

**MEETING OF THE BOARD OF TRUSTEES
March 4, 2017**

**UNIVERSITY OF THE VIRGIN ISLANDS
GREAT HALL, NORTHWEST WING
ALBERT A SHEEN CAMPUS
10:00 A.M.**

**REGULAR SESSION
MINUTES**

MEMBERS PRESENT

Attorney Henry C. Smock, Chair
Mr. Alexander Moorhead, Vice Chair (by telephone)
Dr. David Hall, President and Secretary
Ms. Debbie Bermudez, Student Trustee (late arrival)
Mrs. Oran C. Bowry
Dr. David Gould, Faculty Trustee
Mrs. Winona Hendricks, Chair, Board of Education
Dr. Sharon McCollum, Commissioner of Education
Mrs. Jennifer Nugent-Hill (by telephone)
Ms. Jacqueline A. Sprauve, Alumni Trustee
Dr. Yvonne E.L. Thraen

MEMBER ABSENT

Rev. Dr. Wesley S. Williams, Jr. (excused)

OTHERS PRESENT

Dr. Camille McKayle, Provost and Vice President for Academic Affairs (by telephone)
Mr. Mitchell Neaves, Vice President for Institutional Advancement
Mrs. Tina Koopmans, Vice President for Information Services and Institutional Assessment
Dr. Frank Mills, Vice Provost Research and Public Service
Dr. Kevin Williams, Vice Provost Access and Enrollment Services

Attorney Marie ThomasGriffith, UVI Legal Counsel

CALL TO ORDER

A quorum being present, Chairman Henry C. Smock called the Regular Session of the meeting to order at 10:00 a.m. Chairman Smock noted the excused absence of Trustee Wesley Williams.

APPROVAL OF MINUTES

A motion was made by Vice Chairman Moorhead, which was seconded by Trustee Sharon McCollum, to approve the minutes of Special Board Meeting held on January 19th with a continuation on January 31st. The vote on the motion was unanimous by all members present. The minutes were approved.

APPROVAL OF CONSENT AGENDA

A motion was made by Trustee Oran Bowry, which was seconded by Trustee Yvonne Thraen, to approve the Consent Agenda as presented. The vote on the motion was unanimous by the members present. The consent agenda was approved.

PRESIDENT'S REPORT

President Hall highlighted several University activities and achievements in his written report and provided updates to the report based on occurrences since the report was issued. His oral report included the following:

Student Achievements

Participation in the following programs:

- Business Design Grant Program
- 2017 Student Convocation with Justice Sonia Sotomayor
- President for Day – Dwane Hendrickson
- Cooperative Extension Service and Agricultural Experiment Station Scholarship
- Agriculture Education Tour – University of Florida
- Four Students featured in Volume 30 of the Caribbean Writer
- Participation in Dual Credit Program

Highlights from the written report also included;

- Presentations at National Conferences
- Alumni Updates
- Faculty Achievements
- Publications and Papers
- Grants and Special Projects Funded

Significant Institutional Achievements

- Supreme Court Justice Sonia Sotomayor featured at UVI 2017 Student Convocation
- UVI Board approves 2017 Self-Study for Middle States Commission on Higher Education
- St. Croix Campus receives first Peace Officer
- UVI unveils Brick Program
- UVI Passport to the World makes Global Footprint
- Successful Fund Raiser Increases Awareness of UVI Medical School
- Dean's List Receptions Honor high achieving students
- Campus Improvements

President's Appreciation Award

As customary, President Hall recognized UVI employees, or units, that have performed exceptionally with the President's Appreciation Award.

President Hall reported that providing salary increases to employees in a fair, thoughtful and efficient manner was one of the highest priorities of the Administration during this last period. A compensation study was developed in such a way that would provide the Administration with reliable and thoughtful information upon which to base our decisions in regards to distribution of the \$1.2 Million received from the Government of the Virgin Islands for implementation of salary increases. The Human Resources Department, led by Ron Meek, was key in making sure that the compensation study was completed in a thoughtful and inclusive manner.

Once the compensation adjustment plan was approved, the implementation of salary increases across the institution required the collaborative and efficient work of the Human Resources, Payroll and Budgeting Offices. The outstanding work of these areas ensured that all employees – over 400 faculty and staff – received timely their salary increases retroactive October 1, 2016. The Payroll and Budgeting offices, led respectively by Sharlene Fahie and Delicia Henley, were also very instrumental in this process and ensured that all the necessary information was provided so that all employees could receive their correct salary increase. The long hours combined with the integral and tireless contributions of our Human Resources, Payroll and Budgeting teams helped to ensure that all employees felt valued and appreciated. These areas were collectively responsible for the seamless implementation of the salary adjustments, update of all salary grade classifications, notification to all employees of increases and the processing of payroll. All of this had to be done in a very intense and short period of time, and it was done in a high-performing manner and in accordance with the timeframe stipulated by the President with minimal oversights.

Based on the above, the President's Appreciation Award is presented to the offices of Human Resources, Payroll and Budgeting.

President Hall also took the opportunity to present to each member of the Board a commemorative medallion which simultaneously commemorate 100 years of the Virgin Islands' connection and contributions to the United States and celebrate 55 years of the University's existence.

After the presentations, several members of the Board commended President Hall on his substantive and comprehensive report for this quarter.

CHAIRMAN'S COMMENTS

Chairman Smock congratulated the President on his report. He stated that he was impressed with the 2017 Student Convocation with Associate Justice Sonia Sotomayor. The Chairman stated that he remains encouraged with the progress that the University is making with its programs. He thanked the members of the Board for their work this past quarter.

RESEARCH AND TECHNOLOGY PARK UPDATE REPORT

At the invitation of the Chair, Dr. Gillian Marcelle, Executive Director of the RTPark provided a brief summary of her written report to the Board. Highlights of the report included a review & highlights of 2016, an update on the Park's partnership with UVI and a brief report on what's in store for the Park in 2017 and key projects that the RTPark will be focused on.

After her report, the Chair opened the floor for questions. Vice Chairman Moorhead noted that in the 2015 Audited Financial Report of the RTPark that was distributed to the Board members, there was an error on Page 7 of the report. In the second line, the word "increase" should be "decrease". Dr. Marcelle thanked Vice Chairman Moorhead and indicated that she would make the change.

BOARD COMMITTEE REPORTS

EXECUTIVE COMMITTEE.....Attorney Henry C. Smock

Preliminary Proposal for Relocation of site for the Multi-Purpose Center

Chairman Smock reported that the Executive Committee met and received a presentation regarding the site change for the Multi-Purpose Center on the Albert A. Sheen Campus.

President Hall added that the Administration was proposing a site change for the Multi-Purpose Center on the Albert A. Sheen Campus. The facility was set to be constructed to the rear of the campus near the basketball court, but a location at the front of the campus has been identified. He reminded members of Governor Mapp's proposal regarding funding a much larger multipurpose facility, which would not be viable at the present planned location. President Hall also noted that the original site at the rear of the campus may have other challenges that may increase the cost of construction. He said that having the facility in another location would help with fundraising, as naming opportunities may be more attractive to possible donors.

The Executive Committee discussed the matter and was recommending to the Board that the location of the Multi-Purpose Center be relocated to another area on the Albert A. Sheen Campus.

During the discussion, Chairman Smock stated that approving the new site gives the Administration options. He noted the selection of an area in the front of the AAS Campus as an option for the construction of the Multi-Purpose Center, in addition to the current site near the basketball court – not in lieu of the site near the basketball court. He added that it did not mean that that the multipurpose center must be on the larger plot. He also noted that it gives the Administration the freedom to try to identify donors that may be interested in locating it differently than what the master plan currently says.

After the discussion, a motion was made by Trustee Oran Bowry, which was seconded by Trustee Winona Hendricks, to approve the action of the Executive Committee regarding the relocation of the Multipurpose Center.

The vote on the motion was as follows:

Trustees voting YES: Bermudez, Bowry, Gould, President Hall, Hendricks, McCollum, Moorhead, Chairman Smock, Sprauve and Thraen

Trustee voting NO: Nugent-Hill

GOVERNANCE COMMITTEE.....Ms. Jennifer Nugent-Hill

Amendment to UVI Bylaws

The Chair of the Governance Committee reported that based on best practices in higher education, Bylaws of the University should be reviewed annually to ensure that the University is in line with best practices and the Bylaws are up to date. It was recommended by the Governance Committee that the Board approve two proposed amendments for the Bylaws.

1. Language regarding term of membership of non-trustees on board committees, and;
2. Language regarding quorum for board meetings - Article III- Meetings, Section 4

The Committee discussed the matter and voted unanimously to recommend that the Board amend Article III-Meetings, Section 4 – Quorums.

The members of the Governance Committee appointed two members to a subcommittee of the Governance Committee, the Bylaws Review Committee, along with UVI Legal Counsel to review Article IV Section 2(f) and Article VI, Section 3(b) of the Bylaws to review such matters regarding amendments.

A motion was made by Trustee Nugent-Hill, which was seconded by Trustee Thraen, to adopt the resolution to amend;

- Article III, Section 4 defining a quorum for meetings of the Board;
- Article IV, Section 2(f) relative to the power of the Chair of the Board to appoint standing committee chairs; and
- Article VI, Section 3(b) relative to the term of non-trustee members serving on special and standing committees of the Board.

The resolution also contained a section relative to “current non-trustee members of the standing committees”.

During the discussion on the motion, members sought clarification of the amended language which stated, “A Quorum shall consist of a majority plus one of the members of the Board of Trustees.”

After the discussion and clarification of the definition of “majority” as defined by Robert’s Rules, a motion to amend the resolution and delete the words “plus one” after the word majority was made by Trustee Bowry, which was seconded by Vice Chairman Moorhead. The vote on the amendment to the resolution was as follows:

Trustees voting YES: Bermudez, Bowry, Gould, President Hall, Hendricks, McCollum, Moorhead, Chairman Smock, Sprauve, and Thraen.
Trustees abstaining: Nugent-Hill

The vote to approve the amendment to the resolution was in favor.

The vote was then called for the approval of the amended resolution. The vote on the matter was as follows:

Trustees voting YES: Bermudez, Bowry, Gould, President Hall, Hendricks, McCollum, Moorhead, Chairman Smock, Sprauve and Thraen
Trustees voting NO: Nugent-Hill

The vote to approve the resolution as amended was in favor.

PLANNING COMMITTEE.....Ms. Oran C. Bowry

Key Performance Indicators/Pathways to Greatness

The Board received a report on the Key Performance Indicators as linked to the Institution’s Strategic Plan, Pathways to Greatness. The report for this period focused on:

- Modern and Safe Environment as it relates to campus safety crime statistics provided in the Clery Report 2014-2016, and as relates to the UVI’s performance in reducing its dependence on fossil fuel in 2002-2016;
- Organizational and Human Development relative to Staff Diversity and the Staff Persistence Rate;
- Financial Indicators;
- Research Indicators; and
- Development.

EXECUTIVE SESSION

A motion was made by Trustee Nugent-Hill, which was seconded by Vice Chairman Moorhead, to go into Executive Session to address the following matters, which could be reasonably expected to result in the disclosure of information of personal nature wherein public disclosure would constitute a clearly unwarranted invasion of personal privacy, or premature disclosure that would seriously frustrate implementation of the proposed action(s), and for the Board to obtain legal advice on these matters:

- Approval of the minutes of the Executive Session of the Special Meeting of the Board held on January 19th with continuation on January 31st. meeting
- Report from the ARSA Committee on a candidate for faculty emeritus status
- Report from Executive Committee on
 - UVI-AAUP Grievance Policy;
 - A nomination from the FUVI Board of Directors for member of that board;
 - Ratification of Action taken by the Executive Committee on behalf of the Board to approve a resolution authorizing the University to submit an appropriation request to OMB for FY2018;
 - Update on Solar Project
- Report from Planning Committee on the list of Institutional Risks
- Discussion of Personnel Issues with President
- Update report on Legal Matters

The Board took a short recess prior to the start of the Executive Session. The Executive Session convened at 12:05 p.m.

RETURN TO REGULAR SESSION

Upon return to the Regular Session of the Meeting at 1:59p.m, the Chair reported the following: The Board

- Approved executive session minutes from January 19th with continuation on January 31st Special meeting. The vote was unanimous by the members present;
- Approved a candidate for faculty emeritus status. The vote was as follows:
Trustees voting YES: Bermudez, Bowry, President Hall, Hendricks, McCollum, Nugent-Hill, Chairman Smock, Sprauve and Thraen
Trustees Abstaining: Gould and Moorhead;
- Approved an edited UVI-AAUP Grievance Policy. The vote was unanimous by the members present;
- Declined to approve a nominee for member of the FUVI Board of Directors. The vote on the motion was unanimous;
- Ratified the Action of Executive Committee regarding the FY2018 Appropriation Request. The vote on the matter was as follows:
Trustees voting YES: Bermudez, Bowry, President Hall, Hendricks, McCollum, Nugent-Hill, Chairman Smock, Sprauve and Thraen
Trustee voting NO: Moorhead
Trustee Abstaining: Gould;

- Received an update report on Solar Project;
- Approved List of Institutional Risks. The vote on the matter was unanimous by the members present;
- Received a Report on Personnel issues;
- Received an Update report on Legal Matters;
- President was authorized to host a visit to the University with a potential donor and to continue due diligence regarding the donor and potential gift.

ADJOURNMENT

There being no other business to be considered in Executive Session, a motion was made by Trustee Thraen, which was seconded by Trustee Gould, to adjourn the meeting. The vote on the motion was unanimous. The meeting adjourned at 2:05 p.m.