

Lincoln University
BOARD OF TRUSTEES REGULAR MEETING
February 12, 2011

MINUTES

The Lincoln University Board of Trustees met on Saturday, February 12, 2011, in the International Cultural Center Board Room. Vice Chairman Levan Gordon, called the meeting to order at 9:10 a.m. Eastern. Trustee Coverdale gave the opening prayer. Secretary Ruth E. Smith called roll.

Trustees present: Dr. Robert L. Albright, Robert L. Archie, Esq., Howard H. Brown, Esq., Mr. Warren R. Colbert, Rev. Charles A. Coverdale, Ms. Terri Dean, Bishop David G. Evans *via telephone*, Ms. Tammy Evans-Colquitt, Hon. Levan Gordon, Ms. Kathleen J. Butler Hayes, Ms. Sharman Lawrence-Wilson *via telephone*, Dr. Donna M. Laws, Ms. Kimberly A. Lloyd, Mr. Gary Michelson, Mr. Gregory P. Montanaro, Mr. Donald C. Notice, Ajay Raju, Esq. *via telephone*, Dr. Guy A. Sims, Hon. Ruth E. Smith, Tehma H. Smith, Esq., Mr. Dwight S. Taylor, Hon. W. Curtis Thomas, Mr. Kevin E. Vaughan; Student Trustee Ms. Courtney Tipper; Ex-officio Trustee Dr. Ivory V. Nelson; Quorum of 12 satisfied. Faculty Representative Dr. D. Zizwe Poe; Emeritus Trustees Dr. Walter D. Chambers and Mr. William A. Robinson.

Trustees excused: Mr. Doyle Beneby, Ms. Andrea L. Custis, Mr. Carl E. Dickerson, Dr. Donald L. Mullett, Mr. Ronald Tomalis, Acting Secretary of Education; Emeritus Trustees Dr. Theodore R. Robb and Dr. Kenneth M. Sadler.

Trustees absent: Mr. Lester N. Coney, Leonard Hill, Esq., Rev. Dr. Kevin R. Johnson, Dr. Peter Odili, Hon. Cherelle Parker, Mr. Robert F. Powelson, Hon. Spencer B. Seaton, and Mr. Sherman Wooden.

MINUTES

Secretary Smith offered the November 20, 2010 Board of Trustees regular meeting minutes for Board approval.

The motion was properly moved and seconded.

Motion carried unanimously.

CHAIRMAN'S REPORT

The Chairman's Report was accepted as information.

PRESIDENT'S REPORT

The President's Report was accepted as information.

TREASURER'S REPORT

Mr. Howard E. Merlin, Vice President for Fiscal Affairs and Treasurer, presented the Treasurer's Report as of December 31, 2010, and an Interim Treasurer's Report as of February 9, 2011.

A motion to receive the reports was properly moved and seconded.

Motion carried unanimously.

STANDING COMMITTEE—ACTION

AD HOC BY-LAWS COMMITTEE

Robert L. Archie, Esq., Chair, Ad Hoc By-Laws Committee, offered the following resolution for Board approval:

PROPOSED AMENDMENT TO THE BY-LAWS OF LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION

WHEREAS, The Lincoln University Board of Trustees appointed an Ad Hoc By-laws Committee to review pertinent Articles and Sections of Lincoln University's By-laws with respect to the length of the term a Trustee shall be eligible to serve; and

WHEREAS, Article II, Section 2(G) of the By-laws of Lincoln University, adopted November 20, 1999 by the Board of Trustees and amended July 1, 2005 (the "By-laws"), provides that "[i]f 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[;];

WHEREAS, Article II, Section 2(G) of the By-laws is silent as to the effect of this Article on the expiration date of any Trustee, elected as a Chairman, Vice Chairman, or Secretary during the length of their terms as officers and Trustees; and

WHEREAS, The Board of Trustees is desirous of utilizing the expertise and experience of such Trustees who were elected and qualified as officers of the Board of Trustees; and

WHEREAS, The Board of Trustees approves the following amendment to the By-laws to provide for the continuity of such leadership within the Board of Trustees; therefore be it

RESOLVED, that Article II, Section 2(G) is amended and restated to read as follows:
G. 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 (i) the Chairman; Vice Chairman or Secretary of the Board or (ii) the immediate past Chairman during the two year period after his or her successor is elected.

EXECUTIVE SESSION

Chairman Evans convened an executive session. The Board meeting resumed after two consecutive sessions of thirty minutes each.

Mr. Archie amended the proposed amendment to the By-laws as follows:

PROPOSED AMENDMENT TO THE BY-LAWS OF RES376_021211 LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION

WHEREAS, The Lincoln University Board of Trustees appointed an Ad Hoc By-laws Committee to review pertinent Articles and Sections of Lincoln University's By-laws with respect to the length of the term a Trustee shall be eligible to serve; and

WHEREAS, Article II, Section 2(G) of the By-laws of Lincoln University, adopted November 20, 1999 by the Board of Trustees and amended July 1, 2005 (the "By-laws"), provides that "[i]f 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[;];

WHEREAS, Article II, Section 2(G) of the By-laws is silent as to the effect of this Article on the expiration date of any Trustee, elected as a Chairman, Vice Chairman, or Secretary during the length of their terms as officers and Trustees; and

WHEREAS, The Board of Trustees is desirous of utilizing the expertise and experience of such Trustees who were elected and qualified as officers of the Board of Trustees; and

WHEREAS, The Board of Trustees approves the following amendment to the By-laws

to provide for the continuity of such leadership within the Board of Trustees; therefore be it

RESOLVED, that Article II, Section 2(G) is amended and restated to read as follows:
G. 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.**

A motion to approve the proposed amendment to the By-Laws, as amended, was properly moved and seconded.

FAVOR: 20
OPPOSE: 1
ABSTAIN: 1

Motion carried.
AUDIT COMMITTEE

Robert L. Archie, Esq., Chair, Audit Committee offered the following resolution for Board approval.

**INDEPENDENT CERTIFIED PUBLIC ACCOUNTING
FIRM RES377_021211**

RESOLVED, That the Board of Trustees of Lincoln University hereby appoints the independent certified public accounting firm of Thompson, Cobb, Bazilio & Associates to perform the examination of, and render an opinion on, the June 30, 2011 financial statements of Lincoln University and perform all other required independent financial audits for the University including the December 31, 2010 403b financial report (the University's defined contribution plan) and the NCAA required audit of the University's Athletic expenses and revenues.

The motion was properly moved and seconded.

Motion carried unanimously.

INVESTMENT COMMITTEE

Mr. Warren R. Colbert, Chair, Investment Committee, offered the following resolution

for Board approval:

**ENDOWMENT FUND SPENDING
AUTHORIZATION
JUNE 30, 2011**

RES378_021211

WHEREAS, The Board of Trustees of Lincoln University has elected to be governed by the provisions of Section 5548(c) of the Pennsylvania Non-profit Corporation Law of 1998, as amended, with respect to the endowment funds held by the University; and

WHEREAS, The provisions of Section 5548(c)(3) provide that if an election is made to be governed by that subsection, the term “income”, for the purposes of the endowment funds, shall mean a percentage of the value of endowment fund assets as the Board shall select annually, after determining that the percentage selected is consistent with the long-term preservation of the real value of the assets; provided, however, that the percentage selected shall in no event be less than 2% or more than 7% per year; now therefore, it is hereby

RESOLVED, That pursuant to Section 5548(c) (3) of the Pennsylvania Non-profit Corporation Law of 1998, as amended, and for the fiscal year ending June 30, 2010 the Board of Trustees hereby determines that endowment fund income shall be two percent (2.0%) of the value of the endowment fund assets, to be determined in accordance with the provisions of Section 5548 (c) (5), using the value of endowment fund assets on December 31, 2010 and averaged over a period of three (3) preceding years; provided however that if any assets have been held for less than three (3) years, the average shall be determined over the period during which the assets have been held; and be it further

RESOLVED, That the Board of Trustees hereby determines that the Board’s decision to treat two percent (2.0%) of the value of the endowment fund assets held by the University as income is consistent with the long-term preservation of the real value of such assets; and further

RESOLVED, That this Resolution shall be maintained as part of the permanent records of the University.

The motion was properly moved and seconded.

Motion carried unanimously.

TRUSTEES, DEGREES AND NOMINATIONS COMMITTEE

Ms. Kimberly A. Lloyd, Vice Chair, Trustees, Degrees and Nominations Committee,

offered the following two (2) resolutions for Board approval:

2011 HONORARY DEGREE RECIPIENT

RES379_021211

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 degrees to be awarded at the May 2011 Commencement exercises; now, therefore be it

RESOLVED, That the Board of Trustees hereby approves the recommendation of the Committee on Trustees, Degrees, and Nominations for the award of ***Doctor of Doctor of Laws, honoris causa, to William C. King, '73, Esq.***

2011 HONORARY DEGREE RECIPIENT

RES380_021211

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 degrees to be awarded at the May 2011 Commencement exercises; now, therefore be it

RESOLVED, That the Board of Trustees hereby approves the recommendation of the Committee on Trustees, Degrees, and Nominations for the award of ***Doctor of Doctor of Humane Letters, honoris causa, to Mr. William L. Tucker, '60.***

The motion was properly moved and seconded.

FAVOR: 20

OPPOSE: 2

ABSTAIN: 0

Motion carried.

CONSENT AGENDA -- DISCUSSION

The Buildings & Property, Business Affairs, Educational Policy and Academic Affairs, Executive, IT and the Library, Planning and Development, and Student Affairs Committee reports were accepted as information.

NEW BUSINESS

The Board welcomed new Trustee Ms. Terri Dean and recognized the presence of Dr. Ernest C. Levister, Jr., '58 and Dr. William E. Bennett, '50.

EXECUTIVE SESSION

Vice Chairman Gordon convened an executive session. The Board meeting resumed after thirty minutes.

AD HOC PRESIDENTIAL SEARCH COMMITTEE

Ms. Kimberly A. Lloyd, Chair, Ad Hoc Presidential Search Committee, made a motion to approve the executive search firm of **Witt/Kieffer** to conduct a national search for, and to execute the contract of, Lincoln University's thirteenth president.

The motion was properly moved and seconded.

Motion carried unanimously.

Ms. Lloyd made a motion to approve the following Charge to the Presidential Search Committee, as amended:

LINCOLN UNIVERSITY BOARD OF TRUSTEES CHARGE TO THE PRESIDENTIAL SEARCH COMMITTEE

Lincoln University, the nation's oldest Historically Black University continues its quest and journey for excellence in preparing its graduates to matriculate at the highest quality graduate schools and advance rapidly to top positions in the organizations where employed, and positioning the University to rank as one of the top ten (10) Historically Black Universities. After 12 years of dedicated service, Dr. Ivory V. Nelson, President of Lincoln University, will retire. Thus, the Board of Trustees of Lincoln University is seeking someone who is a visionary leader, strategic thinker, experienced, financially astute, academically prepared (preferably a terminal degree), has a strength of character, interpersonal skills, high integrity and values the unique culture and role that Lincoln University has played in American society, to become the 13th President of the institution.

To accomplish this objective, the Board of Trustees has appointed a Presidential Search Committee charged with the responsibility to conduct a national search to find and recommend to the Board of Trustees **multiple individuals** who, in the Search Committee's judgment, **are** best qualified to become the University's 13th President.

Lincoln University has faced many challenges, made significant advances, and now has many new opportunities for advancement since it last selected a President. The future direction of the University will be defined by the successful implementation of strategies to overcome challenges and take advantage of the opportunities that have been presented. Thus, it will require an individual who will devote significant time and energy to the task. It will also require diligent work from the Search Committee to identify that individual; and ultimately it will require the best judgment of the Board of Trustees.

The Presidential Search Committee will conduct a comprehensive national search. Specifically, the Presidential Search Committee is responsible for all the operational matters of the search including administering the process, defining and articulating the search criteria, and using all assistance, including a Search Firm, to recruit, screen, interview and make a recommendation to the Board of Trustees.

Members of the Search Committee will be bound by a confidentiality agreement relating to safeguarding the process of managing and disseminating any and all information in connection with the search for the 13th President of Lincoln University.

Subject to all the needs and requirements for confidentiality, the Chair of the Search Committee will act as its spokesperson, and will periodically and as appropriate advise the Board of Trustees and other members of the community regarding the progress of the search.

The motion was properly moved and seconded.

Motion carried unanimously.

ADJOURNMENT

There being no further business, Vice Chairman Gordon adjourned the meeting at 1:35 p.m. Eastern.