

Lincoln University Board of Trustees  
Regular Meeting  
Saturday, November 17, 2018

**MINUTES**

A regular meeting of the Lincoln University Board of Trustees was held on Saturday, November 17, 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; Ms. Terri Dean; Mr. Dimitrius M. Hutcherson; Mr. James W. Jordan (Dial-in); Mr. Henry Lancaster; Ms. Kimberly A. Lloyd (Dial-in); Ms. Stephanie Mays Boyd; Mr. Jabir McKnight; 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; Honorable W. Curtis Thomas; Mr. Kevin E. Vaughan; Mr. Joseph W. Williams, Jr. Faculty Representative, Professor Sophia Sotilleo. ***A quorum was satisfied.***

Trustees excused: Ms. Dawn Holden Woods; Honorable Harry Lewis; Honorable Nathaniel Nichols; Emeritus Trustees: Dr. William E. Bennett; Dr. Walter D. Chambers; Dr. Theodore Robb; Dr. Kenneth Sadler.

**MINUTES**

The Board of Trustees approved the draft meeting minutes from the Regular Board Meeting held September 15, 2018.

**PUBLIC COMMENT**

An individual scheduled to address the board was not present for the meeting; therefore, no public comment took place at the meeting.

**CHAIRLADY'S REPORT**

Chairlady Braswell announced that the Honorable W. Curtis Thomas and the Honorable Nathaniel Nichols had recently retired from their government positions and subsequently resigned from the Board as well. Additionally, Vice Chair, Ms. Terri Dean's term on the board expired and this meeting would be her last meeting as a Trustee. Ms. Dean indicated that it was an honor to serve on Lincoln University's Board of Trustees. She added that the Mt. Zion Baptist Church in Germantown hosts the Lincoln Concert Choir annually and presented a \$2,500 check from the Church intended for students with high GPAs who need additional funding.

Chairlady Braswell introduced new University Trustee Henry Lancaster who provided a brief overview of his experience and expertise to the group. Afterwards, Chairlady Braswell read aloud the condensed version of the Lincoln University Conflict of Interest Statement at the meeting.

In addition, Chairlady Braswell discussed a workshop she attended sponsored by the Association of Governing Boards (AGB) on new business models for higher education. Highlights of the workshop included:

- The need for a new business model in higher education.
- The shift in major industries in financial crisis; e.g., healthcare, technology, publishing.
- Moody's downgrade of higher education from stable to negative.
- Higher education expected to be the next industry to experience a hard fall with many failures and pitfalls.
- Importance of customer service as an admission advantage.

## **PRESIDENT'S REPORT**

President Allen presented her quarterly report to the Board of Trustees. The President's Quarterly Report provided an update on the University's self-study for accreditation through the Middle States Commission on Higher Education (MSCHE) that included activity to date and planning for the MSCHE's site visit to Lincoln.

Dr. Allen provided information on faculty and student governance highlighting the Faculty Bylaws and Collective Bargaining Agreement negotiations as well as review of the Student Handbook. As part of the governance discussion portion of the report, the president provided Trustees with a copy of the AGB booklet, *An Anatomy of Good Board Governance in Higher Education*.

President Allen provided an update on the strategic plan: "Reimagining the Legacy: Learn. Liberate. Lead and the goals of liberal arts at Lincoln University. Dr. Allen expanded on how the goals of the strategic plan will develop the skills that employers want in recent college graduates. The president elaborated on current "top jobs" and, how a liberal arts education prepares students to succeed in any career they pursue.

In conclusion, President Allen relayed notable events in which she participated since the last Board meeting in September.

## **FINANCIAL REPORT**

Mr. Charles Gradowski, Vice President for Finance and Administration, presented the Finance Report through September 30, 2018 to the Board.

The Financial Report was accepted.

## **STANDING COMMITTEES**

### **AUDIT COMMITTEE**

Audit Committee Chair, Trustee Kimberly Lloyd, provided an overview of the November 9, 2018 Committee meeting and presented the following resolution to the Board for consideration:

#### **FINANCIAL STATEMENTS FOR THE PERIOD ENDING JUNE 30, 2018 AND 2017**

**RES593\_111718**

**RESOLVED**, That the Lincoln University Board of Trustees accepts the Audits of Financial Statements and Federal Award programs (with Independent Auditor's Reports) for the year ended June 30, 2018 and 2017 presented and reviewed by SB and COMPANY, LLC and the University's Administration at a meeting of the Audit Committee on November 9, 2018. The June 30, 2018 financial statements include an unmodified opinion by SB and COMPANY, LLC.

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

Motion approved by unanimous vote.

### **BUSINESS AFFAIRS COMMITTEE**

Trustee Gerald Bruce, Committee Chair, provided an overview of the Committee meeting held November 7, 2018 and presented the following resolution to the Board for consideration:

#### **AUTHORIZING MERGER OF SECTION 403(B) RETIREMENT PLANS**

**RES594\_111718**

**WHEREAS**, Lincoln University (the "University") maintains the Lincoln University Tax Deferred Annuity Plan (the "TDA Plan") for the benefit of its eligible employees, originally effective as of January 1, 1982. The TDA Plan was most recently amended and restated, effective as of December 31, 2015, to cease employee contributions to the Plan and to freeze participation in the Plan. Employees of the University are currently eligible to participate in, and make employee contributions to, the Lincoln University Defined Contribution Retirement Plan (the "DCR Plan") (together, the "Plans"); and

**WHEREAS**, The University desires at this time to merge the TDA Plan with and into the DCR Plan, effective December 31, 2018, to simplify the ongoing administration of its section 403(b) retirement plan program. Following the merger of the Plans, the University

will sponsor and maintain one section 403(b) retirement plan for the benefit its eligible employees; therefore, be it

**RESOLVED**, that, effective December 31, 2018, the TDA Plan shall be merged with and into the DCR Plan in accordance with the applicable requirements of the Internal Revenue Code of 1986, as amended and the Employee Retirement Income Security Act of 1974, as amended and that, effective following the merger, all assets and liabilities of the TDA Plan shall become the assets and liabilities of the DCR Plan; and be it

**FURTHER RESOLVED**, that, the University's Vice President of Fiscal Affairs, or his delegate, shall be authorized and directed to approve and adopt, in the name and on behalf of the University, an amended and restated plan document for the DCR Plan, effective January 1, 2019, to reflect the merger of the TDA Plan with and into the DCR Plan; and be it

**FURTHER RESOLVED**, that the appropriate employees and officers of the University and the appropriate administrators of the Plans shall be authorized and directed to do all things necessary or desirable to implement the foregoing resolutions, including, but not limited to, the adoption and execution of the amendment and restatement of the DCR Plan and any plan amendment that TIAA may require for the TDA Plan; the execution of any documents that TIAA may require to effectuate the merger of the Plans; the implementation of a proper transfer of assets and liabilities from the TDA Plan to the DCR Plan; the communication of the merger of the Plans to affected participants; the filing of a final annual report for the TDA Plan with the Department of Labor and the performance of all other acts necessary or desirable to implement these resolutions and the appropriate administration of the Plans.

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

Motion approved by unanimous vote.

#### EDUCATIONAL POLICY AND ACADEMIC AFFAIRS COMMITTEE

Trustee Robert Allen, Committee Chair, provided an overview of the November 5, 2018 Committee meeting and presented the following resolution to the Board for consideration:

#### **AMENDMENT TO THE FACULTY BY-LAWS FACULTY COMMITTEE ON PRE-TENURE REVIEW**

**RES595\_111718**

**WHEREAS**, The Faculty By-Laws of Lincoln University is the official document governing the policy directives of the Faculty; and

**WHEREAS**, The Lincoln University Faculty approved the proposal for a **new** Faculty Standing Committee on Pre-Tenure Review in April 2017; and

**WHEREAS**, A Pre-Tenure Review process is delineated in the Collective Bargaining Agreement between Lincoln University and the Lincoln University Chapter of the American Association of University Professors (LU--AAUP), 2016-2019; and

**WHEREAS**, The charge of the Pre-Tenure Review Committee will be to participate in the pre-tenure review process as described in the Collective Bargaining Agreement between Lincoln University and the Lincoln University Chapter of the American Association of University Professors; and

**WHEREAS**, The purpose of these reviews is to enhance the prospects for tenure of tenure-track faculty through an advisory review process by tenured faculty; now, therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees approves the following amendment to the Faculty By-Laws as follows:

Article V: Standing Committees & Other Elective or Appointed Positions

Section 5.09 Standing Committees

- x. *Pre-Tenure Review Committee, composed of three tenured members elected by the Faculty*

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

Motion approved by unanimous vote.

**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 discuss items from the Evaluations and the Buildings and Property committee meetings. The Board meeting resumed after two consecutive 30-minute sessions.

**ADJOURNMENT**

There being no further business, Chairlady Braswell adjourned the meeting at 1 PM.