

**MEETING OF THE BOARD OF TRUSTEES
JUNE 12, 2010**

**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
Mr. Marthious Clavier, Alumni Assoc. Trustee
Dr. David Hall, President
Ms. Winona Hendricks, Board of Education, ex-officio
Mr. Alexander Moorhead, Chair
Mrs. Jennifer Nugent-Hill
Attorney Henry C. Smock, Vice Chair
Hon. Patricia D. Steele
Mrs. Luz Suarez de Highfield
Mr. S. Donald Sussman
Dr. La Verne Terry, Commissioner of Education, ex-officio (*Portion of meeting*)
Mr. Edward E. Thomas
Dr. Yvonne E. L. Thraen
Dr. Patricia Rhymer Todman, Faculty Trustee
Rev. Dr. Wesley S. Williams, Jr. (*Portion of meeting*)
Mr. Sinclair L. Wilkinson

MEMBER ABSENT

Mrs. Carol Fulp

OTHERS PRESENT

Ms. Lily Mae Durante, Acting St. Thomas Campus Executive Administrator
Dr. Judith Edwin, Vice Provost, Access and Enrollment Services
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
Mrs. Nereida Washington, Acting St. Croix Campus Executive Administrator
Attorney Marie ThomasGriffith, UVI Legal Counsel

CALL TO ORDER

A quorum being present, the Chair, Mr. Alex Moorhead, called the meeting to order at 9:07 a.m.

The Chair welcomed to the Board, new trustee, Mr. Marthious Clavier. Mr. Clavier will serve as the Alumni Association Trustee for the period 2010-2013.

APPROVAL OF THE MINUTES

A motion by Trustee Donald Sussman which was seconded by Trustee Wesley S. Williams was made to approve the Minutes of the March 13, 2010 meeting of the Board. The vote on the motion was unanimous by all members present.

APPROVAL OF CONSENT AGENDA

A motion by Trustee Henry C. Smock, which was seconded by Trustee Donald Sussman was made to approve the Consent Agenda. The vote on the motion was unanimous by all members present.

PRESIDENT'S REPORT

President Hall updated the members on several initiatives, to include the following:

- Brothers with a Cause initiative
 - Task Forces on Improving Retention and Graduation Rates and Improving Education Quality in the Territory
 - Update on Annual Giving
 - Commencement Ceremonies
- Post graduate performance of MARC Students

One of the highlights of the President's Report update included the Facilities Assessment Plan. President Hall reported that significant progress had been made and a tentative plan was presented to the members of the Board at the annual board retreat. He reported that at the retreat, board members were presented with the process used for the solicitation of facilities needs, priority ranking for the needs on both campuses, rationale for the facilities, implementation options, and financing strategy. He added that the proposed facilities assessment plan included four buildings; two on the St. Thomas Campus-- a residence hall and a science building and two on the St. Croix Campus-- an academic building and a multi-purpose center.

At the end of the President's update to his written report, he announced the donation of \$1 million dollars from Trustee Donald Sussman toward the construction of the new science building on UVI's St. Thomas campus. President Hall along with the members of the board thanked Trustee Sussman for his generous donation and for his support of the University.

Foundation for the University of the Virgin Islands

President Hall reported that he received a letter from the Chair of the FUVI, Dr. Alfred O. Heath regarding matters that needed the approval of the UVI Board Trustees.

Pursuant to Article II, Section 3, and Article VII, respectively, of the current FUVI bylaws, proposed amendments of the bylaws of the Board of Directors of the Foundation for the University of the Virgin Islands, Inc. (FUVI) and the proposed candidates for election by the Board of Directors of the FUVI were presented for the Board's consideration. President Hall noted that both items being presented had been previously approved by the FUVI Board and were forwarded to the UVI Board of Trustees for the latter Board's approval pursuant to Article II, Section 3, and Article VII respectively of the current bylaws of the FUVI.

Bylaws of the FUVI Board of Directors

Trustee Smock asked for clarification on the proposed amendment relative to Article III Section 2 of the Bylaws. He stated that it appeared to conflict with what was written in Article IV Section 9 relative to what constitutes a quorum for meetings. There was brief discussion on the matter and it was clarified. After the discussions, Trustee Smock made a motion which was seconded by Trustee Edward Thomas relative to Article IV Section 9, to make the minimum number of members to constitute the quorum be five (5). The vote on the motion was unanimous.

Trustee Smock then made a motion which was seconded by Trustee Nugent-Hill to approve the amendments to the FUVI Bylaws. The vote on the approval of the amendments was unanimous.

Slate of Nominees to the FUVI Board of Directors

President Hall reported that there was a need to fill several vacancies on the FUVI Board of Directors. The following slate of names was being recommended to the UVI Board for their review and approval. The names presented were:

- John Harper
- Sharmane Brookes

- Benjamin Waring Partridge IV
- Frederick A. Morton, Jr., Esq.
- David C. Bloom
- Jimmy L. Bethea

There was a motion by Trustee Nugent- Hill which was seconded by Trustee Smock to approve the slate of nominees that was presented by President Hall on behalf of the FUVI Board of Directors. The vote on the slate of nominees was unanimous by all members present.

After the President’s update and other business relative to the Foundation Board, Chairman Moorhead thanked President Hall for his report.

CHAIRMAN’S COMMENTS

Chairman Moorhead reported that the Board had successfully completed a New Trustee Orientation in April for the five new members of the Board. He reported that the Board held its annual Retreat on June 11, 2010 and based on the outcomes from the Retreat was recommending that the Facilities Assessment Plan presented by President Hall be sent for review and approval by the Buildings and Grounds Committee & Finance and Budget Committee and for final approval by the Executive Committee.

The Chair also noted that the Board reviewed its annual goals. Finally, he thanked Trustee Sussman for the generous donation to the university and also noted the assistance he provided with a matching gift challenge, pledging to match first-time donations to the University of \$100 or more, up to a maximum of \$100,000. Trustee Wesley Williams added that the Sussman challenge had thus far resulted in approximately \$97,000 in new donations to the University.

Research and Technology Park Board.....Alexander Moorhead

At the invitation of the Chair, Executive Director of the RTPark, David Zumwalt, gave a brief update report highlighting developments regarding the Park since the last meeting of the Board of Trustees. Highlights from the report included milestones and materials update, RTPark Tenant/ Protected Cell Update as well as other related activities.

COMMITTEE REPORTS

Academic, Research, and Student Affairs (ARSA)..... Dr. Yvonne E. L. Thraen

Honorary Degrees

At the invitation of the Chair of the Committee, President Hall presented the Honorary Degree proposal for review and consideration. The President stated that the proposal was consistent with one of his goals approved by the Board, which was to identify policies that the University could embrace in order to bring it more in line with best practices. He noted that, although the Board of Trustees adopted a resolution in December 1991 to award honorary degrees, the University did not have a policy in place for offering such degrees at commencement. The Board adopted a resolution in March 1992 to award the first honorary degree to Governor Ralph M. Paiewonsky, posthumously.

The President informed board members that one of the reasons universities engage in the practice of offering honorary degrees is to expose students to exceptional individuals whom they should emulate. Secondly, it is a way to create ambassadors for the university. He stated that the proposal was an attempt to embrace a more comprehensive policy. Input on the Honorary Degree proposal was obtained from the various constituent groups through the shared governance process. As developed, the proposal would limit the number of individuals that would be awarded honorary degrees annually so that the process was selective and to ensure that the University was not self-serving. As a result, current staff and current Board members would not be eligible to be nominated for honorary degrees.

There was brief discussion on the limitations and exclusions of certain persons who would qualify particularly local political figures. After the clarifications and discussion, a motion was made by Trustee Jennifer Nugent-Hill which was seconded by Trustee Donald Sussman to approve the policy. The vote on the motion was in favor. Members voting in favor: Trustees Moorhead, Smock, Hall, Nugent-Hill, Thomas, Wilkinson, Williams, Sussman, Steele, Highfield, Hendricks, Terry, Clavier, Todman and Callwood. Member abstaining from the vote: Trustee Thraen.

Audit Committee.....Edward E. Thomas

Approval of Charter for Audit Committee

Trustee Thomas reminded members that the Audit Committee was formed as an initiative of the Board of the Trustees as stated in *Article VI of the Bylaws of the University of the Virgin Islands* and the bylaws specify that the first order of business of the Committee was to create an Audit Committee Charter. At its meeting of April 27, 2010, the Audit Committee met and adopted a draft Charter and submitted the draft to Legal Counsel for review and comments. Trustee Thomas further reported that Legal Counsel reviewed the document and recommended one revision. The Committee met on June 1, 2010 and approved a revised draft of the Audit Committee Charter. The Charter was submitted to the Board of Trustees for review and approval.

A motion was made by Trustee Sussman which was seconded by Trustee Callwood to approve the Audit Committee Charter as presented. The vote on the motion was unanimous by all members present.

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

Board of Trustees Manual

Trustee Nugent-Hill reported that the Committee on Trustees was recommending the adoption of an updated version of the Board of Trustees Manual. She noted that the purpose of the document was to assist Trustees in understanding and carrying out their responsibilities as reflected in the Bylaws and/or in policies, regulations, and procedures adopted by the Board. Trustee Nugent-Hill further noted that manuals, such as the one presented helped governing Boards function more effectively and with greater consistency based on their adopted rules and codes of behavior.

Trustee Nugent-Hill thanked former Trustee Juanita Woods for the assistance provided prior to and after her departure from the Board regarding review and editing of the manual.

Trustee Sussman made a motion which was seconded by Trustee Marthious Clavier to approve the UVI Board Manual as presented. The vote on the motion was unanimous by all members present.

Slate of Nominations for Chair and Vice-Chair of the Board of Trustees

Trustee Nugent-Hill reported that the Committee on Trustees conducted its annual meeting for nominations as outlined in the Nomination Process adopted by the Board of Trustees in November of 2009. Seven nominations were received in writing by April 30, 2010 as required by the process. **Nominees for Chair:** Alexander Moorhead – 6, Henry Smock – 1; **Nominees for Vice Chair** – Henry Smock – 6, Edward Thomas – 1. These candidates are being presented to the Board of Trustees for its deliberation and action.

After Trustee Nugent-Hill’s presentation, Trustee Smock noted for the record that he had no interest in the position of Chair of the Board and was happy to accept the nomination for Vice Chair.

After the presentation, Trustee Nugent-Hill made a motion to close nominations and proceed with the slate of Moorhead for Chair and Smock for Vice Chair. The motion was seconded by Trustee Thraen. The vote on the motion was unanimous by all members present.

A motion was made by Trustee Wesley Williams which was seconded by President Hall to approve the slate of Moorhead for Chair and Smock for Vice Chair for 2010-2011. The vote on the slate was unanimous by all members present. Chairman Moorhead and Vice Chairman Smock thanked the members of the Board for their support.

Executive Committee.....Alexander Moorhead

Evans Center Electrical Rewiring & Upgrade Project

Chairman Moorhead reported that the Melvin Evans Center electrical rewiring and upgrade project included rewiring circuit branches, replacing breaker boxes, installing ground protection on breakers, and installing new electrical panels.

This matter was referred to the Executive Committee by the Building & Grounds Committee on January 14, 2010, but was inadvertently omitted from the agenda of the subsequent meeting of the Executive Committee. The Executive Committee met on April 26, 2010 and reviewed the matter.

The Executive Committee unanimously agreed to the Evans Center Electrical Rewiring & Upgrade Project and is forwarding the matter to the full Board for ratification.

Trustee Smock made a motion that the Board ratify the action of the Executive Committee. The motion was seconded by Trustee Nugent-Hill. The vote on the ratification was unanimous by all members present.

Finance and Budget Committee.....Edward E. Thomas

Fiscal Year 2011 Operating Budget Revision – Addition of Master of Psychology Degree Program

Trustee Thomas reported that the Finance and Budget Committee voted to recommend to the Board of Trustees, for approval, the Fiscal Year 2011 Operating Budget Revision Number One. He stated that the revision was necessary due to the addition of the Master of Psychology degree program effective fall 2010. The Board of Trustees approved the Master of Psychology degree program at the March 13, 2010 meeting of the Board. The budget for the establishment of the program, assuming a census of 30 students, increases the tuition and fees revenues by \$175,200 and the expenses by \$149,050 in the first year, creating a net operating position of \$26,150.

A motion was made by Trustee Todman which was seconded by Trustee Callwood to

approve the revision to the FY2011 Operating Budget. The vote on the motion was unanimous by all members present.

UVI Tuition Remission Policy and Tuition Exchange Program

Trustee Thomas reported that the Administration of the University was proposing a revision to the Tuition Remission Policy and the adoption of the Tuition Exchange Program. He noted that the items had been vetted through the University constituency groups and the UVI Senate and were being presented for approval by the University Board of Trustees. President Hall noted that the administration was seeking approval with the provision that if the revisions became an issue he would bring back the matter to the full Board.

A motion was made by Trustee Sussman which was seconded by Trustee Callwood to approve the revisions to the Tuition Remission Policy and to approve the Tuition Exchange program. The vote on the motion was unanimous by all members present.

Planning Committee.....Sinclair L. Wilkinson

Key Performance Indicators (KPI's)

At the invitation of the Chair, Dr. Mary Ann La Fleur gave a presentation on the Key Performance Indicators. The year-in-review report included year-over-year comparisons, and progress towards strategic goals and information which benchmarked UVI with its peers. The report covered enrollment, undergraduate student characteristics, financial aid, student retention, continuation and graduation rates, community engagement, crime statistics, finance, development and the status of capital projects. Enrollment for the academic year showed a 10% increase in full-time equivalency and credit hour production and both institutional and federal financial aid to students increased. Retention of male students (78%) increased slightly over last year while that of female students experienced a slight decline to 74%. UVI's third year continuation rate of 58% is consistent with that of low selectivity institutions. The six-year graduation rate is 25%.

For the first time the Reichhold Center for the Arts and the International Aquaponics and Tilapia Aquaculture Course were included in the community engagement KPIs. According to Clery standards, UVI is an overall safe university. In the financial area, information presented indicated that government support to UVI had remained stable. Lastly, with respect to facilities, it was noted that several significant projects were completed on both UVI campuses.

After the presentation, President Hall reminded members of the presentation during lunch from Dr. James Rakocy on the Aquaponics and Tilapia Aquaculture Course.

EXECUTIVE SESSION

A motion was made by Trustee Sussman which was seconded by Trustee Nugent-Hill to convene in Executive Session to discuss the following:

- Approval of Minutes
- Review and approval of tenure for 5 candidates
- Discussion of personnel matters with President
- Update on Legal Matters

The vote on the motion was unanimous by all members present. The Executive Session convened at 12:15pm.

RETURN TO REGULAR SESSION

Upon return to the Regular Session of the meeting at 1:45pm, the Chair reported the following:

- The President consulted with the Board regarding a confidential communication received and was given guidance on next steps.
- Five (5) faculty members were approved for tenure.

Erik Heikkila – School of Education
Lonnie Hudspeth – School of Business
Adam Parr – College of Science and Mathematics
Lomarsh Roopnarine – College of Liberal Arts and Social Sciences
Hosanna Solomon – College of Liberal Arts and Social Sciences

The vote on the approval of tenure for the candidates was as follows;
Trustees voting in favor: Trustees Moorhead, Smock, Hall, Nugent-Hill, Thomas, Thraen, Wilkinson, Sussman, Steele, Suarez de Highfield, Hendricks, Clavier and Todman.

Trustee objecting: Trustee Callwood

Trustees absent: Trustees Williams, Terry and Fulp

- The President briefed the Board on the status of several searches regarding executive and administrative positions.

Trustees Patricia Rhymer Todman and Kyza Callwood, faculty and student Trustees respectively, thanked the members of the Board for their assistance and support during the year of their term.

Date and Place of Next Meeting

It was noted that the next meeting of the Board is tentatively scheduled for Saturday, October 30, 2010 on the St. Thomas Campus.

Adjournment

Having no other business, a motion by Trustee Nugent-Hill was seconded by Trustee Thraen to adjourn the meeting. The vote on the motion was unanimous. The meeting adjourned at 1:58pm.