

Lincoln University Board of Trustees
Regular Meeting
Saturday, February 9, 2019

MINUTES

A regular meeting of the Lincoln University Board of Trustees was held on Saturday, February 9, 2019 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 (Dial-in); Mr. Mack A. Cauthen (Dial-in); Ms. Dawn Holden Woods; Mr. Dimitrius M. Hutcherson; Mr. James W. Jordan; Mr. Henry Lancaster; Honorable Harry Lewis; Ms. Kimberly A. Lloyd; 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; Mr. Kevin E. Vaughan; Mr. Joseph V. Williams, Jr.; Emeritus Trustees: Dr. Walter D. Chambers; Dr. William Bennett; and Faculty Representative, Professor Sophia Sotilleo. ***A quorum was satisfied.***

Trustees excused: Ms. Stephanie Mays Boyd; Emeritus Trustees: Dr. Theodore Robb; Dr. Kenneth Sadler.

MINUTES

The Board of Trustees approved the draft meeting minutes from the Regular Board Meeting held November 17, 2018.

PUBLIC COMMENT

Following discussion regarding the absence of public comment and the denial of a motion to adjourn, the following Trustees exited the meeting: Robert Archie, Rachel Branson, Dr. Walter Chambers, Dawn Holden Woods, and Kevin Vaughan.

PRESENTATION

Mr. Greg Havens, Principal and Planner with Sasaki Associates of Boston, MA provided information on the Master Plan process to the Board including a timeline of December 2018 through June 2019. He elaborated on engagement of the steering committee, the Lincoln Community, External Outreach, and the process and scheduling of Phases I, 2 and 3.

Three goals of the Master Plan were discussed: 1) Identify the capital investments needed to maximize living-learning options; 2) Propose options for renovating and repurposing historic buildings; and 3) Develop a strategic plan for deferred maintenance funds. Mr. Havens explained that the Master Plan process supports and advances Strategic Plan initiatives.

Dr. Allen thanked Mr. Havens for his presentation and relayed that a teleconference will take place in the near future for Trustees to offer insight and feedback on the Master Plan process and to provide the history of the University to Sasaki. Trustee Lloyd suggested that the Buildings and Property Committee use the Master Plan as a working document as the plan progresses.

RECESS

Following the Sasaki presentation, at 9:24AM Chairlady Braswell called for a 10-minute recess then reconvened the meeting at 9:34AM.

CHAIRLADY'S REPORT

Chairlady Braswell read aloud the Conflict of Interest statement from the Bylaws of the Lincoln University Board of Trustees.

PRESIDENT'S REPORT

President Allen presented her quarterly report to the Board of Trustees and provided the status of the Self-Study accreditation document and information on University initiatives to engage staff and students in the process. Dr. Allen discussed Theme 1 of the University's Strategic Plan and provided information on the success of student athletes overall and expanded on Lincoln's Student Athlete Support Services. The President also discussed Theme 5 and the challenges of leadership, staffing and technology in Institutional Advancement. President Allen offered that Lincoln must strengthen its contemporary story by increasing the annual fund goal from \$2.2 million to \$5 million and the endowment from \$40 million to \$80 million to reduce reliance on tuition. Dr. Allen provided information on notable events that she attended since the last Board meeting. The President's Report was accepted as information.

FINANCIAL REPORT

Mr. Charles Gradowski, Vice President for Finance and Administration, presented the Finance Report through December 31, 2018 to the Board.

The Financial Report was accepted as information.

STANDING COMMITTEES

AD HOC BYLAWS

The Ad Hoc Bylaws Committee Chair, Trustee Henry Lancaster, reviewed the Committee Meeting Minutes, and presented the following three (3) resolutions as recommended by the committee to the Board for consideration:

PROPOSED AMENDMENT TO THE BYLAWS OF LINCOLN UNIVERSITY OF THE BOARD OF TRUSTEES, ARTICLE II, SECTION 2D

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 September 15, 2018, July 1, 2014 and on February 12, 2011 in its entirety (the "Bylaws"); and

WHEREAS, Article II, Section 2D of the Bylaws, provides that,

Each of the remaining eighteen Trustees designated as University Trustees, of whom at least three shall be graduates of Lincoln University, shall be elected by members of the Board. Seventeen of the University Trustees shall serve for a term

of four years. The remaining Trustee shall be a student representative of the student body, who will serve for a term of one year. The selection process must be approved by the Board of Trustees. Upon expiration of the term of any University Trustee, the Board shall elect a University Trustee for a term of four years, or in the case of the student representative, for a term of one year, from nominations submitted by the Committee on Trustees, Degrees and Nominations. The Chair shall report to the Board when a vacancy on the Board of any University Trustee occurs from death, resignation, or any other cause. Such a vacancy may be filled by the Board at any regular or special meeting by the election of a new University Trustee, and the Board shall fill such vacancy at its next regular meeting whenever the number of number of University Trustees is less than sixteen; and

WHEREAS, the proposed amendment clarifies the role of the student representative in the deliberations of the Board of Trustees and presents an alignment in the roles of faculty and students for relationships to the Board of Trustees; therefore be it

RESOLVED, that the Board of Trustees approves the Proposed Amendment to Article II, Section 2D, to modify the current language as follows:

Each of the remaining eighteen Trustees designated as University Trustees, of whom at least three shall be graduates of Lincoln University, shall be elected by members of the Board. Seventeen of the University Trustees shall serve for a term of four years. The remaining Trustee shall be a student representative of the student body, who will serve for a term of one year as a non-voting member eligible to participate in all open sessions of the Board. The selection process must be approved by the Board of Trustees. Upon expiration of the term of any University Trustee, the Board shall elect a University Trustee for a term of four years, or in the case of the student representative, for a term of one year, from nominations submitted by the Committee on Trustees, Degrees and Nominations. The Chair shall report to the Board when a vacancy on the Board of any University Trustee occurs from death, resignation, or any other cause. Such a vacancy may be filled by the Board at any regular or special meeting by the election of a new University Trustee, and the Board shall fill such vacancy at its next regular meeting whenever the number of University Trustees is less than sixteen.

Upon presentation of the draft resolution, Trustee Jabir McKnight, Student Representative to the Board of Trustees, provided a statement to the Board and dissenting opinion on the proposed amendment. A motion was made to approve the proposed amendment; however, the motion failed.

Discussion ensued and a motion was made and properly seconded to postpone the vote on the resolution until the April 13th Board meeting.

Motion approved.

**PROPOSED AMENDMENT TO THE BYLAWS OF
LINCOLN UNIVERSITY OF THE BOARD OF
TRUSTEES, ARTICLE II, SECTION 2E**

RES596_020919

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 September 15, 2018, July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

WHEREAS, Article II, Section 2E of the Bylaws, provides that, “the Board may from time to time elect Trustee Emeriti who may sit with the Board at all regular or special meetings but shall have no vote. A Trustee Emeritus may be eligible for membership and serve on any committee of the Board and Trustees Emeriti may attend the meeting of any committee of the Board;” and

WHEREAS, the position of Trustee Emeritus is an honorary title that does not carry fiduciary responsibilities; therefore, be it

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

The Board may from time to time elect Trustees Emeriti for exceptional service to the University upon nomination by the Committee on Trustees, Degrees and Nominations. Criteria for said nominations shall be established by the Committee. Trustees Emeriti will serve in an advisory capacity to the Board Chair on matters identified by the Chair and germane to the mission of the University.

President Allen and Trustee Bruce commented on the history and benefits that Emerti Trustee bring to the Board.

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

Motion approved.

**PROPOSED AMENDMENT TO THE BYLAWS
OF LINCOLN UNIVERSITY OF THE COMMONWEALTH
SYSTEM OF HIGHER EDUCATION, ARTICLE VII**

RES597_020919

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 September 15, 2018, July 1, 2014 and on February 12, 2011 in its entirety (the “Bylaws”); and

WHEREAS, Article VII of the Bylaws, provides that,

The Board of Trustees shall select a General Counsel, which shall represent the University in all legal matters. General Counsel shall serve at the pleasure of the Board and may be an individual or a firm. All matters requiring legal advice or legal action shall be referred to General Counsel. When requested General Counsel, or if General Counsel is a firm, one of its members shall attend meetings of the Board of Trustees and of the Executive Committee. The General Counsel and or a member of his or her law firm may not be a member of the Lincoln University Board of Trustees or to any board to which the Lincoln University Board of Trustees has nominating or appointing authority; and

WHEREAS, the proposed amendment to Article VII, General Counsel, distinguishes the need to avoid conflicts of interest among members of the Board of Trustees who are licensed to represent individuals and/or organizations/institutions in a legal matter; therefore, be it

RESOLVED, that the Board of Trustees approves the Proposed Amendment to Article VII, General Counsel, to add the following language to the current language:

The Board may from time to time obtain legal counsel to address specific matters related to Board business. Said Counsel shall not be a member of the Lincoln University Board of Trustees or any board to which the Lincoln University Board of Trustees has nominating or appointing authority.

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

Motion approved.

AUDIT

Trustee Kimberly Lloyd, Audit Committee Chair, distributed copies of unfinished Conflict of Interest and Disclosure Forms to individual Trustees to complete. Trustee Lloyd noted that Section V. Other required an answer; to affirm or if the section did not apply, to reply by writing "none" as the answer on the form. The Committee Chair provided an overview of the meeting and presented the following two (2) resolutions to the Board for consideration:

FORENSIC AUDIT – INSTITUTIONAL ADVANCEMENT

RES598_020919

RESOLVED, That the Lincoln University Board of Trustees approves the Audit Committee charge that a forensic audit be conducted in the area of Institutional Advancement.

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

Motion approved.

TRUSTEE ATTENDANCE

RES599_020919

WHEREAS, Article V, Section 3C of the Bylaws, Attendance at Meetings, provides that, If any Trustee, other than an ex-officio Trustee or an Emeritus Trustee, without valid written explanation, fails to attend three consecutive meetings of any committee to which the Trustee has been appointed, then this matter shall be reported to the Board by the committee Chair and the Board may declare a vacancy among the same class of Trustee which shall be filled by the Board in the manner prescribed for the filling of vacancies occurring from death, resignation or other cause; and

WHEREAS, University Trustee Dawn Holden-Woods failed to attend three consecutive meetings of the Audit Committee of the Lincoln University Board of Trustees without written explanation during her 2017-2018 appointment to said committee; and

WHEREAS, the Committee Chair is reporting these absences to the Lincoln University Board of Trustees; and the Lincoln University, Office of the Board of Trustees, Attendance records validate this report; therefore be it

RESOLVED, that the Lincoln University Board of Trustees declares a vacancy among the class of University Trustee, to be filled by the Board in the manner prescribed for the filling of vacancies occurring from death, resignation, or other cause.

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

Motion approved.

TRUSTEES, DEGREES AND NOMINATIONS

Trustee Sandra Simmons, Chair of the Trustees, Degrees, and Nominations Committee reviewed the committee meeting minutes and presented the following five (5) resolutions to the Board for consideration:

NOMINEE TO THE BOARD OF THE BARNES FOUNDATION DR. CHRISTINE POGGI

RES600_020919

WHEREAS, the Lincoln University Board of Trustees has the responsibility for nominating candidates to five of the fifteen Trustee positions on the Board of the Barnes Foundation, and

WHEREAS, the Lincoln University Committee on Trustees, Degrees and Nominations has put forth the name of Dr. Christine Poggi to fill a vacancy, and

WHEREAS, as stipulated in Article II, Section 2(H) of the Lincoln University By-Laws, said nominees are not currently voting members of any Board of Trustees or Directors for which the Lincoln University Board of Trustees has nominating and/or appointment authority; now, therefore be it

RESOLVED, that the Lincoln University Board of Trustees approves the nomination of Dr. Christine Poggi to the Board of the Barnes Foundation.

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

Motion approved.

NOMINEE TO THE BOARD OF THE BARNES FOUNDATION MR. FRANK GIORDANO

RES601_020919

WHEREAS, the Lincoln University Board of Trustees has the responsibility for nominating candidates to five of the fifteen Trustee positions on the Board of the Barnes Foundation, and

WHEREAS, the Lincoln University Committee on Trustees, Degrees and Nominations has put forth the name of Mr. Frank Giordano to fill a vacancy, and

WHEREAS, as stipulated in Article II, Section 2(H) of the Lincoln University By-Laws, said nominees are not currently voting members of any Board of Trustees or Directors for which the Lincoln University Board of Trustees has nominating and/or appointment authority; now, therefore be it

RESOLVED, that the Lincoln University Board of Trustees approves the nomination of Mr. Frank Giordano to the Board of the Barnes Foundation.

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

Motion approved.

**HONORARY DEGREE RECIPIENT 2019
THE HONORABLE JOHN LEWIS**

RES602_020919

WHEREAS, Article VI, Section 11, of the Lincoln University By-laws (“Bylaws”); sets forth the functions of the Committee on Trustees, Degrees, and Nominations; and

WHEREAS, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the award of honorary degrees to be awarded at the May 2019 Commencement exercises; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Laws, *honoris causa*, to the Honorable John Lewis.

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

Motion approved.

**HONORARY DEGREE RECIPIENT 2019
DEBRA L. LEE, ESQUIRE**

RES603_020919

WHEREAS, Article VI, Section 11, of the Lincoln University By-laws (“Bylaws”); sets forth the functions of the Committee on Trustees, Degrees, and Nominations; and

WHEREAS, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the award of honorary degree to be awarded at the May 2019 Commencement exercises; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Laws, *honoris causa*, to Debra L. Lee, Esquire.

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

Motion approved.

**HONORARY DEGREE RECIPIENT 2019
DR. MARTIN L. KILSON, JR. '53**

RES604_020919

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, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the award of honorary degree to be awarded at the May 2019 Commencement exercises; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Humane Letters, *honoris causa*, to Dr. Martin L. Kilson, Jr. '53

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

Motion approved.

CONSENT AGENDA

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

ANNOUNCEMENTS

Director of Public Safety

Just after roll call, President Allen announced the appointment of Mr. Marc Partee as Director of the Office of Public Safety beginning February 1, 2019.

Emeritus Trustee

Chairlady Braswell recognized Dr. William Bennett, Emeritus Trustee who recently celebrated his 91st birthday.

EXECUTIVE SESSION

Chairlady Braswell convened an executive session to discuss items from the Buildings and Property Committee, the Evaluations Committee, and a legal matter before the Board. The Board meeting reconvened the public session after two consecutive 30-minute sessions at 12:31PM.

A motion was made and properly seconded to move forward with establishing a Confidential Committee.

Motion approved.

ADJOURNMENT

There being no further business, Chairlady Braswell adjourned the meeting at 12:35 PM.