

BOARD OF TRUSTEES
The University of West Alabama
Regular Quarterly Meeting
Bell Conference Center
March 3, 2014, 2:00 p.m.

A G E N D A

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| I. | Call to Order | (Mr. Terry Bunn) |
| II. | Roll Call | |
| III. | Approval of Agenda | <i>(Action Item)</i> |
| IV. | Approval of Minutes for December 3, 2013, Board Meeting | <i>(Action Item)</i> |
| V. | Report of the Board President | (Mr. Bunn) |
| VI. | Report of the Academic Programs Committee | (Mr. Hillman) |
| VII. | Report of the Institutional Advancement Committee | (Mr. Smith) |
| VIII. | Report of the Student Affairs Committee | (Mr. Vernon) |
| IX. | Report of the Finance Committee | (Mr. Saad) |
| X. | Report of the University Facilities Committee | (Mr. Sager) |
| XI. | Report from the University President | (Dr. Holland) |
| XII. | New Business | |
| | A. Resolution from National Alumni Association | |
| | B. Renewal of President's Contract | |
| XIII. | Other | |
| XIV. | Adjourn | |

BOARD OF TRUSTEES
Regular Meeting
The University of West Alabama
Bell Conference Center
March 3, 2014, 2:00 p.m.

I. CALL TO ORDER

Mr. Terry Bunn, President *pro tem*, called the meeting to order and welcomed everyone. He asked Mrs. Jean Anderson to say a prayer.

II. ROLL CALL

Mr. Bunn asked Mrs. Lindsey to call the roll. Members attending were: Mrs. Jean Anderson, Mr. Thomas Ballow, Mr. Terry Bunn, Ms. Shelia S. Cloud, Mr. Jerry W. Groce, Mr. Randall Hillman, Mrs. Rebecca Lewis, Mr. John Northcutt, Rev. Willie O'Neil, Mr. Alex Saad, Mr. Jerry F. Smith, Mr. Thed Spree, and Mr. Victor Vernon. Mrs. Lindsey announced that all members were present. Mr. Mike Kendrick, University Attorney, was also present.

III. APPROVAL OF AGENDA (Action Item)

Mr. Bunn said before he went to the next item, he would like to entertain a motion and he strongly urged the Board to appoint an independent investigator to look into the allegations that Dr. Holland made against both the Board and staff, and at this time he said he would entertain a motion to amend the Agenda to allow this matter under Item XIII. Other. *So moved, Mr. Hillman said; and Mr. Bunn asked for a second. Mr. Vernon seconded the motion. The motion was approved.*

Mrs. Jean Anderson stated that since a lot of important items will be discussed today, she would like for all votes to be "Roll Call" votes. Mr. Bunn added that it has been requested that all votes be done by "Roll Call" today and he stated this would be done.

IV. APPROVAL OF MINUTES FOR DECEMBER 3, 2013, BOARD MEETING (Action Items)

Mr. Bunn said the next item would be the approval of the minutes from the meeting of December 3, 2013, and asked for a motion to approve. Mr. Smith moved to approve the minutes; Mr. Spree seconded the motion; and the motion passed. *Mr. Bunn said he was sorry, and asked Ms. Anderson if she wanted "Roll Call" on items such as this. She stated she did. Ms. Lindsey proceeded with the Roll Call vote for the motion, which was as follows: Ms. Anderson-Yes, Mr. Ballow-Yes, Mr. Bunn-Yes, Ms. Cloud-Yes, Mr. Groce-Yes, Mr. Hillman-Yes, Ms. Lewis-Yes, Mr. Northcutt-Yes, Rev. O'Neil-Yes, Mr. Saad-Yes, Mr. Smith-Yes, Mr. Spree-Yes, and Mr. Vernon-Yes. The motion passed unanimously.*

V. REPORT OF THE BOARD PRESIDENT

Mr. Bunn asked for everyone to keep in their thoughts and prayers Mr. Joel Hillhouse, who is an alumni of this institution, and stated Mr. Hillhouse has been a strong supporter, served as Chairman of the Foundation Board for many years, and has been in a terrible accident. He has been moved to Birmingham and prayers are needed for him.

Mr. Bunn said the next item of business would be the Report on Academic Programs. Mr. Smith asked if he could say something before Mr. Bunn moves to the next item. Mr. Bunn stated that he could. Mr. Smith said that last year all of the Trustees were assigned to a college and at lunch time, they all met with representatives from the various colleges. He said he met with the College of Education and he would like to compliment the Administration, he thought it was very worthwhile, and that it should be done again. He said it was a very give and take meeting, and he now understands more about how the colleges work on campus after their meetings. Mr. Bunn thanked Mr. Smith, and agreed that the meetings were very enlightening for the Board members.

VI. REPORT OF THE ACADEMIC PROGRAMS COMMITTEE

Mr. Hillman reported that the Committee was exposed to several items this morning, i.e., new programs and changes to existing programs. He said some five or six programs were renamed, and one in particular was the program with the Fire College in Tuscaloosa, which he thinks will do well. Mr. Hillman stated that they were also presented with a proposal, which was a follow up to the last meeting or the one before that, where we talked with the School of Nursing about the facilities being revamped. He said the discussion was if the facility was revamped, what it would mean for the Nursing program, if the numbers would increase, etc. and we were presented with a much better picture today in the follow up.

Mr. Hillman stated the Committee was presented an enrollment update. He said the Office of Enrollment Management has been doing some different things and that enrollment has been up and down. He said they were also presented with a freshman survey indicating the students were overall pretty satisfied with the institution.

Mr. Hillman said this was his report from Academic Programs.

VII. REPORT OF THE INSTITUTIONAL ADVANCEMENT COMMITTEE

Mr. Smith reported that Mr. Clemit Spruiell presented an update on the University marketing and alumni programs. He stated they have received \$60,000 that will be applied

to the \$300,000 initiative that was requested by the Board of Trustees for the Development staff to match.

Mr. Smith indicated the Board approved the \$300,000 for academic scholarships a couple of meetings ago and stated this is a great program. He encouraged all in the meeting to make a donation to this scholarship fund and stated that when a dollar is pledged or donated, it will be matched with the money the Board has already set aside for this purpose. He said this was his appeal to the group to consider making a donation.

Mr. Smith also reported that Stan Williamson, Athletic Director, reported on fundraising for his area and stated they had a record year for Tiger Club memberships, and that they raised over \$146,000. He said he encouraged Williamson to continue to raise as much money as he could, but he needed to also look at major gifts if he wants to improve the facilities.

VIII. REPORT OF THE STUDENT AFFAIRS COMMITTEE

Mr. Vernon, Chairman, stated that the Committee was presented a report by Mr. Buckalew on student life and the accomplishments of the Student Affairs area. He stated that there have been some problems in the area of Financial Aid area, but some of those have been resolved. He added that there was no action taken at the meeting.

IX. REPORT OF THE FINANCE COMMITTEE

Mr. Saad, Chairman, reported that the Finance Committee approved the minutes from the last meeting. He said they had one action item on the agenda, i.e. to combine the general operating budget and the online budget into one report. Mr. Saad stated that the Committee passed that motion and recommends this action to be considered by the full Board. He said he would like to make one brief statement before the vote is cast, which was to look into the financial policies and he said he would like for Mr. Bunn to appoint a committee to look at the financial policies of the University. Mr. Saad stated he was not talking about how the accounting is done -- he was talking about the spending policies and the budgeting policies. He said they need to know how decisions are made on spending the University's money, how funds are moved from one party to another.

Mr. Bunn said the Committee is asking for the Board's approval to combine the two budgets effective in the 2014-2015 Budget. He said this means that in the upcoming budgeting year, the Board will approve only one combined budget and he stated this was the motion from the Committee that did not need a second. Mr. Bunn added that no second was needed because it comes from a standing committee, and asked if there was

any discussion. He requested Ms. Lindsey to read the motion again, and she restated the motion, as follows: According to Mr. Saad, **Action was taken by the Finance Committee to combine the general operating budget and the online budget into one budget to be effective in the 2014-2015 budget year, which means that in the budgeting process for the new year there will be only one budget that will be used by the Mr. Noland, and this comes as a motion that does not need a second.**

Rev. O'Neil asked if there might be a downside to this, and Mr. Saad stated this is a permanent situation, not just for one year. Mr. Bunn asked Mr. Saad to answer Rev. O'Neil's question. Mr. Saad stated he was on the Board when the University originally had two different budgets, and when he asked about it then, he was told you have to go a couple of years to see how it works. He said it did work, but the charter for the University says that the Board of Trustees is responsible for all funds of the University. He said he has long thought that with that in mind, there is no reason for the University to have two budgets when all of the money is the University's and there is no need to look at more than one budget. Mr. Saad replied that he did not see a downside to taking this action.

Mrs. Lewis asked if there was anything negative brought up that she should be aware of and added that she thought that was what Rev. O'Neil was asking. Mr. Saad stated he asked at the Committee today if there were any comments from anyone and he did not hear any. He said this is an open meeting and if the administration or anyone would like to say something, it would be fine with him. Mr. Bunn asked Mr. Noland and Dr. Holland if either one of them had any comments on this issue. Mr. Noland said the accounting practices he has used are according to SACUBO guidelines, which are acceptable to the State Examiner. Mr. Bunn asked if there were any other comments. There were none.

Mr. Bunn asked for the roll call vote on the motion, as follows: **Mrs. Anderson-Yes, Mr. Ballow-Yes, Mr. Bunn-Yes, Ms. Cloud-Yes, Mr. Groce-Yes, Mr. Hillman-Yes, Mrs. Lewis-Yes, Mr. Northcutt-Yes, Rev. O'Neil-Yes, Mr. Saad-Yes, Mr. Smith-Yes, Mr. Spree-Yes, and Mr. Vernon-Yes. According to Ms. Lindsey, the motion passed unanimously.**

Mr. Saad stated he would like to add that he met with Raiford Noland earlier this month and he was provided the two budgets from the last two years, and stated that the Board has been asking for an Excel spreadsheet on the budgets for about five years and was told they could not figure out how to combine the two budgets. He added that he took those budgets home and told a former employee of his that he would pay her \$20 per hour if she would do a spreadsheet combining the general budget and the online budget. Mr.

Saad stated she worked only 23 hours and he now has an Excel spreadsheet for the Board. He said that unfortunately because of the University's computer system, he was told that it does not have the ability to merge the two into an Excel spreadsheet, so each year it will have to be typed into the spreadsheet one time before sending it out and it should make it a little easier for the Board to understand and see the current year, the year before, etc. He said he believes the next step would be to put the expenses, by code, on each line so that they will know what the expenditures are and maybe at some point in time will know where they are from one quarter to another. Mr. Saad said this project of putting the budgets into a spreadsheet might be a good job opportunity for a student.

X. REPORT OF THE UNIVERSITY FACILITIES COMMITTEE

In the absence of a chair for this Committee, Mr. Bunn said he presided at the meeting this morning. He said they discussed the construction projects and received updates on the Hughes Gym, Lyon Hall, and Spieth Hall renovation. Mr. Bunn stated the weather has delayed the opening of some of these facilities; but all in all, he said these projects are proceeding as well as they can. He said a dedication has been planned for March 18, 2014, for the Campbell Environmental Center (dog-trot house), Lyon Hall, and a rededication of the Hughes Gymnasium.

Mr. Bunn reported that a motion was passed by the Committee, adding that there is a little over \$2 million available, and he stated the Board had hoped to renovate Bibb Graves Hall with these remaining funds. He said, at this time they will wait a little while before we proceed with any other building projects to make sure there is not a surprise over-run with construction that could affect the available funds. ***Mr. Bunn said a motion was made and passed in the Committee to table any renovation to Bibb Graves Hall at this time; stating it comes with an automatic second since it is coming from a standing committee. He called for any discussion of this motion. There was none, and Mr. Bunn called for a Roll Call vote on the motion. Ms. Lindsey proceeded to call the roll, as follows: Mrs. Anderson-Yes, Mr. Ballow-Yes, Mr. Bunn-Yes, Ms. Cloud-Yes, Mr. Groce-Yes, Mr. Hillman-Yes, Mrs. Lewis-Yes, Mr. Northcutt-Yes, Rev. O'Neil-Yes, Mr. Saad-Yes, Mr. Smith-Yes, Mr. Spree-Yes, and Mr. Vernon-Yes.***

Mr. Bunn said everyone should have a copy of a resolution to name the Athletic Training facility that is currently being renovated after Dr. R. T. Floyd. He requested Ms. Lindsey to read the resolution (Copy attached). After the resolution was read, Mr. Bunn asked for a motion to approve the naming of the facility after Dr. Floyd, and then stated it

came from a Committee, so it would not need a second. He then opened the floor for any discussion, stating that he personally thought this was a good idea and Dr. Floyd is very worthy of this recognition. Mr. Smith agreed with this decision, and encouraged all members of the Board to support the motion. The motion was, as follows: ***The Committee approved a Resolution to name the Athletic Training facility that is currently being renovated after Dr. R. T. Floyd and also makes this recommendation to the full Board for adoption.*** Ms. Lindsey was asked to call the roll on the motion: ***Anderson-Yes, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-Yes, Northcutt-Yes, O'Neil-Yes, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes.*** ***The Resolution was unanimously approved by the Board of Trustees.***

XI. REPORT FROM THE UNIVERSITY PRESIDENT

Mr. Bunn stated the next item on the agenda is Dr. Holland's report. Dr. Holland said he did not have a report at this time.

XII. NEW BUSINESS

A. Resolution from National Alumni Association

Mr. Bunn said he would like to recognize the National Alumni President, Mr. Justin Smith, who has requested to be placed on the agenda and Mr. Bunn stated he would be accommodated at this time to come forth and say some remarks. He also said all Board members should have a copy of a resolution that is being presented by Mr. Smith at this time.

Mr. Smith read a resolution from the Executive Council of the National Alumni Association in support of Dr. Richard Holland and urged the Board of Trustees of the University to extend his (Dr. Holland's) contract to October 1, 2016, and allow him to retire on his own terms as of October 1, 2016. The resolution read by Mr. Smith was received by loud applause and a standing ovation from the audience.

B. Renewal of President's Contract

At this time, Mr. Bunn said he would entertain a motion to extend Dr. Holland's contract to September 30, 2016. ***Rev. O'Neil made a motion to extend Dr. Holland's contract to September 30, 2016.*** Mr. Bunn asked for a second. ***Mrs. Anderson seconded the motion.*** Mr. Bunn said there is a motion and a second, and stated there would be a roll call vote. He also stated if a Trustee votes "Yes", it would be a vote to extend the contract, and a "No" vote would be not to extend the contract. Mr. Northcutt asked if there would be any discussion on the motion. Mr.

Bunn opened the floor for any discussion at this time. (Someone from the audience asked if they would be allowed to speak.) Mr. Bunn said he wanted to be fair and will allow a few people to speak for two minutes each, requesting that any person should not prolong this meeting, he asked if someone previously speaks about the same, do not speak again and repeat any of the messages. Mr. Bunn asked Mr. Kendrick, University Attorney, if the ones who will speak need to sign anything and he replied they did not. Mr. Bunn then asked the first person to come up and begin by stating his/her name.

Dr. Archie Hooper, the first at the podium, stated he was there to support the University and Dr. Holland. He said he was the SGA President when former President Ed Roach left and had given a speech in support of him, and he is now speaking on behalf of the current President, Dr. Richard Holland. Dr. Hooper mentioned the outstanding evaluations Dr. Holland received from the Board prior to the last one and he just did not understand why this is happening again. At this time, Mr. Bunn reminded Dr. Hooper that his two minutes were up about five minutes ago and said he would give him about one more minute to finish. Dr. Hooper briefly addressed the evaluation Dr. Holland received recently when an independent evaluator was hired, adding that Dr. Holland addressed all concerns in the evaluation. He completed his speech and received applause from the audience.

Mr. Bunn asked if there were any other comments from the audience. Dr. Bobby Williams, Mr. Jack White, Mr. Marcus Campbell, Ms. Patsy Chaney, Ms. Liza Howard and others also gave their personal comments regarding Dr. Holland and urged the Board to renew his contract.

Mr. Bunn thanked each of the speakers who took the time to come before the Board today and express their thoughts. He said there was a motion on the floor, with a second, and asked if there are any other comments. Mr. Northcutt said he had prayed about this for several weeks and he wanted the Board to know that he thinks one of the most important responsibilities that the Board members have is the selection of the University President. He said he has been trying to reach a conclusion about how he would vote on the renewal of President Holland's contract. He stated he had reviewed not only his (Dr. Holland's) current evaluation, but also his prior evaluations, and then based his decision on working ten years with Dr. Holland. Mr. Northcutt stated that in Dr. Jones' report, (He was the person

independently hired by the Board to perform the President's performance review.) he clearly stated that President Holland had a productive and distinguished career at the University of West Alabama and went on to mention some things.

Mr. Northcutt said he thought about some things he holds in high regard when he tries to evaluate a president, and made a point to ask this over the last several Board meetings. He said the Board has been told that the University is in the best financial shape in the Comptroller's 44 years working here, the University just went through a SACS examination and went through an exemplary review from that agency, the Athletic program is one of the most competitive that we have ever seen and has well represented the University in its rich history. Mr. Northcutt said that Dr. Jones went on to say that the record clearly showed that President Holland is well liked and respected by a vast majority of the stakeholders interviewed by him and he interviewed 43 people. He said he took a quick look at his dictionary to see what "vast" meant, and stated it meant "a huge, enormous, and very great in number". Mr. Northcutt said that tells him the "vast" majority of the stakeholders liked and respected Dr. Holland; and further stated that Dr. Jones reported that challenges face the University, but they are not unique, adding that most colleges are facing similar challenges. He also stated Dr. Jones indicated there were some criticisms of Dr. Holland within the University, but this was not uncommon either based on him having served for 11 years as President. Mr. Northcutt said, like many of the Board members here today, Dr. Holland is not perfect, but he believes his heart and soul rests for the betterment of the University and he strongly urged the Board to consider voting for the extension of Dr. Holland's contract. (Applause.)

Mr. Saad said he would like to ask John a question, adding that he agreed that Dr. Holland's evaluation was good, fair, and he understood that no evaluation will be 100% positive. He said, quite honestly, that was what was wrong with all of the other evaluations. He then asked Mr. Northcutt if he thought that Dr. Holland thought the evaluation was fair, because Dr. Holland went out and came up with a corrupt report about the process of the evaluation and what he did scorched and burned this University. He said it lead to a website where people have been calling Board members names, stating they are thieves, they have a financial obligation, etc. Saad asked if Mr. Northcutt thought a man that would go out and do this and start such type of conversation was satisfied with his evaluation. He said he heard on the

radio today that the Board wants to fire him because he will not turn his back on the Board's corrupt ways. Saad indicated that he did not think a person who saw his evaluation as being fair would do that, and it was apparent to him that Dr. Holland did not think he had a fair evaluation, which prompted him to go out and do what he has done.

Mr. Saad stated that Dr. Holland's recent actions have put a new light on the matter for those of us who have been part of this University for a long time, some of whom have supported the University with our talent, time and money, and now have people to basically spit on us is not a very good thing. He mentioned that people, who do not even know the Board members, hide behind the Internet, write letters, and do not even know what is going on at the University. He said he believed that Dr. Holland orchestrated the whole thing, because he would be the only one who knew that Terry Bunn and Jerry Smith went to him and talked with him about retiring. Saad said Dr. Holland leaked that information, but he also believes the investigation will prove that other things may have happened. He said he could not support a man who is so worried about an evaluation that he would scorch and burn the University along the way.

Mr. Bunn asked the people in the audience to refrain from heckling while the Board is trying to conduct business. He stated they were welcome, but asked them to be respectful of these proceedings. Mr. Bunn said each member of the Board had a right to his opinion and he further asked each Board member to do what is in the best interest of the University. He asked for any further comments from the Board.

Mrs. Anderson said she would like to speak in support of Dr. Holland, stating she has been on the Board for four years and is from this area. She said she has seen the University grow and develop under Dr. Holland's leadership and she feels he is perfectly trustworthy. She said for her, that is huge, to be able to trust a leader and she believes that Dr. Holland is not about feathering his own nest. Mrs. Anderson stated that he loves the University, just as she does, and she grew up here and her father was a probate judge for many years in Sumter County. She said that Judge Dearman, along with the help of Mr. Ira Pruitt, saved the University in 1946 when some were thinking about closing it; and, therefore, she said she is very dedicated to this area and the University, she knows how important it is for this University to be strong and that the Board has the opportunity to allow Dr. Holland to stay as

President until September 30, 2016, which he has requested. Mrs. Anderson stated that he deserves this and he has done a fabulous job as President and she noted all of the comments that have been made in support of him. Personalities aside, she said the University is doing well and she wants to see this continue under his leadership. She urged her fellow Board members to extend Dr. Holland's contract and keep the University moving on in the right direction. Mrs. Anderson also indicated that it would take months to find a replacement for Dr. Holland, and that it would not be easy, but certainly someone is needed with a vision of where the University needs to go in the future and it is owed to the children of this area to allow them to achieve success. (Applause)

Mr. Bunn pointed to someone in the audience who has been standing with her hand raised and indicated the comment period had ended, but he would allow her to speak briefly. Ms. Bari Watson came to the podium and spoke in support of Dr. Holland, indicating that she came to work at UWA when she was 25 and looking for an opportunity to excel and grow in her career. She said she received much guidance from Dr. Holland and respected him very much as a leader of UWA. She urged the Board to consider extending his contract to 2016.

Rev. O'Neil said there are some wonderful people who serve on this Board and that he feels Dr. Holland is a man of integrity. He said Dr. Holland has done a lot for the diversity of the school, but stated it could be better; he feels that it would be very destabilizing to the University and divide the Board if they choose not to renew his contract. Rev. O'Neil stated that the Board and Dr. Holland should try to reach a compromise, if possible.

Mr. Ballow said that, after listening to these conversations, he has real concern with what the Board will do in October 2016. He stated that he had the privilege of attend this University from 1959 to 1961, he had great teachers, and the buildings were not all on campus during that time. He said the buildings do not get built without some way to pay for them, which goes back to the students. Ballow further stated that this is a fine University, that it did not take long to find Dr. Holland, and as his dad once told him, the cemetery is full of indispensable people. He stated that he has been scared a bit after hearing all of the comments today. He said Dr. Holland is a fine man and it has been a privilege to know him, but that Dr. Holland is not the future of this University. He stated the University's future will be with someone else

and he hopes that the people in attendance today will realize that whether we change leadership in 2014 or 2016, it will change, adding that he hopes there will be the same enthusiasm for the next person as shown here today for Dr. Holland.

Mr. Bunn asked for any other comment from the Board. Mr. Vernon said he would like to echo the comments of Mr. Ballow. He said it is all about the future and his vote will be predicated on the future, and he thanked Dr. Holland for his many accomplishments, which are evident and unquestionable. He said, however, it is a matter of the future.

Mrs. Lewis said she has not received any calls pertaining to this matter, except from Mr. Smith and one alum, and she asked if the Board had pursued any compromise at all with Dr. Holland. She stated she did not know anything about what has been done prior to this meeting, adding this was the reason she came today, because she really needed to be in Birmingham. Mr. Saad said that seven people cannot meet and talk about a matter such as this, i.e., that there is no way to discuss anyone who makes over \$70,000 a year except in a public forum. He said he read where someone posted on the Internet that the Board would fire him in public and stated that in the world now, that is the way it has to be done. Mr. Saad said he did not know of anyone coming to the Board and asking for consideration to stay and like it or not, he said he loves this University as much as anyone. He said he has wondered for a long time why every President got fired, except for Don Hines, who left on his own. He said that is because this is the only way it can be done in a public meeting, because it is the law.

Rev. O'Neil said he realizes that President Holland will leave, but to abruptly do this without having anyone in place is his concern. Mrs. Lewis asked Mr. Bunn when he and the other Board member went and talked with President Holland, was there any mention of extending his contract for maybe one year? She said she was not here as an alum, not here for the Board, but here for the betterment of the University. She stated that she is right in the middle and if there is not some type of compromise today where we all have a good feeling so that we won't have a lot to repair. She said she was with Mr. Ballow in that Dr. Holland has done a fine job and she would applaud anyone in the future who takes his place. Mr. Bunn said he didn't know if he could answer her question, he was not sure what she was asking. She

asked what the two options would be, extend Dr. Holland's contract to 2015 or 2016.

Mr. Bunn said he was trying to be fair to the Board. He said it was his responsibility to move along the Agenda, that a motion was made and seconded to extend Dr. Holland's contract to September 30, 2016. Mrs. Lewis said she did not understand the motion. Mr. Bunn stated that his contract would end according to the term stated in the contract, which is September 30, 2014, if the motion does not pass. Mrs. Anderson said she thinks what Mrs. Lewis is asking is if there are any other options if this motion does not pass. Mr. Bunn said the Board can do whatever it wishes. Attorney Mike Kendrick stated that there is currently a motion and a second on the floor that needs a vote. Mr. Northcutt said he understands that we are voting to extend Dr. Holland's contract through September 30, 2016.

Mr. Ballow called for the question. Mr. Bunn restated that a "Yes" vote would mean to extend Dr. Holland's contract through September 30, 2016, and a "No" vote would mean that it would expire on September 30, 2014. Mr. Bunn requested Ms. Lindsey to proceed with the roll call vote. ***Vote was as follows: Anderson-Yes, Ballow-No, Bunn-No, Cloud-No, Groce-No, Hillman-No, Lewis-No, Northcutt-Yes, O'Neil-Yes, Saad-No, Smith-No, Spree-No, and Vernon-No. Ms. Lindsey announced that the motion failed to pass.***

Mr. Bunn asked if there were any other items. Mr. Northcutt asked, after the prior vote, could a motion be made to extend the contract for one year? Mr. Kendrick stated this would be possible after a motion passed to amend the agenda. Mr. Bunn said regardless of any motion, he thought the agenda should be amended. Mrs. Lewis stated that for the sake of a vote, it would be better for the Board and all in the room if the agenda could be amended.

Mr. Groce said he wanted to make sure he understood correctly, i.e. that Dr. Holland's contract is in effect through September 30, 2014. He asked if it would be possible to meet again as a Board to discuss extending the contract for a year or whatever term we want to consider what the options are, or is this possible? Mr. Groce said he knew Mr. Hillman has recommended that an investigator look into some of the things that are facing the Board and the University, and see what the results of the investigation might reveal.

Mrs. Lewis asked if the matter had to be voted on today, and asked if it could be at the next Board meeting or at any time. Mr. Kendrick indicated it could be on an agenda at any time. At this time, ***Mrs. Lewis made a motion to amend the agenda to consider extending Dr. Holland's contract for one year; Mrs. Anderson seconded the motion. Mr. Bunn asked for any discussion – there was none – and he asked for the Roll Call vote, as follows: Anderson-Yes, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-Yes, Northcutt-Yes, O'Neil-Yes, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes. Ms. Lindsey announced that the motion passed unanimously.***

Mrs Lewis made a motion to extend Dr. Holland's contract to September 30, 2015, and Rev. O'Neil seconded the motion. Mr. Bunn asked if everyone understood the motion. He then called for any discussion. Mrs. Lewis said the only reason she thought this might be a possibility and considering the division that the Board has, she thinks it will take a while to get some presidential candidates. She said she wanted to look each person in the eye and say to them that this University will have a great president, that Dr. Holland has done a fine job in leading the University during his tenure, and she felt it would take as long as a year to find the right person to lead the University. Mrs. Lewis stated she would like for Dr. Holland to go out knowing all of the fabulous things he has done, and the new president to be ushered in and take over his shoes in a good way. She said it has taken her until last night to get to this point and she is only sharing it with the others.

Mr. Bunn asked for any other comments from the Board. Mrs. Anderson stated that she agreed with Mrs. Lewis, that she thought it would be in the best interest of the University to have Dr. Holland in place while there is a transition team looking for a replacement. She said she did not think it would be easy or quick, and she did not want to see the University administration left in a bind with Dr. Holland leaving. Mr. Hillman stated that a successful transition from one administrator to another in a university setting requires cooperation between that administration and the Board of Trustees. He said there was a hand grenade thrown on the table a little while back, and he thinks it needs to be looked into before the Board makes any decision to hire a future President.

Mr. Bunn asked for any other comments. There were none, and he asked Ms. Lindsey to read the motion, as follows: ***Mrs. Lewis made a motion to extend Dr.***

Holland's contract to September 30, 2015; and Rev. O'Neil seconded the motion.

Mr. Bunn stated that a "Yes" would be for extending the contract and a "No" would be not to extend the contract. He requested Mrs. Lindsey to give the Roll Call on the vote. ***Vote was as follows: Anderson-Yes, Ballow-No, Bunn-No, Cloud-No, Groce-No, Hillman-No, Lewis-Yes, Northcutt-Yes, O'Neil-Yes, Saad-No, Smith-No, Spree-No, and Vernon-No. Ms. Lindsey announced that the motion failed.***

XIII. OTHER

Mr. Bunn said under this section there is a motion to hire an investigator to look into the allegations, and Mr. Kendrick said a motion needs to be made and seconded.

Mr. Hillman stated his motion, as follows: "to appoint an independent investigator to investigate the allegations in Dr. Holland's report and any other improprieties that might have occurred at the University as a result of any acts or actions by any member of the Board of Trustees or any employee of the University.

I move that the University of West Alabama's Board of Trustees appoint an Independent Investigator to conduct an investigation of the allegations in Dr. Holland's report and any other improprieties that might have occurred at the University as a result of any acts or actions by any member of the Board of Trustees or any employee of the University. Further, the Board attorney shall be directed to assist the Independent Investigator in the investigation in any way requested by the Independent Investigator.

The Independent Investigator and the Board attorney shall have discretionary authority to take any actions necessary to conduct a thorough investigation including, but not limited to: unrestricted access to employees, unrestricted access to University of West Alabama records and property, and the full cooperation of all employees and Board of Trustees members.

All employees are ordered to preserve all records, whether tangible, electronic, audio, cellular or digital. These records specifically include, but are not limited to the following:

- ***EMAIL: The contents of electronic communications (email) including attachments and stored files, for any and all email accounts used by or accessible by any employee from January 01, 2012 to March 03, 2014 including received messages, sent messages, deleted messages, and messages maintained in trash or other folders and including any relevant metadata, header information or system logs related to the transmission of said messages.***
- ***CELL PHONE: Phone number, phone book (contacts), incoming calls, outgoing calls, missed calls, stored voice messages, graphic images or digital photograph images, operating logs, and any and all electronic messages retained including text/SMS or other electronic format.***

All employees are ordered to:

- *ensure that all potentially relevant documents (including electronically stored information “ESI”) are not destroyed, lost, or relinquished to others, either intentionally, or inadvertently. This also includes any destruction, alteration, or modification of documents or ESI through the implementation or operation of a document retention/destruction policy;*
- *ensure that potentially relevant documents are not modified; and,*
- *ensure that potentially relevant documents remain accessible.*

This includes, but is not limited to, the obligation to:

- *Discontinue all data destruction and backup tape recycling policies;*
- *Preserve all relevant hardware unless a forensic copy (bit by bit mirror image replication) is made; and*
- *Maintain all other pertinent information and tools needed to access, review and reconstruct all potentially relevant electronic data, documents or ESI.*

Employees must preserve all relevant documents and ESI including but not limited to:

- *Word-processed or text files, including drafts and revisions;*
- *Spreadsheets, including all drafts and revisions;*
- *Databases;*
- *CAD (computer-aided design) files, including drafts and revisions;*
- *Presentation data or slide shows produced by presentation software (such as Microsoft power point);*
- *Data generated by calendaring, task management and personal information;*
- *Data created with the use of personal data assistants (PDAs) or Blackberrys;*
- *Data created with the use of document management software; and*
- *Data created with the use of paper and electronic mail logging and routing software.*

The preservation requirement also extends to any and all hidden system files or metadata, presently located on or contained in a free standing computer or laptop or on any part of a server, CPU or digital device that may contain data storage capabilities including but not limited to hard disk drives, optical disk drives, removable media, such as floppy disk drives, CD-ROM and DVD drives, Zip drives, Jaz drives, Maxtor drives or snap drives, data processing cards, computer magnetic tapes, backup tapes, drum and disk storage devices or any other similar electronic storage media or system of whatever name or description.

Employees have the obligation to preserve all electronic processing systems, even if they are replaced. This obligation includes computer servers, stand-alone personal computers, hard drives, laptops, PDAs and other electronic processing devices.

This preservation obligation is to protect the status quo and the integrity of the investigation. Any employee who interferes or fails to cooperate with the investigation, or with the Independent Investigator and/or the Board attorney in their efforts to conduct this investigation, will be subject to disciplinary action.

Upon completion of the investigation, to the satisfaction of the Independent Investigator, he shall be required to report any and all findings to the Board of Trustees. Based on the findings, he or she shall have the authority to recommend to the Board of Trustees any course of action he or she believes to be in the best interests of the University of West Alabama.” Mr. Jerry Smith seconded the motion.

Mr. Bunn asked if everyone understood the motion and the seriousness of it. He then asked if there was any discussion of the motion. Mr. Northcutt asked who would be the investigator. Mr. Bunn indicated that would be up to the Board to decide on who would be the investigator, and requested Mrs. Lindsey to call the roll on the motion, as follows: *Anderson-No, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-Yes, Northcutt-No, O’Neil-Yes, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes. Ms. Lindsey announced that the motion passed.*

Mr. Northcutt asked if the motion just passed was only to get an independent authority to investigate the allegations. Mr. Bunn stated this was correct, and asked if all Board members understood this. *Mr. Northcutt said he would then change his vote to “Yes” for the motion.* Mr. Bunn asked if there were any other motions that anyone would like to make at this time, and asked if anyone on the Board would like to nominate anyone as the investigator today. Mr. Northcutt said he would like to make a point, but not put into a motion at this time, i.e. if the full Board wants to consider it, the matter could be turned over to the Executive Committee to make that selection.

Mr. Northcutt made a motion to turn the matter of selection of an independent investigator over to the Executive Committee of the Board for it to make a decision and to report the name of the independent investigator back to the full Board at the time they make their decision. Mr. Hillman seconded the motion. Mr. Bunn asked Ms. Lindsey to read the motion and then he called for any discussion. **Mr. Kendrick stated that any action taken by the Executive Committee would have to be reported to the full Board within 24 hours, according to the Board Bylaws.** Ms. Cloud noted that the word “independent” should be in the

motion, as it was stated. (Correction made above.) There was no other discussion, and Mr. Bunn requested Ms. Lindsey to call the roll, as follows: *Anderson-Yes, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-Yes, Northcutt-Yes, O'Neil-Yes, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes. Ms. Lindsey announced the motion passed unanimously.*

Mr. Bunn asked if there was any other business. Mr. Ballow asked if, since there will be an independent investigation of supposedly corrupt allegations brought, ethics violations by the Board, etc., does the Board feel uncomfortable with leaving Dr. Holland in charge of the University during this investigation since the charges were brought by him? *He said if they do, he would move to place Dr. Holland on administrative leave, with pay and benefits, until the findings of the investigation are presented to this Board and actions fulfilled. Mr. Smith seconded the motion.* (There was noise from the audience.) Mr. Bunn said he, again, would ask that the people in the audience be respectful of the Board as they try to conduct the business of the University. *Mr. Kendrick asked if the motion would include benefits for Dr. Holland, and Mr. Ballow stated it would.*

Mr. Bunn asked for any discussion. Mrs. Anderson stated she could not believe the Board even thought about such action. (Loud applause came from the audience.) She asked who would run the University when Dr. Holland is asked not to do the job, and Mr. Ballow stated that could be Dr. Taylor. Mr. Northcutt said he could not let this pass without a comment, he said Dr. Holland is a man of integrity, and he does not believe this action is in any way required, and he said he sincerely asks that this Board vote against this motion. Mr. Saad indicated that the two people that Dr. Holland made accusations against are also men of integrity, and further stated he was 100% in favor of this motion. Mr. Northcutt said his complaint is not with Mr. Saad, Mr. Bunn, or anyone else; only, that Dr. Holland is needed on the job and he could not conceive what the Board thought he would do during the investigation that would somehow interfere with it. Mr. Saad said this was why the investigation would be done, that Dr. Holland asked for it. Mr.

Northcutt stated again that he didn't think he should have to go on administrative leave during the investigation. Mrs. Anderson said she agreed with Mr. Northcutt, that she did not think they were here today to insult Dr. Holland, or each other.

Mr. Bunn asked if there were any other comments. There were none, and he asked that the motion be restated by Ms. Lindsey, as follows: ***“Mr. Ballow made a motion that Dr. Holland be placed on administrative leave, with pay and benefits, until the findings of the investigation are presented to the Board and actions fulfilled.”*** Mr. Bunn called for the roll call vote, as follows: *Anderson-No, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-No, Northcutt-No, O'Neil-No, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes.* ***Ms. Lindsey announced that the motion passed.***

Mr. Bunn asked if there was any other business to come before the Board. Mr. Northcutt said that, if Dr. Holland is going on administrative leave, the Executive Committee or somebody should meet to discuss the ramifications of that action and that it be scheduled as soon as possible. Mr. Bunn stated that if there is no other business at this time, he would recess the Board meeting. ***Mr. Smith said he would like to amend the agenda to appoint a special administrator during Dr. Holland's administrative leave. Mr. Vernon seconded the motion.***

Mr. Northcutt asked if the motion was to name the person today, and Mr. Smith stated the motion was to add the item to the agenda only. Mr. Saad asked if the Executive Committee could do this, or if something has to be done today. Mr. Bunn asked Mr. Kendrick what notice does the Executive Committee have to give before it meets. Mr. Kendrick replied that a 24-hour notice has to be provided.

Mr. Kendrick stated that a motion will have to be made now to appoint someone to the position of special administrator or allow the Executive Committee to make the decision. Mr. Northcutt asked Mr. Kendrick if there was anything in the Bylaws that if the President had to step down for illness or any other reason, who would run the University? Mr. Kendrick stated he

believes it would be as Mr. Ballow said earlier, that the Provost would. Mrs. Lewis said she thought the full Board should be able to vote on anyone who will be running the University, and not necessarily the Executive Committee. She said she thought the Board should make the decision today or call another meeting to make the decision. Mr. Groce asked if it was possible for the Executive Committee to meet and make this decision, then report back to the full Board. Mr. Bunn said the Board could do as they wish on the matter. Mr. Kendrick said a seven days' notice has to be given when a recessed meeting will re-convene and a ten days' notice has to be provided for a special called meeting of the Board, according to the Open Meetings Law.

Mr. Bunn asked for any further discussion. There was none. He requested Ms. Lindsey to call the roll on the motion, as follows: ***Anderson-Yes, Ballow-Yes, Bunn-Yes, Cloud-Yes, Groce-Yes, Hillman-Yes, Lewis-Yes, Northcutt-Yes, O'Neil-Yes, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes.*** Ms. Lindsey announced that the motion passed.

Mr. Smith asked if he could make a motion to nominate someone for the position of Special Administrator. Mr. Bunn replied that he could. ***Mr. Smith then made a motion that the Board of Trustees appoint John G. Blackwell as the Special Administrator, who will have the authority to oversee the University of West Alabama operations, and to ensure the University will operate without disruption during the time of Dr. Holland's administrative leave.*** Mr. Saad seconded the motion.

Mr. Bunn called for any discussion. Mr. Northcutt stated he did not believe he knew of Mr. Blackwell, and Mr. Smith read a short bio of Mr. Blackwell to the Board. (Noise pursued from audience.) Mr. Smith said he would not read a short bio, but proceeded to say that Mr. Blackwell was a former Business Manager at the University, he was on the Board of Trustees for 14 years at Auburn and was President of the Board, he was Chair of the Facilities Committee at Auburn and over a billion dollars' worth of facilities were built on campus, he is now Chair of

the Board of a company now in Birmingham, he has been in higher education for twenty years, and has done all of his coursework for his doctorate.

Mr. Northcutt asked if the Board even knows if Mr. Blackwell would accept this job or not. Mr. Smith stated that he would. Mr. Northcutt asked Mr. Smith if Mr. Blackwell has been contacted, and Smith stated he had. Mr. Bunn said there was a motion and a second on the floor and called for the roll call vote, as follows: *Anderson-Abstained, Ballow-Abstained, Bunn-Yes, Cloud-Yes, Groce-Abstained, Hillman-Yes, Lewis-Abstained, Northcutt-Abstained, O'Neil-Abstained, Saad-Yes, Smith-Yes, Spree-Yes, and Vernon-Yes. Mrs. Lindsey announced that the motion passed.*

Mr. Bunn asked if there was any other business to come before the Board. There was none, and Mr. Bunn recessed the meeting at 4:00 p.m.

Respectfully submitted,

Victor Vernon
Secretary to the Board

Earlene Lindsey
Assistant Secretary to the Board