

Lincoln University Board of Trustees  
Regular Meeting  
Saturday, September 15, 2018

**MINUTES**

A regular meeting of the Lincoln University Board of Trustees was held on Saturday, September 15, 2018 in the International Cultural Center Board Room on the main campus. Chairlady Theresa R. Braswell called the meeting to order at 9:00 AM Eastern. Trustee Rev. Dr. Frances E. Paul, Assistant Secretary to the Board, led the group in prayer. Trustee Rachel E. Branson, Esq., Secretary to the Board of Trustees, called roll.

Trustees present: Chairlady Theresa R. Braswell; President Brenda A. Allen; Mr. Robert A. Allen; Robert L. Archie, Esq.; Rachel E. Branson, Esq.; Mr. Gerald Bruce; Mr. Mack A. Cauthen (Dial-in); Ms. Terri Dean; Ms. Dawn Holden Woods; Mr. Dimitrius M. Hutcherson (Dial-in); Mr. James W. Jordan; Ms. Kimberly A. Lloyd; Ms. Stephanie Mays Boyd; Mr. Jabir McKnight; Honorable Nathaniel Nichols; Mr. Noe Ortega (Dial-in); Rev. Dr. Frances E. Paul; Mr. Kenneth A. Poole; Ms. Sandra F. Simmons; Mr. James G. O. Sumner; Dr. Deborah C. Thomas; Mr. Kevin E. Vaughan; Mr. Joseph W. Williams, Jr. Emeritus Trustee, Dr. Walter D. Chambers; Faculty Representative, Professor Sophia Sotilleo. ***A quorum was satisfied.***

Trustees excused: Dr. William E. Bennett; Dr. Theodore Robb; Mr. William Robinson; Dr. Kenneth Sadler; Honorable W. Curtis Thomas, Honorable Harry Lewis.

**MINUTES**

The Board of Trustees approved the draft meeting minutes from the Annual Board Meeting held April 21, 2018 and the Special Meeting held July 28, 2018.

**PUBLIC COMMENT**

No one signed up for public comment.

**CHAIRLADY'S REPORT**

Chairlady Braswell greeted and thanked the Trustees for their service to the University and to the Board. Chairlady Braswell acknowledged that the University is a member of the Association of Governing Boards of Universities and Colleges (AGB), and read "About AGB" from the agb.org website to inform board members that the Board acknowledges the use AGB as an authority for best practices relating to governance in higher education. Information on the Passageway OnBoard program for management of board materials was also provided. Chairlady Braswell indicated that 24 board members were present at the Board Retreat in April and that AGB was engaged for the Retreat to assist the board with enhancing effectiveness and identifying priorities. Materials were reviewed and exercises were completed resulting in the identification of board priorities that were presented to Trustees at the follow-up workshop held on July 28, 2018 after the Special Meeting.

Chairlady Braswell sent a follow-up communication to all Trustees following the Special Meeting outlining the identified board priorities:

- Increase knowledge of Lincoln's financial health and sustainability/strengthen fundraising efforts;
- Shared governance (Board/CEO/Faculty); roles and responsibilities; and
- Establish guidelines to inform Board regarding volatility/risks.

The Chairlady's report was accepted.

### **PRESIDENT'S REPORT**

President Allen provided her quarterly report to the Board that included updates on enrollment, housing, and staffing, Lincoln's self-study draft required by the Middle States Commission on Higher Education (MSCHE), the finalized strategic plan, results from a survey on employers expectations of college graduates, the restructure of the Academic Affairs division, a planned project on curriculum coherency, Transition and New Student Orientation Week, the Faculty/Staff Institute, the Faculty Conference, a \$500,000 grant awarded to Lincoln from the Mellon Foundation, and notable events in which she participated since the annual board meeting in April.

The President's report was accepted.

### **TREASURER'S REPORT**

Mr. Charles Gradowski, Vice President for Fiscal Affairs and Treasurer, presented the Treasurer's Report with updates through July 31, 2018 to the Board. Mr. Gradowski addressed questions from Trustees concerning the University's line of credit, the average endowment scholarship, and the status of the energy savings project. Trustee Archie made an inquiry regarding the University's affiliation with Agrimed Industries LLC, a Delaware limited liability company and one of the twelve companies licensed to cultivate and produce cannabis-derived medicines as specified under Pennsylvania's Medical Marijuana Act (Act 16 of 2016). Provost and Vice President for Academic Affairs, Dr. Patricia Ramsey responded indicating that the University has a Memorandum of Understanding with the company that includes opportunities for research, endowed professorships, as well as scholarships and internships for Lincoln University students.

The Treasurer's Report was accepted.

### **CONFLICT OF INTEREST STATEMENT**

Chairlady Braswell read the Conflict of Interest from the Bylaws of the Lincoln University Board of Trustees at the meeting.

## **STANDING COMMITTEES**

### **AD HOC BYLAWS COMMITTEE**

Trustee Dr. Deborah C. Thomas, Parliamentarian and Committee Chair announced that the Ad Hoc Bylaws Committee unanimously agreed to recommend 17 proposed amendments to the Bylaws of the Lincoln University Board of Trustees as reflected in the following eight (8) resolutions.

Trustee Thomas presented the Proposed Amendments to the Bylaws, Article II, Section 1 to the Board as follows:

#### **DRAFT RESOLUTION - PROPOSED AMENDMENT TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION, ARTICLE II, SECTION 1**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article II, Section 1 of the Bylaws, Powers of the Board, provides that “The entire management, control and conduct of the instructional, administrative, and financial affairs of the University shall be vested in the Board of Trustees;” and

**WHEREAS**, Standard VII of the Middle States Commission on Higher Education, addresses Governance, Leadership and Administration (“Standard VII”). The standard requires that the institution be governed and administered such that it can achieve its mission. The criteria used to judge the standard include clear articulation and transparency regarding roles and responsibilities relative to decision making by each constituency (Board, Administration, Faculty, Students). The criteria further require that neither the governing body nor its individual members interferes in the day-to-day operations of the institution and that the governing bodies role is clearly one at the policy level. Additionally, the criteria require that the CEO has the authority and autonomy required to fulfill the responsibilities of the position; and

**WHEREAS**, based on Standard VII, the primary role of the Board of Trustees is of oversight and policy; and

**WHEREAS**, the Board of Trustees approves the following amendment to the Bylaws to reflect the primary role of the Board of Trustees in adherence with Standard VII; therefore, be it

**RESOLVED**, that Article II, Section 1 is amended (in part) and restated to read as follows:

Oversight of the instructional, administrative, and financial affairs of the University shall be vested in the Board of Trustees; and

**BE IT FURTHER RESOLVED**, that the remaining sections of Article II, Section 1 remain as stated in the February 12, 2011 amended Bylaws.

Ad Hoc Bylaws Committee Chair, Trustee Thomas made a motion to approve the Proposed Amendments to the Bylaws, Article II, Section 1. Chairlady Braswell called for a voice vote on the motion to approve the Proposed Amendments to the Bylaws, Article II, Section 1; however, a two-thirds majority was not easily discernable.

Chairlady Braswell directed Trustee Branson to conduct a roll call vote resulting as follows:

FAVOR: 3                      OPPOSED: 16

Motion failed. Article II, Section 1 of the Bylaws shall stand unchanged and remain as stated in the February 12, 2011 amended Bylaws.

Trustee Thomas presented the Proposed Amendments to the Bylaws, Article II, Section 2G to the Board as follows:

**DRAFT RESOLUTION - PROPOSED AMENDMENTS TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION, ARTICLE II, SECTION 2G**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article II, Section 2G of the Bylaws, Number, Appointment and Election of Trustees, provides that “If immediately prior to the expiration of a term a Trustee shall have served as such for a period of eight or more consecutive years, such Trustee shall not be eligible for re-election as a Trustee in the same category until the annual meeting following the annual meeting at which the prior term expired; provided, however, that the provisions of this sentence shall not apply to any Trustee who is serving at the time the provisions of this sentence would otherwise apply as the Chairman; Vice Chairman or Secretary of the Board;” and

**WHEREAS**, the current language of Article II, Section 2G suggests that a Trustee could serve more than eight years. A Trustee’s term shall be four years with the opportunity for reappointment for an additional four years. A Trustee cannot serve more than two consecutive terms without a year’s rotation off the Board. To serve more than eight consecutive years is in violation of Section 404(c) of the enabling statute which states that trustees shall serve four-year terms; therefore, be it

**RESOLVED**, that after the removal of Section 2G, Article II, Section 2H will be renumbered as Article II Section 2G, the Board of Trustees approves the removal of Section 2G from Article II from the February 12, 2011 amended Bylaws.

Discussion ensued regarding specific language in the proposed amendment. Trustee Archie made a motion which was properly seconded by Trustee Jordan to amend the Proposed Amendments to the Bylaws, Article II, Section 2G to strike the following language from the resolution:

*...provided, however, that the provisions of this sentence shall not apply to any Trustee who is serving at the time the provisions of this sentence would otherwise apply as the Chairman; Vice Chairman or Secretary of the Board.*

Chairlady Braswell called for a voice vote on the Proposed Amendments to the Bylaws, Article II, Section 2G, as amended, with the following results:

FAVOR: 18 OPPOSED: 1

Motion approved.

The Board approved resolution for the Proposed Amendments to the Bylaws of Lincoln University of the Commonwealth System of Higher Education, Article II, Section 2G, as amended, follows:

**PROPOSED AMENDMENTS TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION, ARTICLE II, SECTION 2G** **RES583\_091518**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article II, Section 2G of the Bylaws, Number, Appointment and Election of Trustees provides that, “If immediately prior to the expiration of a term a Trustee shall have served as such for a period of eight or more consecutive years, such Trustee shall not be eligible for re-election as a Trustee in the same category until the annual meeting following the annual meeting at which the prior term expired; provided, however, that the provisions of this sentence shall not apply to any Trustee who is serving at the time the provisions of this sentence would otherwise apply as the Chairman; Vice Chairman or Secretary of the Board;” and

**WHEREAS**, the current language of Article II, Section 2G suggests that a trustee could serve more than eight years. A trustee’s term shall be four years with the opportunity for reappointment for an additional four years. A trustee cannot serve more than two consecutive terms without a year’s rotation off the Board. To serve more than eight consecutive years is in violation of Section 404(c) of the enabling statute which states that trustees shall serve four-year terms; therefore, be it

**RESOLVED**, the Board of Trustees approves the Proposed Amendment to Section 2G, Article II, as amended, as follows:

*If immediately prior to the expiration of a term a Trustee shall have served as such for a period of eight or more consecutive years, such Trustee shall not be eligible for re-election as a Trustee in the same category until the annual meeting following the annual meeting at which the prior term expired.*

Trustee Thomas presented the Proposed Amendments to the Bylaws, Article III to the Board as follows:

**DRAFT RESOLUTION - PROPOSED AMENDMENTS TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION, ARTICLE III MEETINGS OF THE BOARD**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the "Bylaws"); and

**WHEREAS**, Article III, Meetings of the Board includes 14 Sections; and

**WHEREAS**, the Current language in the bylaws does not address the trustee's adherence to ethics by trustees when executing roles and responsibilities associated with Board business; and

**WHEREAS**, the Board of Trustees approves the following amendment to the Bylaws to reflect the addition of new language in Article III to include Trustees commitment to ethical conduct; therefore, be it

**RESOLVED**, that Article III is amended to add a new Section 9 as follows:

In fulfilling the duties of Trustee, each member of the Board of Trustees shall sign a Code of Ethical Conduct to indicate a commitment to ethical behavior in the execution of trustee responsibilities; and be it

**FURTHER RESOLVED**, that after the insertion of the new Section 9 to Article III of the Bylaws, the remaining sections of Article III will be renumbered and contain 15 sections instead of the current 14 as stated in the February 12, 2011 amended Bylaws.

After discussion on Trustee Lloyd made a motion, which was properly seconded by Trustee Paul, for a friendly amendment to incorporate the following language in the Proposed Amendments to the Bylaws, Article III.

"as provided by the Association of Governing Boards (AGB)"

Motion approved for friendly amendment by unanimous vote.

A motion was made and properly seconded to approve the resolution of the Proposed Amendments to the Bylaws, Article III, as amended.



Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article IV, Section 4, Treasurer provides that, “The Treasurer shall be responsible for the safekeeping of the funds and securities belonging to the University and the record thereof. Subject to the approval of the Board, the Treasurer may deposit, withdraw, exchange, sell, collect, invest, deliver, transfer or otherwise acquire, sell or dispose of securities, cash or other personal property for and on behalf of the University, and execute all stock powers and other documents necessary to make effective the foregoing authority. The Treasurer may keep the securities in a safe deposit vault or may contract with a responsible bank or trust company to act as custodian for safekeeping such securities. The Treasurer shall make a report at each regular meeting of the Board;” and

**WHEREAS**, the Board of Trustees does not maintain a treasury and does not elect a treasurer at its annual meetings; therefore, the identification of a treasurer as an officer of the Board is inappropriate. Since the duties delineated in this section are administrative, it is more appropriate for the functions to be listed in Section 6. Officers of the University; therefore, be it

**RESOLVED**, that the Board of Trustees approves the removal of Article IV, Section 4 to Article VI, Section 3C as follows:

The Business and Financial Vice President shall be responsible for the safekeeping of the funds and securities belonging to the University and the record thereof. Subject to the approval of the Board, the Business and Financial Vice President may deposit, withdraw, exchange, sell, collect, invest, deliver, transfer or otherwise acquire, sell or dispose of securities, cash or other personal property for and on behalf of the University, and execute all stock powers and other documents necessary to make effective the foregoing authority. The Business and Financial Vice President may keep the securities in a safe deposit vault or may contract with a responsible bank or trust company to act as custodian for safekeeping such securities. A report shall be given at each regular meeting of the Board; and be it

**FURTHER RESOLVED**, that the Board of Trustees approves the amendment to Article VI, as follows:

The Business and Financial Vice President shall file with the Board’s Secretary a bond for the faithful performance of all duties in such sum as shall be fixed by the Board, with a responsible surety company approved by the Board, the premium on the bond to be paid by the University; and be it

**FURTHER RESOLVED**, that after the removal of Article IV, Section 4, Section 5 of Article IV will be renumbered as Article IV, Section 4 Secretary; and be it;

**FURTHER RESOLVED**, that the remainder of content in Articles IV and VI shall be maintained per the February 12, 2011 amended Bylaws.

Committee Chair, Trustee Deborah Thomas made a motion to approve the Proposed Amendments to the Bylaws, Article IV Officers of the Board and Article VI Officers of the University.

Motion approved by unanimous vote.

Trustee Thomas presented the Proposed Amendments to the Bylaws, Article V, Section 1A as follows:

**PROPOSED AMENDMENTS TO THE BYLAWS** **RES586\_091518**  
**OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM**  
**OF HIGHER EDUCATION, ARTICLE V, SECTION 1A**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article V, Section 1A, provides that, “The committees of the Board shall consist of an Executive Committee, a Business Affairs Committee, and Educational Policy and Academic Affairs Committee, a Planning and Development Committee, a Buildings and Property Committee, a Committee on Trustees, Degrees and Nominations, a Student Affairs Committee, an External Affairs Committee, an Evaluations Committee, an Audit Committee, a Technology and Library Committee, and an Investment Committee, and such other committees and subcommittees as the Board may from time to time find necessary and desirable;” and

**WHEREAS**, Article V, Section 1A, also provides that, “The Chair and membership of each committee established shall be appointed by the Chair of the Board subject to the approval of the Board unless otherwise provided in these Bylaws. Non-Board members may be appointed to serve on any Committee of the Board of Trustees;” and

**WHEREAS**, an opportunity exists to engage faculty as stakeholders to serve as an additional resource to the Lincoln University Board of Trustees in the execution of the University’s mission, goals, and objectives; therefore, be it

**RESOLVED**, the Board of Trustees approves an amended to Article V, Section 1A to remove the statement, “Non-Board members may be appointed to serve on any Committee of the Board of Trustees” and to replace language from the February 12, 2011 amended Bylaws with the following language, “Non-Board members from the specific faculty committees may be appointed to serve on any Committee of the Board of Trustees;” and be it

**FURTHER RESOLVED**, the Board of Trustees approves the following amendment to the February 12, 2011 amended Bylaws:

The committees of the Board shall consist of an Executive Committee, a Business Affairs Committee, Educational Policy and Academic Affairs Committee, a Planning and Development Committee, a Buildings and Property Committee, a Committee on Trustees, Degrees and Nominations, a Student Affairs Committee, an Evaluations Committee, an Audit Committee, and an Investment Committee, and such other committees and subcommittees as the Board may from time to time find necessary and desirable. The Chair and membership of each committee established shall be appointed by the Chair of the Board subject to the approval of the Board unless otherwise provided in these Bylaws. Non-Board members from the specific faculty committees may be appointed to serve on any Committee of the Board of Trustees. Membership on all standing committees shall be for a term of one year or until the next annual meeting, whichever first occurs. The Chair of the Board and the President of the University shall be ex-officio members of all committees of the Board which are established and shall have the right to vote at all meetings of the committees, except that the President shall not be an ex-officio member of the Evaluations Committee.

Committee Chair, Trustee Deborah Thomas made a motion to approve the Proposed Amendments to the Bylaws, Article V, Section 1A.

Motion approved by unanimous vote.

Trustee Thomas presented Proposed Amendments to the Bylaws, Article V, Section 6B as follows:

**DRAFT RESOLUTION - PROPOSED AMENDMENTS TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION, ARTICLE V, SECTION 6B**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

**WHEREAS**, Article V, Section 6B, provides that, “Except for the appointment or termination of the President, The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the University. The Executive Committee shall also have the authority to establish subcommittees and shall report the same to the Board at its next scheduled meeting;” and

**WHEREAS**, to be in compliance with Standard VII of Middle States, it is important to distinguish Board roles from those of administration. Descriptions of committee functions that appear managerial and operational will place the university in compliance jeopardy; therefore, be it





**FURTHER RESOLVED**, that the Board of Trustees approves an amendment to Article V to merge the Information Technology and Library Committee (Section 16) under the purview of the Educational Policy and Academic Affairs Committee (Section 8), to remove the separate Committee on Information Technology and Library from Article V, Sections 1A, and 16, and to renumber Article V, Section 8 of the February 12, 2011 amended Bylaws.

Trustee Thomas made a motion to approve the Proposed Amendments to the Bylaws, Article V, Section 8, 12, 13, and 16.

Chairlady Braswell called for a voice vote on the motion to approve the Proposed Amendments to the Bylaws, Article V, Section 8, 12, 13, and 16.

Motion approved by unanimous vote.

Trustee Thomas presented Proposed Amendments to the Bylaws, Article V, Sections 12 as follows:

**PROPOSED AMENDMENT TO THE BY-LAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION ARTICLE V, SECTION 12** **RES589\_091518**

**WHEREAS**, the Lincoln University Board of Trustees appointed an Ad Hoc By-laws Committee to review the By-laws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on July 1, 2014 and on February 12, 2011 in its entirety (the “By-laws”); and

**WHEREAS**, Article V, Section 12C, as amended, provides that, the Planning and Development Committee, “shall also be responsible for supervising fund-raising activities;” and

**WHEREAS**, in compliance with Standard VII of Middle States, it is important to distinguish Board roles from those of administration. Descriptions of committee functions that appear managerial and operational will place the university in compliance jeopardy; therefore, be it

**RESOLVED**, that the Board of Trustees approves an amendment to modify Article V, Section 12, as follows:

- C. The Committee shall also be responsible for oversight and governance related to the general maintenance and operations of the University’s African museum; and be it
- D. The Committee shall serve in an advisory capacity to the public relations staff of the University. The Committee shall also have responsibility for making public relations policies, and the Board shall have final authority to review and approve such recommendations.

- E. The Committee shall have the responsibility, in collaboration with the University's Development Officer, to plan and expand special programs. The Committee shall also have the responsibility of assisting the University administration in establishing and maintaining good relations between the University and the Commonwealth of Pennsylvania, the federal government, and local governmental and community groups and institutions.

**FURTHER RESOLVED**, that after the amendments to Article V, Section 12, the remaining subsections of Article V, Section 12 will be renumbered and otherwise remain as stated in the February 12, 2011 amended By-laws.

Trustee Thomas made a motion to approve the Proposed Amendments to the Bylaws, Article V, Section 12.

Chairlady Braswell called for a voice vote on the motion to approve the Proposed Amendments to the Bylaws, Article V, Section 12.

Motion approved by unanimous vote.

#### PLANNING AND DEVELOPMENT / EXTERNAL AFFAIRS COMMITTEES

Trustee Rev. Dr. Frances E. Paul, Chair of the Planning and Development Committee, introduced Dr. Mellissia Zanjani who discussed scholarships, the need for an Institutionally-Related Foundation, plans for fundraising going, and highlighted the need for assistance from Trustees in fundraising efforts. Trustee Paul reviewed the minutes of the August 27, 2018 meeting and presented the following resolutions for to the Board for approval.

#### **INVESTIGATION AND FORMATION OF A SEPARATE INSTITUTIONALLY RELATED, 501 C-3 CHARITABLE FOUNDATION** **RES590\_091518**

**WHEREAS**, Lincoln University is committed to the pursuit of private support involving affluent and affluent citizens in lessening its dependence on government appropriations; and

**WHEREAS**, Lincoln University is prepared to assume higher risks and benefits in its investments, to attract gifts of unrestricted funds, and to turn down unwanted gifts; and

**WHEREAS**, Lincoln University recognizes that proper gift oversight, effective control over donor and public funds, and control of the growth of its fund-raising expense is essential to its independent sustainability; and

**WHEREAS**, the financial stability of Lincoln University is contingent upon reaching its financial and strategic goals; and

**WHEREAS**, Lincoln University recognizes that a separate 501(c)3 charitable foundation would ensure proper management of contributions, prevent comingling of donor and public funds, and provide continuity of function through separation; and

**WHEREAS**, the Lincoln University Board of Trustees wishes to authorize the investigation and formation of an Institutionally Related Foundations (IRFs) separate 501 C-3 charitable foundation to receive, administer, and invest philanthropic and charitable donations on behalf of Lincoln University; *therefore, be it:*

**RESOLVED**, the Lincoln University Board of Trustees hereby authorizes the investigation and formation of a separate, institutionally related, 501 C-3 charitable, foundation for the oversight of its financial gifts, donations, and contributions.

A motion was made and properly seconded to approve the resolution.

Motion approved by unanimous vote.

Trustee Paul emphasized Trustee stewardship in supporting the University's fundraising efforts and encouraged Trustee giving.

#### TRUSTEES, DEGREES, AND NOMINATIONS COMMITTEE

Trustee Sandra Simmons, Chair of the Trustees, Degrees, and Nominations Committee reviewed the minutes of the August 21, 2018 meeting and presented the following resolutions for to the Board for approval.

#### **APPOINTMENT OF STUDENT REPRESENTATIVE**

**RES591\_091518**

**Mr. Jabir McKnight**

**WHEREAS**, Article I, Section 2D of the Lincoln University By-Laws (Revised November 20,1999) provides that one of the eighteen University Trustees shall be a student representative who shall serve for a term of one year; and

**WHEREAS**, By Resolution dated February 19, 2000, the Board of Trustees approved the Student Government Association (SGA) process of determining the student representative to the Board of Trustees; and

**WHEREAS**, the process approved provides, pursuant to the Constitution of the SGA, that the SGA President will be the student representative to the Board of Trustees; now, therefore be it

**RESOLVED**, that, **Mr. Jabir McKnight** is hereby appointed Student Representative to the Board of Trustees in his capacity as President of the SGA, for a term expiring on June, 2019.

A motion was made and properly seconded to approve the resolution.

Motion approved by unanimous vote.

The Chairlady acknowledged Mr. McKnight's appointment and provided an opportunity for Trustee McKnight to introduce himself to the Board.

**APPOINTMENT OF UNIVERSITY TRUSTEE**  
**Mr. Henry M. Lancaster, II '76**

**RES592\_091518**

**WHEREAS**, Article VI, Section 11, of the Lincoln University By-Laws sets forth the functions of the Committee on Trustees, Degrees and Nominations; and

**WHEREAS**, The Committee on Trustees, Degrees, and Nominations has made its recommendation for the appointment of one (1) University Trustee to serve in accordance with Article II, Section 2(D) of the University By-Laws; now therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees hereby approves the recommendation of the Committee on Trustees, Degrees and Nominations for the appointment of **Mr. Henry M. Lancaster, II '76** as University Trustee to serve in accordance with Article II, Section 2(D) of the University By-Laws through for a term of four years expiring on September 2022.

A motion was made and properly seconded to approve the resolution.

Motion approved by unanimous vote.

Committee Chair, Trustee Sandra Simmons, reviewed minutes from the Trustees, Degrees, and Nominations Committee meeting held August 21, 2108 including discussion regarding faculty recommendations for honorary degrees, criteria for nominating candidates to the Committee for Trustee appointment to Lincoln's board, Lincoln nominees to the Board of the Barnes Foundation, and discussions regarding the role of Emeritus Trustees to the Ad Hoc Bylaws Committee. Chairlady Braswell confirmed that Emeritus Trustees would be invited to participate in the Ad Hoc Bylaws Committee meetings to discuss the role of Emeritus Trustees on the Board.

**CONSENT AGENDA**

The Chairs of the remaining Committees of the Lincoln University Board of Trustees reported on their respective meetings.

**EXECUTIVE SESSION**

Chairlady Braswell convened an executive session to review minutes from the Evaluations Committee and the Buildings and Property meetings. The Board meeting resumed after two consecutive sessions of thirty (30) minutes each.

**ADJOURNMENT**

There being no further business, Chairlady Braswell adjourned the meeting at 1:48 pm.