treasurer, Mrs. Sheila Cloud

On a motion by Mr. Hal Bloom and a second by Mrs. Jean Anderson the officers were approved as presented. The motion carried.

Foundation Board Report

Dr. John Killian presented a report on the UWA Foundation Board. He stated that he is honored to have Mr. Jimmy Collins as President of the Foundation Board. Mr. Jimmy Collins added that the Foundation Board has received a clean opinion from their recent audit. The main task ahead for the Foundation Board will be offering their assistance with the capital campaign. Mr. Collins asked the Board of Trustees to please forward any suggestions for Foundation Board members to the Board development committee. Mr. Collins invited all Board members to the William Hubbard reception this Friday at 11:30 a.m.

XI. New Business

Dr. Tucker presented a brick for Mr. Jerry Smith and Mr. Terry Bunn to honor their leadership as former presidents of the Board of Trustees. These bricks will be displayed in the Walk of Fame in front of Webb Hall and list their name, title, and dates they served. This is a permanent reminder of their service and dedication.

Mr. Thed Spree acknowledged Mr. Will Atkinson in Student Affairs for his enthusiasm and hard work at UWA.

XII. Other Business

There was no other business.

XIII. Adjourn

Mr. Jerry Smith asked for a motion to adjourn. ***Ms. Jody Wise moved to adjourn; Mr. Joseph Brown seconded the motion; and the meeting adjourned at 11:51 a.m.***

Respectfully submitted,

Katie Beard

Assistant Secretary to the Board