

**MEETING OF THE BOARD OF TRUSTEES
OCTOBER 26, 2013**

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

**DRAFT MINUTES
REGULAR SESSION**

MEMBERS PRESENT

Mr. Joshua Edwards, Student Trustee
Ms. Donna Frett-Gregory, Acting Commissioner of Education
Mrs. Carol Fulp
Dr. David Hall, President
Mr. Alexander A. Moorhead, Chair
Mrs. Gwendolyn Adams Norton
Mrs. Jennifer Nugent-Hill
Mr. Oswin Sewer, Sr., Chair, Board of Education
Attorney Henry C. Smock, Vice Chair
Ms. Jacqueline A. Sprauve, Alumni Trustee
Ms. Patricia D. Steele
Mrs. Luz Suarez de Highfield
Mr. Edward Thomas
Dr. Yvonne E.L. Thraen
Dr. Teresa Turner, Faculty Trustee
Mr. Sinclair L. Wilkinson
Rev. Wesley S. Williams, Jr.

OTHERS PRESENT

Dr. Nicole Gibbs, Vice Provost for Access and Enrollment Services
Mrs. Dionne Jackson, Vice President, Institutional Advancement
Ms. Tina Koopmans, Chief Information Officer
Dr. Camille McKayle, Interim Provost
Dr. Frank Mills, Vice Provost for Research and Public Service
Mrs. Peggy Smith, Controller
Attorney Marie ThomasGriffith, UVI Legal Counsel

CALL TO ORDER

A quorum being present, the Chair, Mr. Alexander Moorhead, called the Regular Session of the meeting to order at 10:10 a.m.

Chairman Moorhead welcomed the new members of the Board to their first meeting. Mrs. Gwendolyn Norton, Ms. Donna Frett-Gregory, Acting Commissioner of Education, Ms. Jacqueline Sprauve, Alumni Association Trustee, Mr. Joshua Edwards, Student Trustee, and Dr. Teresa Turner, Faculty Trustee.

APPROVAL OF THE MINUTES

A motion was made by Trustee Henry Smock, which was seconded by Trustee Wesley Williams, to approve the Minutes of the June 15, 2013 Meeting of the Board. The vote on the motion was unanimous by the members present.

MATTER ARISING FROM THE MINUTES

Correction of Statement on 457b Public Plan made by Chair during Board of Trustees Meeting June 15th

Chairman Moorhead stated that this matter was to correct a statement that he made in the Regular Session of the June 15th Board of Trustees meeting. Chairman Moorhead made the following statement:

"In the interest of full disclosure, I want everyone to know that the President would benefit from the 457b Plan but it will not impose any additional expense on the University because the University will not match his contribution and all he will be getting is an opportunity to contribute in this plan on a tax deferred contribution basis. Not tax exempt, tax deferred."

Chairman Moorhead stated that with respect to the match of his contribution, his statement was incorrect. He added that the President's employment contract with the University provides for him to receive the same retirement benefits as are made available to University employees who are members of TIAA/CREF, including matching of contributions up to 14.5% of compensation. The matching contribution he has been receiving has been less than 14.5% because, under the current plan, compensation above \$250,000 is not eligible for matching contribution.

He stated that he spoke inaccurately regarding the matter and wanted to make the correction.

CONSENT AGENDA

A motion was made by Trustee Jennifer Nugent- Hill, which was seconded by Trustee Wesley Williams, to approve the Consent Agenda. The vote on the motion was unanimous by the members present.

PRESIDENT'S REPORT

President Hall highlighted several items in his written report and updated the report based on occurrences since the report was issued. His oral report included the following:

- Student and faculty highlights
- Student achievements
- Faculty achievements
- UVI Alumni Association – received the HBCU National Alumni Association of the Year Award and reach historic milestone of alumni giving-rate goal of 51.73%
- Signed Power purchase agreement for solar energy
- Completed classroom renovation project
- Unveiling of the College of Science and Mathematics at the Research and Technology Park
- Redesign and upgrade of the UVI website

PRESIDENT'S AWARD

For this reporting cycle, President Hall recognized the Website Redesign Committee and its chair Ms. Moneca Pinkett. Last November, a Website Committee was formed to lead the website redesign process utilizing information gathered from community as the basis for the development of the scope of work for the project. Additionally, there were a series of open forums to determine the content and layout of inter-departmental gateways and landing pages. After a thorough RFP process in February and March, Beacon Technologies/Hannon Hill was selected to design the next generation of the UVI website.

The new website includes responsive and interactive design, a user-friendly content management system, improved site navigation, search engine optimization, social media integration, multimedia integration, a large slideshow with success stories and is ADA compliant. The redesigned site includes 10 new gateways: prospective students; current students; alumni; prospective employees; current employees; parents, families & community; educators and guidance counselors; lifelong learners; prospective partners and donors; and, media.

Chairman Moorhead thanked President Hall for his report and opened the floor for questions and comments on the report presented.

Trustee Nugent-Hill noted the achievements of the students and faculty and offered congratulations. She also offered congratulations to Dr. Cheryl Franklin, Dean of the School of Nursing on the presentation at the Leadership Institute – National Strategy: Building Environments for Student Success Leadership Institute VI: Legacy of

Leadership: Preparing for Tomorrow, *Leadership for Excellence* Center of Excellence for the Elimination of Health Disparities - Winston Salem State University,

CHAIRMAN'S COMMENTS

Presentation of Plaques

Chairman Moorhead and Trustee Wesley Williams, Chair of the Development Committee, presented plaques to the Office of Institutional Advancement, the UVI Alumni Affairs Office, and the UVI Alumni Association in recognition on the achievement of a 51.73% Alumni Giving-Rate in Fiscal Year 2013. Chairman Moorhead noted that this historic achievement continues the progress of the University on the Pathways to Greatness.

RESEARCH AND TECHNOLOGY PARK

Mr. David Zumwalt, Executive Director for the RTPark, briefly reported that an update report was provided to members. Chairman Moorhead noted that matters concerning the Park would be presented in the Executive Session of the meeting. He reminded members that they received an update report with their board materials. He opened the floor to questions regarding the written report; no questions were posed.

COMMITTEE ACTIONS ITEMS

COMMITTEE ON TRUSTEES.....Ms. Jennifer Nugent-Hill

Review and Approval of the Resolution for the renaming of the Committee on Trustees as the Governance Committee

The Chair of the Committee reported that the Committee on Trustees investigated best practices of the Association of Governing Boards of Universities and Colleges (AGB) and recognized that the Committee on Trustees has become the key means by which the UVI Board of Trustees monitors best practices in governance. She also noted that the Committee on Trustees has evolved and expanded its list of responsibilities in a fashion similar to the governing boards of many institutions of higher learning. In keeping with these changes and best practices, the Committee on Trustees has recommended that the Committee's name be changed to the Governance Committee; and that the bylaws be updated to reflect the new name and expanded duties. A motion was made by Trustee Henry Smock, which was seconded by Trustee Wesley Williams, to approve a resolution on this matter. The vote on the motion was unanimous by the members present.

DEVELOPMENT COMMITTEE.....Rev. Dr. Wesley S. Williams, Jr.

Goal for Fiscal Year 2014/ Alumni Giving Goal 2014

Rev. Dr. Wesley Williams, Chair of the Development Committee, reported that the Committee recommended the fundraising goal be set at \$500,000 above the total funds raised in fiscal year 2013 and to set the alumni giving rate goal at 50%. If the fundraising goal for fiscal year 2013 is not achieved, the University would increase cash donations by 15% above the cash secured during fiscal year 2013.

A motion was made by Trustee Williams, which was seconded by Trustee Fulp, to approve the resolution setting these fundraising and alumni giving rate goals for fiscal year 2014. The vote on the motion was unanimous by the members present.

EXECUTIVE COMMITTEE.....Mr. Alexander Moorhead

SBDC Grant and Resolution

Chairman Moorhead reported that the Small Business Development Center (SBDC) applied for a grant for the 2013 fiscal year. Late in the application process, the SBDC discovered that the grant-application required the approval of the governing body of the institution and brought this matter to his attention. The matter was to be presented to the Executive Committee at its meeting on August 27th, but, shortly before that date, the SBDC learned that the funding period for fiscal year 2013 had passed. The SBDC therefore requested instead a recommendation from the Executive Committee to the Board for authorization to apply for the similar grant for fiscal year 2014. The grant would be used to improve the video-conferencing equipment in both the St. Thomas and St. Croix offices.

President Hall added that having the Board approve an application for a grant was not the normal process; it usually just required the President's signature. However, the U.S. Department of Agriculture, for this particular grant, required approval of the Board.

Chairman Moorhead stated that the Executive Committee unanimously approved the matter and was recommending to the Board of Trustees that the SBDC be authorized to apply for a grant in fiscal year 2014 for the same purpose. A motion was made by Trustee Williams, which was seconded by Trustee Norton, to authorize SBDC to apply for a grant in fiscal year 2014 to be used to improve the video-conferencing equipment in both the St. Thomas and St. Croix offices. The vote on the motion was unanimous by the members present.

FINANCE AND BUDGET COMMITTEE.....Mr. Edward E. Thomas

Tuition Rate Maintenance

Trustee Edward Thomas, Chair of the Committee, reported that the Committee recommended that tuition not be increased for the Academic Year 2014-2015. He noted that the proposal was being recommended in an effort to hold tuition steady to maintain affordability, competitiveness and access.

A motion was made by Trustee Thomas, which was seconded by Trustee Nugent-Hill, to approve a resolution freezing tuition rates effective Fall 2014. The vote on the motion was unanimous by members present.

PLANNING COMMITTEE.....Mr. Sinclair L. Wilkinson

Proposal for Presenting Key Performance Indicators

President Hall reported that the present system of reporting KPI's was put into place sometime ago before the existence of the present strategic plan. In conducting research of best practices of reporting on KPI's, it was determined that such reporting should be linked to the Strategic Plan. A matrix representing a new system of reporting on the KPI's was presented to the Planning Committee. He added that the Committee voted unanimously to approve the new method of presenting the Key Performance Indicators. After the President's overview on the matter, a motion was made by Trustee Sewer, which was seconded by Trustee Norton, to approve the new method of presenting the Key Performance Indicators (KPIs). The vote on the motion was unanimous by the members present.

Key Performance Indicators: Academic Year in Review

A preliminary report of the Key Performance Indicators for the beginning of the academic year was presented. Highlights of the presentation included reports on enrollment, retention and graduation, undergraduate/freshman profile and an update report on Development. It was noted that enrollment was down slightly, but retention rates are higher than last year. Continuation rates should be addressed as they are lower at 47.2% as compared to many of the less selective institutions at 58%. Six-year graduation rates are also a bit lower at 32% as compared to all public institutions at 60%. It was noted that there are more males in the freshman class in terms of percentage than there are overall, i.e., 31% in FY 2013 compared to 30% in FY 2012. The Development goal was reported as \$3.4m.

EXECUTIVE SESSION

A motion was made by Trustee Nugent-Hill, which was seconded by Trustee Williams, to go into Executive Session to address the following matters:

- Draft Minutes of the Executive Session of the June 15, 2013 Board Meeting
- Candidates for Honorary Degrees
- List of candidates for Commencement Speaker
- Requests from the Research and Technology Park
- President's Annual Performance Self-Assessment for 2012-2013
- President's Goals for 2013-2014
- A report from President Hall on personnel issues
- A report from the President on any new hires, dismissal and persons who have left the University
- Update on Legal Matters
- An update by the President on a proposal for a medical school
- The results of a survey of high school students
- Employment Agreement

The vote was unanimous by the members present at the meeting. The Executive Session of the meeting convened at 11:37 a.m.

RETURN TO REGULAR SESSION

[Please note that the Executive Session of the meeting recessed on Saturday, October 26, 2013 at 3:45 p.m. to allow St. Thomas members to make their return flights back to St. Thomas. The meeting reconvened on Monday, November 11, 2013 at 10:00 a.m.]

Upon return to the Regular Session of the meeting on Monday, November 11, 2013 at 1:02 p.m., the Chairman reported the following.

In the Executive Session the Board took the following actions:

1. The minutes of the Executive Session held on June 15th were approved;
2. The candidates proposed for honorary degrees were approved;
3. The list of the candidates for speaker at the 2014 commencement exercise was approved;
4. The UVI Research and Technology Park Corporation was requested to submit a schedule for the payment of \$484,800 owed to the University;
5. The UVI Research and Technology Park Corporation's request that the University pledge Parcel No. 12 of VI Corp Land as collateral for a line of credit for the Park's cash flow was approved;
6. President Hall was authorized to execute a Memorandum Of Understanding with Dr. Chirinjeev Kathuria and an affiliate of New Generation Power to establish an endowed fund at FUVI for the benefit of a medical school and undergraduate and graduate programs related to health and sciences at UVI;

7. The Executive Committee's acceptance of President Hall's Self-Assessment on his job performance in 2012-2013 and his proposed Presidential Goals for 2013-2014, on behalf of the BOT, was ratified;
8. The Board approved a resolution to authorize the Chair of the Board, to Negotiate & Execute an Agreement with Dr. David Hall for his Employment in the Position of President of the University for the Period of August 1, 2014 through July 31, 2019

ADJOURNMENT

There being no other business, a motion was made by Trustee Williams, which was seconded by Trustee Nugent-Hill, to adjourn the meeting. The vote on the motion was unanimous. The meeting adjourned at 1:06 p.m.

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Resolutions following;

UNIVERSITY OF THE VIRGIN ISLANDS RESOLUTION OF THE BOARD OF TRUSTEES

To change in the name of the Committee on Trustees of the Board of Trustees and expand the responsibilities of the Committee

WHEREAS, in March 2005, the Board of Trustees of the University of the Virgin Islands amended its bylaws to establish the Committee on Trustees as a Standing Committee of the Board after that committee had existed as an Ad Hoc Committee since 2003, and;

WHEREAS, the Committee on Trustees is responsible for the orientation of new trustee, in-service education programs for the Board, board assessment and trustee self-assessment, and the review of best practices in governance, and;

WHEREAS, the Committee on Trustees has also become the key means by which the board monitors best practices in governance in other colleges and universities and adopt changes that promise to improve its effectiveness in the oversight of the institution, and;

WHEREAS, the Association of Governing Boards of Universities and Colleges (AGB) supports strengthening the role of key standing committees of governing boards and recognizes the important role of the Governance Committee as a Standing Committee at institutions of higher learning, and;

WHEREAS, the Committee on Trustees has evolved, and the list of responsibilities of the Committee has expanded at the governing board of many institutions of higher learning, leading them to rename the committee “The Governance Committee”, and

WHEREAS, in keeping with best practices for governance in higher education, there is a need to change the name of the Committee on Trustees and to expand the responsibilities of the committee, and;

WHEREAS, those additional responsibilities include, identifying talents among trustees that the board needs to fulfill its goals, providing leadership for board and committee succession planning, honoring and recognizing retiring trustees, and effectively communicating the committee’s responsibilities and achievements.

NOW THEREFORE BE IT RESOLVED BY THE BOARD OF TRUSTEES:

1. Article VI, Section 1 – Standing Committees, of the Bylaws of the University of the Virgin Islands is hereby amended to change the name of the “Committee on Trustees” to “The Governance Committee”, and
2. Article VI, Section 1 (g) is hereby amended to read as follows

The Governance Committee shall ensure that the Board’s membership and leadership consists of highly qualified and committed individuals; ensure that the regular programs of new trustees and in-service education are maintained; periodically recommend initiatives by which the board shall assess its performance; establish and ensure appropriate standards for the review and assessment of the President’s performance; and review and propose amendments to the Bylaws for the University. In addition, the Committee shall serve as the Board’s agent in reviewing the performance of incumbent trustees and board officers who are eligible for re-election. As often as may be required, the Committee shall identify talents the board needs among its trustees in order to fulfill its responsibilities, assemble a list of qualified candidates for possible nomination to the Board, address board and committee succession planning, honor and recognize retiring trustees, and effectively communicating the committee’s responsibilities and achievements, and review the adequacy of the statement of trustee responsibilities as adopted by the Board.

CERTIFICATION

The undersigned hereby certifies 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 Saturday, October 26, 2013, 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
Approving the Fundraising and Alumni Giving Rate Goals for Fiscal Year 2014**

WHEREAS, the University of the Virgin Islands has made significant strides to cultivate relationships with corporations, foundations, friends and alumni constituents, and

WHEREAS, the Development Committee of the UVI Board of Trustees has prioritized efforts to increase the University’s capacity in securing external, private funding to assist in the ongoing programmatic growth of the Institution, and

WHEREAS, the Development Committee has voted to recommend to the Board of Trustees to increase the fundraising goal by 15% above the total cash raised in fiscal year 2013 and to maintain the alumni giving percentage rate goal at 50 percent.

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

That the Board of Trustees of the University of the Virgin Islands hereby authorizes and approves the establishment of the fundraising and alumni giving goals for fiscal year 2014 in the follow amounts:

- Fundraising Goal (Cash) – \$3.0 M
- Alumni Giving Rate – 50%

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 26, 2013 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
Freezing Tuition Rates Effective Fall 2014**

WHEREAS, the University is desirous of holding tuition steady to maintain its affordability, competitiveness and access; and

WHEREAS, on September 19, 2013, the Finance and Budget Committee of the Board of Trustees voted to recommend to the Board of Trustees that the tuition rates effective for Fall Semester 2014 not be increased above the Fall Semester 2013 rates.

NOW THEREFORE BE IT RESOLVED:

That the Board of Trustees of the University of the Virgin Islands authorizes the freezing of the Fall Semester 2014 tuition rates at the level of the tuition rates in effect for Fall Semester 2013.

CERTIFICATION

The Undersigned does 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 adopted at a meeting on October 26, 2013 as recorded in the minutes of said meeting.

Secretary of the Board

Date