

**MEETING OF THE BOARD OF TRUSTEES  
OCTOBER 31, 2009**

**UNIVERSITY OF THE VIRGIN ISLANDS  
GREAT HALL, NORTH WEST WING  
ST. CROIX CAMPUS  
9:00 A.M.**

**MINUTES  
REGULAR SESSION**

**MEMBERS PRESENT**

Mr. Kyza Callwood, Student Trustee  
Dr. David Hall, President  
Ms. Winona Hendricks, Board of Education, ex-officio  
Mr. Alexander Moorhead, Chair  
Mrs. Jennifer Nugent-Hill  
Dr. Bernard Paiewonsky (via telephone)  
Ms. Deanna E. Rogers, Alumni Assoc. Trustee  
Attorney Henry C. Smock, Vice Chair  
Mr. S. Donald Sussman  
Judge Audrey L. Thomas  
Dr. Yvonne E. L. Thraen  
Dr. Patricia Rhymer Todman, Faculty Trustee  
Dr. Wesley S. Williams, Jr.  
Ms. Juanita M. Woods

**MEMBERS ABSENT**

Mr. Roy D. Jackson (Excused)  
Dr. La Verne Terry, Commissioner of Education, ex-officio (Excused)

**OTHERS PRESENT**

Dr. Doris Battiste, Associate Campus Administrator for Student Affairs (St. Thomas; on behalf of Ms. LilyMae Durante, Acting CEA, St. Thomas campus)  
Dr. Judith Edwin, Vice Provost, Access and Enrollment Services  
Ms. Tina Koopmans, Chief Information Officer  
Dr. Noreen Michael, President's Chief of Staff  
Dr. Al Hassan Musah, Provost  
Mr. Vincent J. Samuel, VP Administration and Finance and CFO  
Dr. Henry H. Smith, Interim VP for Institutional Advancement  
Ms. Nereida Washington, Acting St. Croix Campus Executive Administrator  
Attorney Samuel Hall, UVI Legal Counsel  
Attorney Marie ThomasGriffith, UVI Legal Counsel (by phone for portion of the meeting)

**CALL TO ORDER**

A quorum being present, the Chair, Mr. Alex Moorhead, called the meeting to order at 9:25 am.

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

The Chair welcomed to the Board new members, Faculty Trustee, Dr. Patricia Rhymer Todman and Student Trustee Kyza Callwood.

The Chair noted the presence of three of the nominees to the UVI Board of Trustees whose nominations were pending before the VI Legislature. The nominees present were Honorable Patricia Steele, Ms. Luz Suarez de Highfield and Mr. Sinclair Wilkinson.

The Chair, acknowledging that it may be the last meeting for some of the members of the Board whose terms had expired and were being replaced, took the opportunity to recognize each of those members and their years of service on the Board. Those members were:

- **Mr. Roy D. Jackson**, who has been on the Board since 1997; served on the Academic, Research, and Student Affairs; Buildings and Grounds; and the Finance and Budget Committees and has served as the Chair of the Finance and Budget Committee for the past 10 years.
- **Dr. Bernard Paiewonsky**, who has been on the Board since 1996; served on the Development and Planning Committees and has served 6 years as Chair of the Development Committee and 6 years as Chair of the Planning Committee.
- **Dr. Auguste E. Rimpel, Jr.**, who has been on the Board since 1993; served as Chair of the Board since 1997 and as ex-officio, served on each of the standing committees of the Board.
- **Hon. Audrey L. Thomas**, who has been on the Board since 2004, served on Academic, Research, and Student Affairs Committee and Committee on Trustees; Served as Chair of the ARSA Committee for 2 years.
- **Ms. Juanita M. Woods**, who has been on the Board since 2003, served on the Academic, Research, and Student Affairs Committee; Development Committee; and Planning Committee; currently serving as Chair of the ARSA Committee.

The Chair thanked members for their service and contributions to the University and further indicated that he looked forward to their continued support of the University.

## **APPROVAL OF THE MINUTES**

A motion by Trustee Wesley Williams which was seconded by Trustee Henry Smock was made to approve the Minutes of June 13, 2009. The vote on the motion was unanimous by all members present.

## **APPROVAL OF CONSENT AGENDA**

A motion by Trustee Wesley Williams which was seconded by Trustee Henry Smock was made to approve the Consent Agenda. The vote on the approval was unanimous by all members present.

## **PRESIDENT'S REPORT**

President David Hall stated that it was an honor for him to present his first report to the Board of Trustees. He added that while the written report that Board members received followed the

[Minutes recorded by Gail Steele, Board Liaison](#)  
[Approved by the Board of Trustees – March 13, 2010](#)

format that was previously used in the past, he was open to receiving feedback in regards to the format of the report and its future presentations to the board.

President Hall thanked members of the Board and the University community for making his transition into being the fifth president of the university a smooth and welcoming one.

He reported that he has found an institution that was working hard and making important strides in the areas of Educational Excellence, Institutional Improvement, Financial Sustainability and Community Engagement and indicated that those were some of the themes throughout the written report.

He stated that the written report also highlighted in detail the many accomplishments and hard work of faculty, staff, and students during the reporting period. Dr. Hall noted the presence at the meeting of Mr. Peter Sauer, UVI Athletic Director, who was selected by the National Association of Collegiate Directors of Athletics (NACDA) as the Athletic Director of the Year at the organization's 44<sup>th</sup> Annual Convention.

President Hall also indicated that he had the opportunity to view a student poster session based on research by the students in two divisions -- Science and Mathematics and Humanities and Social Sciences. He stated that the types of research that students were engaged in was impressive and rivaled that of many other institutions abroad. Board members were given the opportunity during the lunch break of the meeting to view the students' presentation on their research.

President Hall gave a brief update on initiatives that have been started and were in progress during the first three months in his role as President.

He indicated that he has developed a Management Value Structure throughout the institution based on feedback received from the University community during his transition visits. He added that the structure would attempt to build more accountability throughout the institution based on values that would make the institution a better university. Another major effort that has been put forward over the past three months was the implementation of the Shared Governance initiative in addition to the development of a new budget process that would be more inclusive and transparent.

Dr. Hall highlighted key institutional initiatives, which included the formation of a Retention Task Force, the improvement of the University's performance on several levels which included clarifying the definition of an enrolled students, improving UVI's standing with the U.S. Department of Education, and partnering with local school districts to improve K-12 curriculum.

President Hall concluded his report by noting the loss of UVI Faculty member, Dr. Meri Whitaker and also asked members of the university community to keep freshman student, Quinn Claxton, in their prayers. Mr. Claxton suffered a severe head injury in an on campus accident and remains in critical condition in a hospital in Puerto Rico.

After the President's update, the Chair allowed members to ask questions of President Hall relative to the report.

Trustee Smock congratulated the President on the formation of the Task Force on Improving Education Quality in the USVI and sought clarification of the University's role in this. President Hall responded that he thought that a part of the responsibility of the University was to look

internally and see how it could improve as an institution. To that end, he has asked the Task Force to work with UVI's Division of Education under the leadership of Acting Dean of Education, Dr. Ronald Harrigan, to look at how the university could improve operations so that it could produce higher quality educators. Further, he has stated that the Task Force is charged with identifying areas where the university could collaborate with the K-12 system.

President Hall indicated that he has met with Commissioner Terry as well as St. Thomas-St. John and St. Croix Superintendents of Schools and discussed areas that could be addressed, which included curriculum alignment; Bridge Programs, outreach programs with junior high and high school students and dual programs.

Chairman Moorhead thanked President Hall for his report.

## **CHAIRMAN'S COMMENTS**

Chairman Moorhead noted the excused absences of Trustee Roy D. Jackson and Trustee Dr. La Verne Terry who were both off island and could not attend the meeting. He also noted that, when he introduced the new members to the Board, he neglected to introduce Dr. David Hall, as a new trustee by virtue of his position of President of the University.

He noted the distribution of three books to members of the Board:

- Robert's Rules in Plain English;
- Effective Governing Boards, A Guide for Members of Governing Boards of Independent Colleges and Universities, by AGB Press, which was recommended to trustees by the moderator of the Board's Retreat in August; and
- The Caribbean Writer.

Chairman Moorhead stated that later in the meeting the Board would be considering the President's Goals. He noted that although the president's goals would be discussed and considered in Executive Session, when they were approved they would become public. He further noted that the goals were ambitious but only covered a portion of what needed to be done to achieve the president's ultimate goal of UVI becoming a great university. He further stated that the president would become successful with the goals only if he has the support of the board as well as the support of the administration, faculty and staff. He recognized that there may be disagreements from time to time but when they arise, he asked that board members consider whether the task would take us to a great university and whether it would keep students first; that should be the guiding principles with everything that members consider moving forward.

## **COMMITTEE REPORTS**

**Academic, Research, and Student Affairs.....Juanita M. Woods**

### UVI Senate Bylaws

Trustee Woods reminded members that on January 31, 2009, the Board of Trustees approved the UVI Shared Governance Framework, which in effect called for the establishment of the UVI Senate and the bylaws to govern such a body. The bylaws were approved by the UVI Senate

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

and submitted to the ARSA Committee for review and submission of a recommendation to the Board.

Trustee Woods pointed out that during the discussion by the committee, a concern was raised about the opportunity to amend or modify the bylaws if it was determined that the relationship between the UVI Senate and the constituent groups was not working. She noted that there were provisions in the draft bylaws for review and amendments after the bylaws have been in effect for one year.

Trustee Woods stated that the ARSA Committee voted unanimously to approve the UVI Senate bylaws and was forwarding them to the full Board for consideration and action.

A motion by Trustee Jennifer Nugent-Hill seconded by Trustee Wesley Williams was made to approve the UVI Senate Bylaws.

Discussion: Trustee Woods noted the following amendments that were proposed by the Board Chair at the initial presentation of the Bylaws to the Executive Committee. However, she apologized to the ARSA Committee members for not presenting them at their meeting. The proposed amendments below were outlined:

There appears to be some inconsistency in the authority/responsibility for preparation of the agenda for meetings of the Senate between **Form of Submission** on page 3, and **Senate Agenda Review Committee** which begins on the bottom of page 4. The former, as well as the duties of the Senate Chair (part ii), indicates the authority lies with the Senate Chairperson. The latter indicates it lies with the Senate Agenda Review Committee. The following amendments were being proposed for clarity:

- **Page 3:** Amend the last sentence under **Form of Submission** to read, “The Senate Chairperson shall prepare the final agenda in collaboration with the Agenda Review Committee.”
- **Page 5:** Amend (ii) under **Duties of the Senate Chair** to read, “Determine, in collaboration with the President and the Agenda Review Committee, the agenda for all meetings of the Senate.
- **Page 5:** Amend the second sentence under **Senate Agenda Review Committee** to read, “The Senate Agenda Review Committee shall be comprised of ...”
- **Page 6:** Amend (v) under **Duties of the Senate Secretary** on page 6 to read, “Prepare the correspondences of the Senate in collaboration with and on behalf of the Senate Chair.”

After the amendments were presented, there was a motion by Trustee Woods which was seconded by Trustee Audrey Thomas to approve the UVI Senate Bylaws with the proposed amendments. The vote on the motion was unanimous by all members present. The UVI Senate Bylaws were approved.

*The resolution and Bylaws are appended to the Minutes.*

**Ad Hoc Hotel Committee.....Attorney Henry C. Smock**

Hotel Project Update

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

Attorney Smock reported that the Ad Hoc Hotel Committee received a presentation regarding the feasibility of the university starting a hotel on the property owned by the University, Brewers Bay. The committee met and received an update from the University's consultant and advisor on the project, Mr. Napoleon Nelson. Mr. Nelson gave a brief update on the current hotel industry trends and the financial markets. Committee members reviewed and discussed the presentation made by Mr. Nelson. Committee members also discussed whether the Committee should be dissolved or placed on hold until economic conditions were more favorable to pursue the project.

After the discussions, the Committee voted to recommend to the Board the following:

- That a letter be sent to GlobeVest after the October 31, 2009 Board Meeting thanking them for their interest and informing them of the action taken by the Board relative to the hotel project; and
- That the Ad Hoc Hotel Committee be dissolved and the President be directed to suspend work on the project until he determines that economic conditions are favorable to pursue the project, at which time he shall notify the Board of that determination.

A resolution to suspend work on the development of the Hotel project was presented. A motion by Trustee Williams, which was seconded by Trustee Nugent-Hill was made to approve the resolution. The vote on the resolution was unanimous by all members present.

*The resolution is appended to the Minutes.*

**Committee on Trustees.....Jennifer Nugent-Hill**

Proposed Nominating Process

Committee Chair Trustee Nugent-Hill reported that the committee was recommending the adoption of a nominating process that would establish a transparent and efficient procedure for creating a slate of candidates for the Chair and Vice-Chair positions of the Board of Trustees.

A motion was made by Trustee Juanita Woods which was seconded by Trustee Smock to approve the proposed nominating process. The motion was approved unanimously by all members present.

*The approved nominating process is appended to the Minutes.*

**Executive Committee..... Alexander Moorhead**

Ratification of an amendment to the budget for the renovation and upgrading of the President's Residence & Guest House, which amendment was recommended by the Committee on Finance & Budget.

Chairman Moorhead reported that the Board had previously approved a budget for the renovation and upgrading of the President's residence and Guest House at the June 2009 Board of Trustees meeting. An amendment to increase that budget was recommended by the Committee on Finance & Budget at its meeting on Thursday, September 24, 2009.

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

The Executive Committee approved the amendment to the budget and was forwarding the amendment to the full Board for ratification.

A motion was made by Trustee Donald Sussman which was seconded by Trustee Williams to ratify the action of the Executive Committee. The vote was as follows:

Trustee voting in favor: Moorhead, Smock, Williams, Thomas, Thraen, Sussman, Nugent-Hill, Woods, Todman, Callwood, Rogers, Hendricks and Paiewonsky. Trustee Abstaining: President Hall. The vote was in favor. The resolution was approved.

*The resolution is appended to the Minutes.*

#### Date of the Inauguration of Dr. David Hall

Chairman Moorhead reported that, based on a report received from President Hall regarding information provided as it related to previous presidential inaugurations held at the institution, coupled with availability of use of the Reichhold Center for the Arts, the date for the Inauguration, which he proposed to the Executive Committee was Saturday, March 6, 2010. Executive Committee members agreed to the date for the inauguration as **Saturday, March 6, 2010**. The Executive Committee was forwarding to the full board the date of the inauguration for ratification of the Committee's action.

A motion was made by Trustee Williams which was seconded by Trustee Thraen that the Board ratify the action of the Executive Committee. The vote was unanimous by all members present.

#### **Planning Committee ..... Dr. Bernard Paiewonsky**

At the invitation of Committee Chair, Dr. Paiewonsky, Trustee Woods gave the report of the Planning Committee.

#### Consideration of a change in language to the Description of Measure/Accomplishment 2.E.1 in VISION 2012

Trustee Woods reported that during the monitoring of VISION 2012 progress and accomplishments at its May 5, 2009 meeting, the Planning Committee discussed a discrepancy/ambiguity between the Description of Measure 2.E.1 and the corresponding progress/measure of accomplishment. A request was made for the Administration to present a revised description/measure of accomplishment to clarify its intent so that accomplishments were aligned with the description. As presently written, 2.E.1 implied that the Office of Public Relations would be responsible for achieving national recognition for at least two publicity events. However, several accomplishments listed and discussed during the May 5<sup>th</sup> meeting were unrelated to, were not achieved by, or did not go through Public Relations.

The proposed change was in support of 2E of VISION 2012 which states: *Continuously promote the image and reputation of the University by enhancing the external communications system.*

**Present Wording:** Achieve national recognition for at least two publicity events each year through the Public Relations Office.

**Proposed Wording:** Achieve national recognition for at least two publicity events each year that are collaboratively conceived by University components, divisions or areas. The Public Relations Office shall provide input and support for events that have the potential to increase the University's name recognition and market profile.

After her presentation, Trustee Woods made a motion which was seconded by Trustee Sussman to approve the language change to the 2.E.1 Description of Measure/Accomplishment in VISION 2012. The vote on the motion was unanimous by all members present.

#### Consideration of Approval of the VISION 2012 Close-out Report for 2007-2008

Trustee Woods reported that during previous meetings, the Planning Committee reviewed and recommended changes to the Close-out Report, for clarity purposes. A list of approved final edits was presented and incorporated into the final report. The VISION 2012 Close-out Report for 2007-2008 was unanimously approved by the Planning Committee and was presented to the full Board for approval.

A motion was made by Trustee Woods which was seconded by Trustee Nugent-Hill to approve the VISION 2012 Close-out Report for 2007-2008. The vote on the motion was unanimous by all members present.

#### Consideration of posting on the University's website, policies and actions taken at Board meetings

Trustee Woods reported that on several occasions, the Planning Committee had discussed the suggestion of having policies and actions approved by the Board posted on UVI's website in order to enhance transparency and accountability, and to improve communications among all university stakeholders. The Planning Committee unanimously approved the motion recommending that "policies approved and actions taken at Board meetings be posted on the University of the Virgin Islands' website" and was forwarding the recommendation to the full Board for approval.

A motion was made by Trustee Woods which was seconded by Trustee Thomas to approve posting on the University's website, policies and actions taken at Board meetings. The vote on the motion was unanimous by all members present.

#### Key Performance Indicators – Fall 2009

At the invitation of the Chair, Dr. Mary Ann La Fleur presented an abbreviated version of the Key Performance Indicators. Highlights from the presentation included the examination of the current state of the University with particular attention placed on fall 2009 student enrollment, student profiles and characteristics, faculty and staff profiles, and development activities. It was reported that student headcount enrollment increased to 2,602 with the percentage of males



growing from 23% to 27%. The retention rate for first time, full time freshmen increased to 75%. Dr. La Fleur also reported that more faculty were being hired with terminal degrees and high retention of staff had maintained stability in the University. She also reported that the annual fund raising goal had been exceeded.

## **OTHER BUSINESS**

### **Presentation on Research and Technology Park Board .....David Zumwalt**

Mr. David Zumwalt and Mr. Malcolm Kirwan made a presentation on the Research and Technology Park. The purpose of its establishment, the genesis of UVI's association with the Park, and the Park's development to date were outlined in the detailed presentation.

After the presentation, there was a brief discussion. A member of the Board expressed concern with the RTPark's association with the university and questioned if it was beneficial to the university. Mr. Kirwan reassured the Board that the RTPark could become a funding source for the university. Chairman Moorhead pointed out that the RTPark does not receive any funding from the University.

### **Presentation on Institutional Advancement Strategies.....Dr. David Hall**

President Hall reported that he had previously discussed with the members of the Development Committee efforts to identify donors who support the University. He also conveyed his desire to continually share, with the Development Committee and the Board, his perspectives on the direction fundraising should take at the University. In that effort, he outlined his priorities going forward relative to Institutional Advancement.

Immediate Priorities:

- Secure a permanent Vice President for Institutional Advancement
- Have the incoming Vice President conduct a Capital Campaign assessment

President Hall reported that he participated in a planning session with the Institutional Advancement staff which resulted in the identification of key areas of opportunity for the component. The planning session initially generated several ideas which were consolidated into ten conceptual priorities. President Hall highlighted the areas that will be reviewed with Dr. Henry Smith, Interim VP for Institutional Advancement.

Conceptual Priorities of Planning Session with Institutional Advancement:

*(not in order of priority)*

1. Increase Alumni Giving;
2. Reactivate Alumni Chapters;
3. Better utilize Reichhold performers to be ambassadors for UVI;
4. Conduct an assessment of UVI's economic impact in the Territory;
5. Identify additional major donors;
6. Cultivate donors in University spaces (President's Guest House, Reichhold Center, etc.)
7. Develop a strategy to engage the cruise industry;
8. Get alumni involved in the recruitment process for prospective students;
9. Increase promotional opportunities within the community via PBS/NPR; and
10. Evaluate University branding initiatives

After the President's presentation, Trustee Wesley Williams, Chair of the Development Committee, thanked President Hall for bringing forward the issues to the full Board and indicated that the Development Committee was poised to assist the president in his efforts.

There was a motion by Trustee Nugent-Hill which was seconded by Trustee Smock to recess the meeting until 12:45pm. The vote on the motion was unanimous. The meeting recessed at 12:00pm.

The meeting resumed at 1:00pm. Chairman Moorhead requested a motion to go into Executive Session to discuss the following:

- Review and approval of tenure-in-waiting candidates
- Review and approval of Special Tenure candidates
- Review and approval of Presidential Goals 2009-2010
- Review and approval of Board Goals 2009-2010
- Ratification of the Executive Committee's approval of expenses attributed to hiring of new president
- Ratification of Sabbatical Plan of Dr. Ragster
- Update from Legal Counsel
- Discussion of Personnel issues with the President

## **EXECUTIVE SESSION**

A motion was made by Trustee Sussman and was seconded by Trustee Thraen to go into Executive Session. The vote on the motion was unanimous by all members present. The Executive Session convened at 1:10pm.

Upon Return from the Executive Session at 2:00pm, the Chair reported the following:

- The Board approved the following candidates for tenure:
  1. Janzie Allmacher, Assistant Professor of Nursing
  2. Aletha Baumann, Assistant Professor of Psychology
  3. Marc Boumedine, Associate Professor of Computer Science
  4. Gary Cox, Assistant Professor of Marketing
  5. Rosalie Dance, Associate Professor of Mathematics
  6. Violeta Donovan, Assistant Professor of Spanish
  7. David Gould, Associate Professor of English
  8. Stanley Latesky, Associate Professor of Chemistry
  9. Robert Nicholls, Associate Professor of History
  10. Michelle Peterson, Assistant Professor of Biology
  11. Stephen Ratchford, Associate Professor of Marine Biology
  12. Sandra Romano, Assistant Professor of Marine Biology
  13. Alice Stanford, Associate Professor of Biology

The vote on the approval of tenure for the above mentioned faculty was unanimous by all members present.

- The Board approved the following candidates for Special Tenure:
  1. Dr. Douglas Larche

## 2. Dr. Joseph Gaskin

The vote on the approval of the candidates was unanimous by all members present.

- The Board approved the Presidential Goals for 2009-2010 and Board Goals 2009-2010. The vote on the approval of the Presidential Goals and Board Goals was unanimous by all members present.

- The Board ratified the approval of expenses attributed to the hiring of the President.

The vote was one abstention, by President Hall, and all other members present voting in favor.

- The Board ratified the sabbatical plan submitted by Dr. Ragster
- The Board received an update from Legal Counsel
- There was a discussion with the President regarding personnel matters

Trustees Thomas, Woods and Paiewonsky, acknowledging that it may their last meeting, thanked the members of the Board.

### **DATE AND PLACE OF NEXT MEETING**

The next Meeting of the Board will be **Saturday, March 13, 2010** on the St. Thomas Campus. Other dates for upcoming meetings include:

- **Saturday, June 12, 2010** St. Croix Campus
- **Saturday, October 30, 2010** St. Thomas Campus

### **ADJOURNMENT**

Having no other business, a motion by Trustee Sussman which was seconded by Trustee Thraen was made to adjourn the meeting. The vote was unanimous. The meeting adjourned at 2:13pm.

UNIVERSITY OF THE VIRGIN ISLANDS  
BOARD OF TRUSTEES RESOLUTION

---

Purpose: To approve the UVI Senate Bylaws

---

WHEREAS, VISION 2012 upholds shared governance and collegiality as core values of the University of the Virgin Islands (“the University”); and

WHEREAS, the Middle States Commission on Higher Education recommended that the University improves its adherence to Standards 4 and 5 of the Commission of Higher Education; and

WHEREAS, on January 31, 2009, the Board of Trustees of the University approved the UVI Shared Governance Framework, which required the establishment of the UVI Senate and bylaws to govern such a body; and

WHEREAS, the UVI Senate was established, and on May 14, 2009, the UVI Senate adopted the UVI Senate Bylaws, which provides the structure for the effective and efficient operation of the Senate; and

WHEREAS, the President of the University submitted the UVI Senate Bylaws to the Board of Trustees and recommended approval of the document; and

WHEREAS, on September 30, 2009 the Academic, Research and Student Affairs Committee of the Board of Trustees recommended to the Board that the UVI Senate Bylaws be approved;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY THAT:**

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

1. The UVI Senate Bylaws are hereby approved.
2. The President of the University is authorized to take such action as is necessary to implement this resolution.

#### CERTIFICATION

The undersigned hereby certify that the foregoing is a true and exact copy of a resolution of the Board of Trustees of the University of the Virgin Islands and adopted at its meeting on Saturday, October 31, 2009, as recorded in the Minutes of that meeting.

\_\_\_\_\_  
Secretary of the Board

\_\_\_\_\_  
Date

---

### **Resolution of the Board of Trustees of the University of the Virgin Islands to Suspend Work on the Development of the Hotel Project**

---

WHEREAS, the Board of Trustees of the University of the Virgin Islands (the University) established the Ad Hoc Hotel (AHH) Committee for the purpose of overseeing the process for selecting and recommending to the Board of Trustees a developer for the Hotel Project, on University-owned property at Estate Adelphi on the St. Thomas Campus, on such terms and conditions as the AHH Committee deemed appropriate; and

WHEREAS, the University issued a Request for Expressions of Interest (REI) for proposals to develop the Hotel Project; and

WHEREAS, three entities responded to the REI; and

WHEREAS, the AHH Committee found that two of the three entities did not meet the criteria of experience and financial strength established by the Committee; and

WHEREAS, the AHH Committee found that GlobeVest Foundation was the only entity which met the criteria; and

WHEREAS, the current state of the financial markets, particularly for hotel development, would result in few proposals for development of the Hotel Project; and

WHEREAS, it is the recommendation of the AHH Committee that the Hotel Project be suspended until such time as market conditions and the economy improve; and

WEREAS, it is further the recommendation of the AHH Committee that the qualified REI respondent be notified of the suspension of the project due to the depressed state of the financial markets; and

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY:

- Section 1. That the Hotel Project is hereby suspended until the financial market and the economy improve, and the AHH Committee is hereby disbanded.
- Section 2. That the President is authorized and directed to suspend work on the Project until such time as he determines that condition of financial markets and economy have improved sufficiently to pursue development of the Project, at which time he shall notify the Board of that determination. He is further directed to notify the REI respondents of the suspension of the Project.
- Section 3. That this resolution shall be in full force and effect from and after its adoption.

### **CERTIFICATION**

The Undersigned hereby certify that the foregoing is a true and exact copy of a resolution approved by the Board of Trustees of the University of the Virgin Islands at a meeting on October 31, 2009 as recorded in the minutes of that meeting.

---

\_\_\_\_\_  
Secretary of the Board

\_\_\_\_\_  
Date

### **Nomination Process for Chair and Vice Chair – Approved October 31, 2009**

The Committee on Trustees has proposed the development of a more formal and transparent nominating **process** for the annual election of the Chair and Vice Chair of the UVI Board of Trustees. The Committee has established that the AGB best practice is to have the Committee on Trustees serve as a nominating committee, rather than establish a separate committee for this function.

The Committee on Trustees proposes the following nomination **procedure** to determine candidates for the positions of Chair and Vice Chair of the Board of Trustees. This procedure is derived from our current **practice** but is much more formalized and should also ensure that the nomination process remains transparent.

The following steps should be taken.

1. The Committee on Trustees will meet annually by the end of May for the purpose of developing nominations for the positions of Chair and Vice Chair of the Board of Trustees (“the Board”). This meeting will be set by the Chair of the Committee on Trustees.
2. Nominations from the Trustees for the positions of Chair and Vice Chair of the Board must be submitted in writing – either by email or hardcopy - to the Chair of

the Committee on Trustees, or the Chair's designee, no later than the 30th of April at 5:00 p.m. No nominations will be accepted by the Committee on Trustees after that time.

3. Any member of the Board of Trustees, who serves on the Committee on Trustees, should inform the Committee Chair in writing of his or her interest to be considered as a candidate for nomination. This includes the incumbent Chair and Vice Chair. The declaration of interest by a member of the Committee on Trustees in either of these positions will bar that Committee member from participating in the annual nomination meeting of the Committee.
4. The Committee Chair will develop a list of the written nominations that were received and share that list with the Committee on Trustees at least 10 days prior to the scheduled meeting.
5. At the annual meeting for nominations, the members of the Committee on Trustees who are not candidates for Chair or Vice Chair will meet and, based on nominations received, develop a slate of candidates that the Committee will vote on for submission to the Board for the annual meeting of the Board, which is normally held in June.

**Resolution of the Board of Trustees of the University of the Virgin Islands  
Approving an Increase of \$12,000 in the Budget for  
Renovations and Improvements to Faculty West 10**

---

WHEREAS, the University of the Virgin Islands ("the University") provides housing on campus for the President of the University and his/her family; and

WHEREAS, it was determined that, the housing unit designated for this purpose was inadequate to meet the needs of the President; and

WHEREAS, it was further determined that in lieu of incurring the cost of expanding the President's Residence, and at the same time to provide an alternate location to hold functions for the benefit of the University, Faculty West 10, which house was vacant, could be renovated for use to supplement the President's Residence; and

WHEREAS, the University determined that the amount needed to cover the renovations and improvements to the two houses was \$208,500; and

WHEREAS, at the June 13, 2009 meeting, the University Board of Trustees approved a budget of \$208,500 for the renovations and improvements to those two houses; and

WHEREAS, after this budget was approved, it came to the attention of the Chair of the Board of Trustees that there is no air conditioning in Faculty West 10; and

WHEREAS, upon the substantial completion of the scope of work for the two houses - below budget, it was determined that the remaining funds budgeted for this project, and an additional sum of \$12,000, would cover the cost of installing air conditioning in Faculty West 10; and

WHEREAS, on September 24, 2009, the Finance and Budget Committee of the University's Board of Trustees approved a recommendation to the University's Board of Trustees that the budget for the renovation and improvement of the President's Residence and Faculty West 10 be increased by \$12,000 to fund the installation of air conditioning in Faculty West 10; and

WHEREAS, during a meeting which began October 21, 2009, and continued on October 26, 2009, the Executive Committee of the Board of Trustees approved the recommendation of the Finance Committee that the budget for the renovation and improvement of the President's Residence and Faculty West 10 be increased by \$12,000 to fund the installation of air conditioning in Faculty West 10.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY:

Section 1. The action of the Executive Committee of the Board of Trustees of the University of the Virgin Islands approving an increase in the budget for this project by \$12,000 in order to include the installation of air conditioning in Faculty West 10 and authorizing the President and Vice-President for Administration and Finance Affairs to take such action as is necessary to complete this project, including the installation of air conditioning in Faculty West 10, is hereby ratified by the Board of Trustees.

Section 2. That this resolution shall be in full force and effect from and after its adoption.

**CERTIFICATION**

The undersigned does hereby certify that the foregoing is a true and exact copy of a resolution approved by the Board of Trustees of the University of the Virgin Islands at a meeting on October 31, 2009 as recorded in the minutes of that meeting.

---

\_\_\_\_\_  
Secretary of the Board

\_\_\_\_\_  
Date



## **University of the Virgin Islands Senate By-Laws**

### **INTRODUCTION**

It shall be the policy of the University of the Virgin Islands community to establish procedures to ensure UVI students, faculty, and staff have the right to participate effectively in University governance. By establishing the UVI Senate, the University provides a forum through which students, faculty, and staff make policy recommendations to the University President.

The sole purpose of these By-Laws is to implement the concept of shared governance enacted by the Board of Trustees. These By-Laws shall not be construed in any manner to alter the fundamental relationship between the Board and employees, students or other groups. The Board of Trustees retains all powers implied or granted by law. The members of the Board of Trustees, as appointed officials, recognize their accountability to the Virgin Islands community and the University, and their responsibility under law to make policy decisions affecting the University.

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

Further, these By-Laws shall not be construed in any manner to alter the functions of the faculty association, the staff council, or the student government association(s) inherent in their governing legislation or roles as advocacy groups for their respective constituencies; nor in any way detract from any stated function that the appropriate legislation requires of stakeholder groups.

**Status of Senate:** The University of the Virgin Islands Senate (hereinafter referred to as “UVI Senate” or “University Senate”) shall only have the powers and duties set forth in these By-Laws or applicable law and regulations.

**Review of By-Laws:** After these By-Laws have been in effect for one year, the University Senate shall review the By-Laws and consult collegially with stakeholders, at which time the By-Laws may be amended in accordance with the Amendment Provision herein.

## **PURPOSE**

The purpose of the UVI Senate shall be to receive and review University policy recommendations from any and all University groups, obtain constituent opinions, advise the President as to policy recommendations, provide a venue for University-wide initiatives and provide a means of communication within the University community. The UVI Senate is the forum in which all proposed broad-based University policy and procedural changes are discussed collegially before they are acted on or implemented by the University President. The UVI Senate is further charged with the responsibility of recommending amendments to the President regarding the UVI shared governance model, as appropriate, through consultation with the Faculty Association, Staff Council, and Student Government Association(s). The UVI Senate shall adhere to the UVI Shared Governance Model and later documents approved by the Board of Trustees.

The UVI Senate is expected to play a pivotal role in providing input to the institution’s decision-making process. The primary functions of the UVI Senate shall be governed by, and subject to the limitations imposed by federal laws, territorial laws, and mandates from the University of the Virgin Islands Board of Trustees. The UVI Senate shall provide broad based advice to the President and Cabinet on a broad range of issues including budgets, educational programs and standards, personnel policies, University community issues, strategic plans, facilities management and operation, and policies respecting faculty, staff and student as appropriate. This broad charge brings virtually all campus policy matters within the purview of the UVI Senate, except those areas of responsibility delineated by the approved by-laws of the respective stakeholder group. Acting as an advisor to the President, the UVI Senate may pass recommendations on a wide range of issues. The faculty association, staff council, and student government association shall at all times maintain their role as advocates for their respective constituencies as stated in the applicable legislation, bylaws, or policy manual and shall execute all functions as outlined in the applicable legislation, bylaws, or policy manual.

## **MEMBERSHIP**

Minutes recorded by Gail Steele, Board Liaison  
Approved by the Board of Trustees – March 13, 2010

The membership of the UVI Senate shall include twelve (12) representatives from the following three UVI constituent groups (i.e., faculty, staff, and students): four (4) faculty representatives (elected by the Faculty Association), four (4) staff representatives (elected by the Staff Council), four (4) student representatives (elected by the Student Government Association(s)), and the UVI Cabinet. The President and Cabinet shall serve as ex-officio, non-voting members of the Senate. A constituency group may replace its representatives at any time during the year; however the replacement must be appointed to serve out the remainder of the annual term.

## MEETINGS

**Conduct of Meetings:** The UVI Senate shall elect a Chairperson, a Vice Chairperson, and a Secretary from among the Senate membership. ***“Senators shall serve two year terms of office. Senators will serve no more than two consecutive terms in office and may be re-elected to the Senate after at least one term NOT in the Senate. The constituent groups (faculty, Students, Staff) will elect two new senators every year on a rotating basis. The Constituent groups will be responsible for electing a new senator in the event of a vacancy for any reason.”***

The Chair of the Senate shall serve no more than two (2) consecutive terms in the capacity of Chair. The Senate shall use Robert's Rules of Order to govern proceedings and the conduct of meetings. A quorum must be present to hold a meeting. A quorum is defined as fifty percent plus one (7) of the voting members. The preferred method of decision-making is consensus. When actions require a vote, all decisions of the UVI Senate shall require a majority of those present and voting ***and requires a minimum of 5 positive votes***. Proxy votes shall not be accepted.

**Type of Meetings:** All meetings of the UVI Senate shall be open to all stakeholders. There shall be no executive sessions. The proceedings of the UVI Senate are a matter of University record and disclosure of the proceedings is subject to federal, territorial and Board of Trustees policies.

**Scheduling of Meetings:** The UVI Senate shall meet monthly. The full meeting times must be announced at the beginning of each academic year. All meetings shall be open to all stakeholders. Except for unpredictable events, the UVI Senate shall hold a minimum of four (4) meetings during the regular academic year. Emergency meetings may be called by the University President, UVI Senate Chairperson or by a written Emergency Meeting Request signed by seven (7) UVI Senate members.

Agenda packets (including the Minutes from the prior UVI Senate Meeting) for the UVI Senate shall be distributed (by hardcopy and email) by the Senate Secretary at least five (5) days in advance of regularly, scheduled meetings to all Senate members, as well as copies to chairs of the Faculty Association and the Staff Council, and the president(s) of the Student Government Association(s). A copy shall be posted on University bulletin boards and posted electronically to ensure accessibility to the UVI community at large.

## **SUBMISSION OF AGENDA ITEMS**

**Form of Submission:** UVI Senate agenda items shall be submitted in writing to the Senate Chairperson at least one week prior to the preparation of the agenda. Items may be submitted by UVI Senate members or any individual or group within the University campus community. A consensus model shall be used to determine which items are placed on the agenda. The Senate Chairperson shall prepare the final agenda in collaboration with the Agenda Review Committee.

**Review of Submission:** The Agenda Review Committee shall review all agenda items and determine if they are within the scope of the UVI Senate, or if an item should be referred to a constituent group for further work before being submitted to the UVI Senate. If the item is not to be included on the Senate agenda, or referred for further work, the UVI Senate Chairperson shall return the request to the originator with the reason for not including the item. The decision may be appealed by the originator to the UVI Senate. In accordance with Robert's Rules of Order, the UVI Senate may modify the agenda at the opening of a meeting.

## **ACTION ITEMS**

Items brought to the UVI Senate for consideration may be presented by the originator (not necessarily a UVI Senate member). After review of any substantiating materials and discussion, the UVI Senate shall take action in one of the following ways:

1. To concur by consensus or majority vote with an item and recommend it to the University President.
2. To modify a recommendation and forward the item to the University President by consensus or majority opinion. Written minority opinions may be submitted at the same time.
3. To refer an item to a constituent group or committee for further work or consideration. In this case the UVI Senate does not forward the item to the President and remains mute on the item.
4. To use other parliamentary motions in Robert's Rules of Order such as to table or postpone an item.

Items recommended for forwarding to the University President shall be brought to the UVI Senate in written form. Decisions reached by the UVI Senate are by consensus or majority opinion. Members who wish may write a minority report.

The President shall accept, reject or make alternative recommendations to those of the UVI Senate, or make recommendations to the UVI Senate in the absence of any recommendation from the UVI Senate. Within ten (10) working days of receipt of written recommendations from the UVI Senate, the University President shall communicate with the Senate his/her decision in writing. If the President's decision is affirmative, the recommendation becomes University policy, unless required for further approval by the Board of Trustees.

If the President does not support the recommendation, the President shall provide a written justification to the UVI Senate within the ten (10) working day time limit. Those items not accepted by the University President shall be on the next UVI Senate agenda for the UVI Senate's consideration of the President's written justification or alternate proposal. The Senate may consider making a new recommendation to the University President. ***In all instances, the University President retains the right and duty to make final decisions on items after UVI Senate consideration.***

## **UVI COMMITTEES**

The Senate shall set the guidelines under which University-wide/global policy committees shall be formed. Specific stakeholder group committees shall be formed in accordance with the By-Laws of the relevant stakeholder group. Committees shall be formed by the appropriate component as per stakeholder group and/or UVI Senate guidelines for such committee(s).

## **SENATE AGENDA REVIEW COMMITTEE**

The Senate Agenda Review Committee shall establish the agenda for Senate meetings and perform any assignment designated by the UVI Senate. The Senate Agenda Review Committee shall be comprised of the Senate Chairperson, Vice Chairperson, Senate Secretary and one additional Senator, elected by the Senate. The ex-officio, non-voting members of the Senate Agenda Review Committee shall be the UVI President, Provost, and one additional Cabinet member, elected by the Cabinet.

## **RIGHTS AND RESPONSIBILITIES OF THE SENATE**

These By-Laws recognize the special relationships mandated by the provisions of Title 17, Chapters 33 and 35 of the Virgin Islands Code, Sections 453 and 492, establishing the Board of Trustees, and the Shared Governance Framework approved by the Board of Trustees, Cabinet, faculty, staff, and students. These By-Laws do not detract from the rights and responsibilities of the Faculty Association, Staff Council, or Student Government Association(s) to address the President or the Board of Trustees directly on items within their scope.

1. In policy matters of academic and professional concern, the Administration shall take into account the advice and judgment of the UVI Senate.
2. In general, the UVI Shared Governance Matrix further identifies the role of the UVI Senate in matters related to University-wide approvals, decisions, recommendations, consultations, and information sharing; and, matters which may be outside of the purview of the UVI Senate. *(as of the time of the creation of these by-laws – the Shared Governance Matrix has not yet been adopted by the Board of Trustees)*

3. Items concerning broad-based University policy shall be presented to the UVI Senate to ensure that all constituencies have an opportunity to participate in the formulation and development of those matters through the process of shared governance.

#### **Duties of the Senate Chair**

- a. The duties of the Chair shall include, but not be limited to:
  - i. Preside at all meetings of the Senate and the Agenda Review Committee;
  - ii. Determine, in collaboration with the President and the Agenda Review Committee, the agenda for all meetings of the Senate;
  - iii. Issue calls for special meetings of the Senate.
  - iv. Receive all matters directed to the Senate and to refer these to the Senate or to one of its committees as appropriate;
  - v. Act as the official representative of the Senate; and
  - vi. Uphold the Framework, and By-Laws of the Senate.

#### **Duties of the Senate Vice-Chair**

- a. The duties of the Vice Chair shall include, but not be limited to:
  - i. Preside at meetings of the Senate in the absence of the Chair;
  - ii. Act as Chair of the Senate in the event a vacancy occurs in the office of the Chair of the Senate until another Chair is elected;
  - iii. Represent the Senate when appointed to do so by the Chair of the Senate; and
  - iv. Serve as a member of the Agenda Review Committee

#### **Duties of the Senate Secretary**

- a. The duties of the Secretary shall include, but not limited to:
  - i. Serve as recording officer and custodian of records
  - ii. Keep a register, or roll, of the Senate members and call the roll when required
  - iii. Notify officers, committees and delegates of their appointment
  - iv. Send out proper notices of all called meetings
  - v. Prepare the correspondences of the Senate in collaboration with and on behalf of the Senate Chair
  - vi. Distribute and/or post minutes, agendas, and all other documents as required by the Senate
  - vii. Serve as a member of the Agenda Review Committee

#### **Duties of the Senator**

All duly elected senators are expected to render responsible and ethical service in carrying out the duties of a UVI Senator, and to administer faithfully the policies and objectives of the University – in general, and those which best fulfill the needs, concerns and interests of the faculty, staff, and students at UVI – in particular. Furthermore, Senators shall strive to enhance the productivity and employment experience of every

UVI faculty, staff, and student through the shared governance process and the collective commitment of the Senate to the mission of the University. Specifically, the duties of a Senator shall include, but not be limited to:

- i. Attend all meetings of the UVI Senate
- ii. Work collegially with fellow senators to come to consensus on issues
- iii. Stay informed on matters related to the Senate and the University
- iv. Seek information and follow up on that information as needed
- v. Participate in discussion during Senate meetings
- vi. Share information with other senators and other colleagues/constituencies, as appropriate

### **MINUTES**

The Office of the President shall provide administrative assistance to the Senate by providing a staff assistant to record the minutes of the UVI Senate meetings. The Senate Secretary shall be responsible for distributing the minutes and notification of meetings, and all other duties as stated in these Bylaws. The Senate Secretary shall also maintain an accurate file of UVI Senate minutes including a record of University policies developed by the UVI Senate and the President. Minutes shall be posted on the UVI website, in UVI Announcements, and on major University bulletin boards in buildings across both campuses.

### **AMENDMENTS**

Amendments to the By-Laws may be proposed by any member of the UVI Senate. In order to be adopted, proposed amendments must:

1. Receive a two-thirds (2/3) majority affirmative vote (8 members) of the UVI Senate.
2. Be reviewed by all three constituent groups of the University and the Cabinet.
3. Approval by the University President
4. Approval by the University Board of Trustees