Minutes of the Special Board of Regents Meeting
Murray State University
Wednesday, July 28, 2010
11 a.m. – Jesse Stuart Room – Pogue Library

The Board of Regents (BOR) of Murray State University (MSU) met on Wednesday, July 28, 2010, in special session in the Jesse Stuart Room of Pogue Library on the main campus of Murray State University. Chair Constantine Curris called the meeting to order at 11:10 a.m.

Swearing In Ceremony – Susan Shaffer Guess, Jerry Sue Thornton and Harry Lee Waterfield

In keeping with Section 164.321 of the *Kentucky Revised Statutes* (KRS) Governor Steven L. Beshear on June 9, 2010, appointed Dr. Jerry Sue Thornton of Moreland Hills, Ohio and Mr. Harry Lee Waterfield II of Frankfort, Kentucky, as members of the MSU Board of Regents. Dr. Thornton and Mr. Waterfield shall serve for a term expiring June 30, 2016. Mrs. Susan Shaffer Guess of Paducah, Kentucky, was also appointed by Governor Beshear to fill the remainder of the unexpired term of Dr. Laxmaiah Manchikanti. Her term will expire June 30, 2013.

Chair Curris thanked Hickman County Judge-Executive Greg Pruitt for his willingness to swear in the new Regents and for his service as Chair of the MSU Regional Stewardship and Outreach Advisory Council. Judge Pruitt then administered the Oath of Office to Mrs. Guess, Dr. Thornton and Mr. Waterfield.

Roll Call

The roll was called and the following members were present: William Adams, Marilyn Buchanon, Constantine Curris, Sharon Green, Susan Guess, Phil Schooley, Jerry Sue Thornton, Harry Lee Waterfield II and Stephen Williams. Absent: Kirby O'Donoghue. Faculty Regent Jay Morgan accepted the position of Associate Provost for Graduate Education and Research which disqualified him to continue service as a member of the Board of Regents. A new Faculty Regent should be elected by the faculty prior to the September 2010 Quarterly Board Meeting. Dr. Curris thanked Dr. Morgan for his service to the MSU Board.

Others present were Randy J. Dunn, President; Jill Hunt Lovett, Coordinator for Board Relations, Executive Assistant to the President and Secretary to the Board of Regents; Tom Denton, Vice President for Finance and Administrative Services; Don Robertson, Vice President for Student Affairs; Jim Carter, Vice President for Institutional Advancement and members of the faculty, staff, students, news media and visitors.

AGENDA
SPECIAL MEETING OF THE BOARD OF REGENTS
Murray State University
Jesse Stuart Room – 2nd Floor – Pogue Library

Wednesday, July 28, 2010
11 a.m.

1.	**Swearing-In Ceremony – Susan Shaffer Guess, Jerry Sue Thornton and Harry Lee Waterfield II**	
2.	**Roll Call**	
3.	**Election of Officers – Vice Chair and Secretary**	**Chair Curris**
4.	**Appointment of Treasurer**	**Chair Curris**
5.	**Planning Discussion for Future Quarterly Meetings**	**Chair Curris**
6.	**Adjournment**	

Election of Officers – Vice Chair and Secretary

Chair Curris reported in accordance with the *Bylaws* of the Board of Regents all officers shall be elected annually at the spring meeting and shall serve for a term of one year, commencing July 1 following their election. More specifically, in accordance with KRS 164.330, an organizational meeting shall be held within thirty (30) days after each appointment of new members. At this meeting there shall be elected a Vice Chair and Secretary for the Board. The Board shall also appoint a Treasurer, and such officers as deemed necessary, but no member of the Board shall be appointed Treasurer.

Chair Curris indicated the *BOR Policy Manual* specifies the procedures for the election of officers. The Chair declares that nominations are in order and the Secretary calls the roll in alphabetical order for the purpose of providing each Regent with an opportunity to make a nomination. If more than one name is placed in nomination for a particular office, a vote will be taken and names shall be voted upon in the order in which the nomination occurred. The nominee first receiving an absolute majority shall be declared elected. If only one individual is nominated for a particular office that individual is automatically elected by unanimous consent.

The roll was called for nominations for Vice Chair for the Board of Regents. Mr. Adams passed and Mrs. Buchanon nominated William Adams. All other Regents passed. Chair Curris stated there being only one nomination, William Adams shall be elected Vice Chair by unanimous consent, according to the *Bylaws* of the Murray State University Board of Regents.

The roll was called for nominations for Secretary for the Board of Regents. Mr. Adams nominated Jill Hunt Lovett. All others passed. Chair Curris stated there being only one nomination for Secretary, Jill Hunt Lovett shall be elected Secretary by unanimous consent, according to the *Bylaws* of the Murray State University Board of Regents.

Appointment of Treasurer

Chair Curris nominated Tom Denton, Vice President for Finance and Administrative Services, to serve as Treasurer of the Board of Regents and there being no further nominations, Mr. Denton was appointed Treasurer by unanimous consent.

Planning Discussion for Future Quarterly Meetings

Chair Curris indicated discussion will occur on how Board meetings are conducted to determine whether format modifications are necessary. The Board will review the dates previously set for the 2010-11 quarterly meetings to determine if modifications are necessary due to Regent schedules. The Board committee structure will also be discussed to determine whether changes are necessary.

The current format for quarterly BOR meetings entails committee meetings during the morning of the Board meeting date, a break for lunch, and the Plenary Session being held in the afternoon. The Board has essentially been functioning as a Committee of the Whole – with all Regents attending each individual committee meeting – but if action is required on an agenda item, only members of the committee are permitted to vote. During the Plenary Session the Chair of each committee provides a report to the full Board on action taken during the morning session. The floor was opened for discussion on how Board meetings are currently structured to determine whether modifications are necessary or if the BOR desires to reaffirm the process as it currently exists. Comments included:

- Board committee meetings have traditionally followed two different formats. One involves meeting concurrently the day before the quarterly Board meeting. For some number of years the structure currently in place has been followed and it has been beneficial for committee meetings to be structured in such a way that all Board members can be present. When committees meet concurrently all Regents cannot be aware of discussions which took place during the committee meetings and it has been helpful for committee discussions to take place with all Regents present.
- There could be issues with holding concurrent committee meetings, including that a number of Board members serve on different committees which could make it difficult to schedule concurrent meetings.
- The current format is workable but the number of committees that have been established should be reviewed to potentially consolidate individual committees, especially considering some have not met within the last two years. The most efficient mode of operation would be for committee meetings and the Plenary Session to be held on one day if the agenda allows. A two-day meeting would be more difficult for those Regents who must travel to attend meetings.

Chair Curris indicated those committees which have met consistently over the last two years include Academic Affairs (8), Audit (7), Buildings and Grounds (7) and Finance (10). The Development/Investments and Faculty/Staff Affairs committees have met three times, with the Governmental Relations and International Relations committees meeting twice, the Equal Opportunity/Affirmative Action Committee meeting once, the Athletic and Student Life committees not being convened and the Ad Hoc *Policy Manual* Committee and the Committee of the Whole meeting twice during the two-year period. The committee structure has been outlined in the *BOR Policy Manual Bylaws* which means if the Board reaches consensus on necessary changes to the committee structure action will need to be taken at the quarterly meeting in September 2010 to approve those changes and documents will be prepared accordingly. Chair Curris is operating under the assumption the Board desires to maintain the four committees which have met with regularity. He would like to consider those committees which have not met frequently, at all or simply received informational reports over the last two years. Those committees include: Athletic, Development/Investments, Equal Opportunity/ Affirmative Action, Faculty/ Staff Affairs, Governmental Relations, International Affairs and Student Life. Comments were as follows:

- The Student Life Committee is necessary but there is uncertainty whether the Faculty/Staff Affairs Committee should be maintained because those constituencies have individual representation on the Board. If an issue needs to be brought before the Board this could be accomplished by utilizing the faculty and staff representatives who serve on the Board or combining these two committees could be feasible.
- The committee structure has been operating as a Committee of the Whole and if the Board desires to retain the one-day meeting schedule the option of concurrent committee meetings could be considered to determine whether some could be combined in order to provide a natural division of topics between vice presidential areas. An Academic Affairs Committee could include faculty matters as well as student affairs and several committees could be consolidated under Finance.
- The Board should consider the committee structure as it relates to the strategic plan and this discussion should be undertaken during the BOR Retreat. To best implement a strategic plan the Board must ensure it is organized to do so – a consideration which should be taken under advisement as the committee structure is reorganized.
- Board committees should ideally represent working committees that would have the confidence of the full Board so all members are secure in knowing Board members serving on the various committees represent the interests of the entire Board. It appears as though the entire Board is currently participating in all committee meetings indicating this responsibility has not been discharged. Committees which meet more frequently could be retained as committees of the whole due to the magnitude of the decisions those committees make. The Board could reserve the option for the remaining committees to undertake concurrent meetings to ensure the full Board is engaged in issues of paramount importance prior to any action being taken. This would be possible, especially if the Board limits quarterly/committee meetings to one day.

Dr. Dunn reported the Council on Postsecondary Education (CPE) has undertaken this work to some degree and has identified an "other business" category which continuously develops and encompasses various agenda items. Considering the University's functional areas a similar practice would likely occur at MSU. Chair Curris agrees with a fellow Regent's comment that this discussion and decision would best be handled during the BOR Retreat but he is also required to make appointments to the various committees before the next quarterly meeting. The Board agreed Mrs. Hunt Lovett will send out a communiqué on Dr. Curris' behalf soliciting opinions from the Regents regarding those committees on which they have an interest in serving. An interim list of committees will be compiled with the understanding that in three to six months modifications could be made based on further discussion. Dr. Dunn confirmed the administration will fit any essential agenda items under the committee structure established by the Board. Additional comments included:

- Chair Curris reported Murray State is engaged in considerable activities which take place off the main campus and include regional services offered through the off-campus centers. It could be wise to establish a committee tasked with reviewing MSU's regional impact by virtue of its increased significance – which represents a strategic planning issue which should be given attention from a governance standpoint.
- Chair Curris stated athletics are important to the University but the National Collegiate Athletic Association (NCAA) has issued a clear mandate that the President of the University will be held accountable for athletics. In response to a Regent question regarding how the Board should be involved in athletics – indicating the notion of institutional control is a mantra with the NCAA of which most Board members are aware – Dr. Dunn indicated as long as nothing is being done to put the University at risk – which has been the case during his tenure at the University – he is not opposed to an Athletic Committee being in place. Unless that committee or the Board takes action to constrain his ability to control this area of the University's enterprise he does not believe it will become an issue. In terms of how frequently the committee meets there are no issues

which create a significant agenda for athletics. The committee provides a venue for reports, updates and an opportunity to meet coaches but these activities could easily be handled without a committee structure. An Athletic Committee does not need to be in place for the President to exercise institutional control and there may not be a great deal of value added to the governance structure by retaining this committee. Mrs. Buchanon agreed and indicated issues which come before the Athletic Committee have included Ohio Valley Conference (OVC) agreements, the NCAA recertification process and Academic Progress Rate (APR) scores. Mr. Adams reported when new coaches are hired a Board member has served on the search committee but traditionally the Athletic Committee has not been actively involved in the hiring process. Chair Curris believes Board consensus is an Athletic Committee is not absolutely necessary and any issue which would normally come before the Board through this committee could instead be included on the full meeting agenda. If an issue rises to a level which requires Board action an ad hoc committee could then be appointed to address that specific circumstance.

- Chair Curris reported the Development/Investments Committee appears to receive reports and Dr. Dunn indicated that to be the case but more so with regard to development issues. Bob Jackson, Associate Vice President for Institutional Advancement, generally provides an update on the comprehensive campaign and major gifts to the Development/Investments Committee and this report would continue to be provided to the Board whether it is presented through the President's Report or as a stand-alone agenda item. There has not been a great deal of decision making with regard to the Development/Investments Committee because the lead role in this endeavor has been undertaken by the MSU Foundation in terms of funding the capital campaign and key decision making. Mr. Denton confirmed investment decisions have not been processed through the University system for a number of years and two Board members serve as representatives to the Investment Committee of the Foundation which allows for Board involvement in investment issues. Mr. Williams stated there are four committees – Finance, Audit, Development/ Investments and Buildings and Grounds – that are frequently merged in some fashion and these committees could easily be reduced to two.
- Chair Curris reported the International Relations Committee has met infrequently over the past two years and inquired whether the University's involvement internationally falls under academic affairs. Dr. Dunn indicated the International Relations Committee could easily be combined with the Academic Affairs Committee and while the committee was involved in restructuring tuition pricing for international students, if such a topic arose another committee could be assigned to address such issues.
- Typically the members of the Governmental Relations committee are also asked to participate in lobbying visits but in the future this work could be handled through an appointment process – which could prove to be more beneficial depending on the particular legislative visits scheduled.
- Dr. Thornton indicated governmental relations could be considered part of public relations and might include marketing and external affairs. Chair Curris agreed many Boards have a committee in place to address public affairs issues – which includes governmental relations – and inquired whether this would represent a valid approach to be undertaken at MSU. Mrs. Guess stated it is always desirable to place the University in a position which serves the interests of the institution – whether it is government or public relations – and the Board would be acting wisely to take this duty seriously. A graduate of Murray State who is now working in Washington, DC, recently indicated the University could do more in the area of governmental relations and it would be wise to utilize such a committee as part of the University's strategy. Consensus was reached that it would be worthwhile for the Board to consider implementing a committee tasked with handling public affairs, including international and governmental relations issues.
- Dr. Dunn confirmed the Equal Opportunity/Affirmative Action Committee has not met since he became President because there has also not been an issue with a substantive decision element to be brought before the committee. Veteran Regents are aware there will likely be issues to come before this committee because the Commonwealth of Kentucky is moving toward diversity planning for higher education. The CPE is close to approving a statewide Diversity Policy which will come to the campuses to develop and adopt a Diversity Plan for each institution. There may be issues which will arise over the course of the next year which would be appropriate for the Equal Opportunity/ Affirmative Action Committee to address. Affirmative action issues which arise for adjudication are handled through a standing committee as part of the University governance structure and only on appeal would the issue be presented to the Board for action. As the process which will be utilized by the state is better understood the Board could then decide whether to address these issues by appointing an ad hoc committee. Dr. Thornton is not trying to overload the governmental relations/marketing/external relations/public affairs committee, but one thought would be since there are occasional issues which come before this committee it could be merged with another committee addressing governmental affairs and public relations, with the understanding if an unusual issue arises the Board could utilize a task force to investigate (with reporting provided through the governmental relations/public affairs committee).
- Mr. Williams suggested combining the Development/Investments and Finance committees; Audit and Buildings and Grounds committees; Academic Affairs, International Relations and Outreach committees; Faculty/Staff Affairs and Student Life committees; and Public Affairs, Governmental Relations and Diversity Planning which would result in five robust committees. Chair Curris is hesitant to combine the Audit Committee with another committee in the sense there are particular responsibilities attached to an audit committee. The Board reached consensus

that the Audit Committee should remain as a stand-alone committee. Dr. Dunn added the Board has previously discussed thinking in terms of some Form 990 actions and may want to start preparing for those actions. Mr. Williams agreed indicating the Audit Committee would be the appropriate committee to handle all compliance requirements and responsibilities. Dr. Thornton suggested this could be one committee of the whole because risk factor issues are the entire Board's responsibility.

- Mr. Adams stated with regard to the MSU Foundation two ex-officio BOR members serve on this Board and in the past the Chair of the Board elected to serve and appointed one other ex-officio member – and he has served in this capacity for a number of years. In consideration of Mr. Waterfield's experience on the Board of Trustees, Mr. Adams will relinquish this appointment if Mr. Waterfield desires to serve as an ex-officio member of the MSU Foundation.
- In response to a Regent question Dr. Dunn reported the Board NCAA Liaison has been utilized when a member of the Board of Regents needed to interface with athletics, including events such as the search process to hire a new head coach, a delegate attending the national convention or having representation on the Recertification Committee. There is not a large portfolio of work to be undertaken by this committee but when the University must undertake the recertification process again (in five years) consideration might be given to making a special appointment.
- Chair Curris will compile thoughts expressed today regarding the Board of Regents committee structure and distribute a suggested (interim) list of committees to all Regents for review and comment. It is desirable to review how this grouping might work over an interim period with the understanding that in six months the Board will have more experience in regard to how these committees function and could then decide on permanent changes. Consensus was reached this is how the Board shall proceed.

With regard to regular quarterly meetings, Chair Curris indicated a format has been established which allows individuals to address the Board by providing a specific amount of time at the beginning of the meeting (30 minutes maximum) to address the group (with each person being limited to five minutes). Dr. Dunn reported generally no more than three to four individuals have requested to speak during any given Board meeting – unless there is a controversial issue taking place within the University community. Mrs. Buchanon indicated the Public Participation portion of the meeting has served the Board well and was initiated after Dr. Dunn became President and Mr. Stout became Chair. Dr. Dunn reported the Public Participation portion of the meetings was not created through Board policy action and no Board action would be required to eliminate this portion of the meeting. A set of guidelines are provided at each quarterly meeting – along with a sign-in sheet which is provided to the Chair who calls on the individuals in the order in which they signed up to provide testimony – but this process can be changed at the will of the Board. It was agreed if there is a particularly controversial issue the Board will have the discretion of whether to allow additional time for public participation – whether it be at the beginning of the meeting or scheduled one hour prior to the quarterly meeting. Consensus was reached the Board should continue to provide the public with the opportunity to address the Regents through the Public Participation portion of the quarterly meetings.

Chair Curris reported during the quarterly Board meeting a segment of the University (chosen by the President) makes a presentation. Dr. Dunn indicated an attempt is made to structure the "Spotlight" portion of the meeting in such as way so that it highlights administrative units across campus – especially if there is a particular issue which is current and involves an individual unit – in an effort to provide that group with an opportunity to address the Board. There are also instances when a unit is simply chosen to make a presentation for informational purposes. The Spotlight portion of the Board meeting also calls attention to areas where there has been featured activity or work undertaken – perhaps in an area where a Board member has expressed interest. Individuals or groups that are asked to speak are also asked to limit their remarks to 5-7 minutes but it has always been a challenge adhering to this time limit. These units take a great deal of pride in making a presentation to the BOR. When the practice was first started Dr. Dunn was apologetic to the administrators being asked to prepare these presentations because their agendas were already full and they did not need an additional project. He was pleased to report that literally "down to a person and office" these individuals enjoy the opportunity and take pride in making a presentation to the Board to provide information on their respective unit. Chair Curris indicated it is important for all segments within the University community to know the Board understands and values they work they are undertaking. Consensus was reached by the Board that the Public Participation portion of the meeting should be continued – especially if there are current issues relevant to a particular unit. The Spotlight segment will be included on the agenda for each quarterly meeting but the President has been provided with the discretion of determining whether the agenda will allow time for the Spotlight feature. Dr. Dunn will provide the Board with a list of areas or units which would potentially be selected to make a presentation based on individual Board member's areas of interest.

Chair Curris indicated through committee reports the Board periodically receives valuable information from the Faculty, Staff and Student regents. These reports are usually less than five minutes in length unless they involved a major issue. Consensus was reached that the Board feels comfortable asking the faculty, staff and student regents to provide an update report at each quarterly Board meeting. Dr. Dunn stated presently each committee is called upon during the Plenary Session and if that committee did not meet during the morning session the Chair would then provide an update on activities being undertaken by a particular constituency. Because the committee structure will likely change it is wise to build these reports into the meeting agenda.

The 2010-11 Quarterly Meeting dates for the Murray State University Board of Regents were reaffirmed as follows:

Friday, September 17, 2010
Friday, December 10, 2010
Friday, February 25, 2011
Friday, May 20, 2011

Chair Curris indicated the evening prior to the December Board meeting is traditionally when President Dunn and his wife, Ronda, host the Board for a holiday dinner where the spouses/ guests of Board members are invited to attend. Dr. Dunn will inform Board members when/if this dinner will be scheduled as soon as the final determination has been made.
The Board of Regents Annual Planning Retreat/Work Session was scheduled for Saturday, February 26, 2011, with the meeting time and location to be determined at a later date.
Mrs. Hunt Lovett will email Regents with the quarterly meeting and Retreat dates.

Chair Curris reported the CPE Governor's Postsecondary Education Trusteeship Conference will be held on September 12-13, 2010, at Northern Kentucky University and while there is no requirement for Regents to attend, it would be especially beneficial for new Regents to participate in the event. Dr. Dunn indicated there has been good Regent attendance at this conference. Veteran Board members agreed the breakout sessions are particularly beneficial and overall the event provides an excellent opportunity for the BOR to meet individuals serving on other university boards. Confirmation was provided the breakout sessions would be offered and the afternoon session on September 13 would be a Cost Containment Summit. Regents were asked to let Mrs. Hunt Lovett know if they would like to attend the Governor's Conference so she can register them for the conference and make hotel reservations.

Chair Curris reported the University is a member of the Association of Governing Boards (AGB) and inquired whether members have traditionally attended the annual conference held in the spring. Dr. Dunn indicated the Board has not typically attended this conference and Mr. Adams stated he planned to attend one year ago but cancelled his plans because University funding was being cut at that time. The Board reached consensus this issue would be discussed later in greater detail to determine whether it would be beneficial for a representative group of Regents to attend the AGB Conference.

Adjournment

There being no further business before the Board, Mr. Williams moved that the special Board of Regents meeting adjourn. Mrs. Buchanon seconded and the motion carried. Adjournment was at 12:25 p.m.

Chair

Secretary

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