

**The Lincoln University  
BOARD OF TRUSTEES ANNUAL MEETING  
Tuesday, June 18 2013**

**MINUTES**

The Lincoln University Board of Trustees met on Tuesday, June 18, 2013 via teleconference. Chairman Evans called the meeting to order at 5:02 p.m. Eastern. Reverend Johnson gave the opening prayer. Secretary Vaughan called roll.

**Trustees present:** Robert L. Archie, Esq.; Mr. Warren R. Colbert; Rev. Charles A. Coverdale; Mr. Vernon Davis; Ms. Terri Dean; Matthew Dupee; Esq.; Bishop David G. Evans; Dr. Tammy Evans-Colquitt; Hon. Terence Farrell; Mr. Frank Giordano; Hon. Levan Gordon ; Mrs. Kathleen J. Butler-Hayes; Rev. Dr. Kevin R. Johnson; Mr. John Johnston; Charles Keates; Esq.; Hon. John Lawrence; Mrs. Sharman F. Lawrence-Wilson; Dr. Donna Laws; Mr. Harry Lewis; Ms. Kimberly A. Lloyd; Mr. Gary A. Michelson; Hon. Gregory P. Montanaro; Mr. Donald Notice; Ms. Sheila L. Sawyer; Dr. Guy Sims; Mr. Dwight S. Taylor; Mr. Kevin E. Vaughan; and Mr. Richard A. White. Ex-officio Trustee Dr. Robert R. Jennings. **Quorum of 12 satisfied.** Faculty Representative Dr. Daryl Poe. Emeritus Trustees Dr. Walter D. Chambers.

**Trustees excused:** Mr. Doyle Beneby.

**Trustees absent:** Mr. Dennis E. Cook; Mr. Leonard Hill; Hon. Cherelle Parker; Mr. Robert F. Powelson; Hon. W. Curtis Thomas; Mr. Ronald Tomalis; Ms. Winnie Washington. Emeritus Trustees Dr. William E. Bennett; Dr. Theodore R. Robb; Mr. William A. Robinson, and Dr. Kenneth M. Sadler.

**MINUTES**

Secretary Vaughan offered the March 23, 2013, meeting minutes for Board approval.

The motion was properly moved and seconded.

Motion carried unanimously.

**CHAIRMAN'S REPORT**

Bishop David G. Evans offered in the following resolutions for Board Approval.

**REFINANCING OF SERIES 2004A& 2004B BONDS**

**RES446\_061813**

**WHEREAS**, Lincoln University – of the Commonwealth System of Higher Education (“University”) is a not-for-profit corporation organized under the Lincoln University-Commonwealth Act, 24 P.S. §2510-4016 (“Act”), of the Commonwealth of Pennsylvania (“Commonwealth”); and

**WHEREAS**, the University (and its predecessor, the Ashmun Institute) were organized exclusively for certain educational purposes; and

**WHEREAS**, the Pennsylvania Economic Development Financing Authority previously issued \$30,230,000, original aggregate principal amount, of its Revenue Bonds, Series 2004A (Lincoln University – of the Commonwealth System of Higher Education) (“Series A Bonds”) and \$9,910,000, original aggregate principal amount, of its Federally Taxable Revenue Bonds, Series 2004B (Lincoln University – of the Commonwealth System of Higher Education) (“Series B Bonds” and, together with the Series A Bonds, the “Prior Bonds”) and loaned the proceeds thereof to the University; and

**WHEREAS**, the Series A Bonds are currently outstanding in the aggregate principal amount of \$27,890,000 (“Outstanding Series A Bonds”) and the Series B Bonds are currently outstanding in the aggregate principal amount of \$6,925,000 (“Outstanding Series B Bonds”); and

**WHEREAS**, the University has been presented an analysis by Jeffries LLC an investment banking firm (“Financial Advisor”) concluding that, because of the decline in interest rates since the issuance of the Prior Bonds, the University can realize debt service savings by advance refunding all of the Outstanding Series A Bonds and Outstanding Series B Bonds (together, the “Refunded Bonds”); and

**WHEREAS**, the University has determined to refinance the Outstanding Series A Bonds through a loan from the Rice Capital Access Program, LLC (“RCAP”), as designated bonding authority for a capital funding program (the “Program”) established pursuant to the Higher Education Act of 1965, as amended, which provides Historically Black Colleges and Universities with access to funds on favorable terms for capital projects; and

**WHEREAS**, the Board of Trustees of the University (the “Board”), desires to authorize a loan (the “Series A Loan”) under the Program, in an aggregate principal amount not to exceed \$32,500,000 to provide funds to: (a) advance refund the Outstanding Series A Bonds; and (b) pay the costs of issuance of the bonds issued by RCAP under the Program (the “RCAP Bonds”); and

**WHEREAS**, the University desires to refinance the Outstanding Series B Bonds through a loan (the “Series B Loan” and, together with the Series A Loan, the “Loans”) from a bank to be selected pursuant to a request for proposals issued by or on behalf of the University; and

**WHEREAS**, the Board desires to authorize the Series B Loan in an aggregate principal amount not to exceed \$8,000,000 to provide funds to: (a) advance refund the Outstanding Series B Bonds; and (b) pay the costs and expenses associated with obtaining the Series B Loan; and

**WHEREAS**, in connection with the refunding of the Refunded Bonds, the University desires to authorize the engagement, if necessary, of an escrow agent, a verification agent and a bidding agent; and

**WHEREAS**, the University desires to authorize certain officers or employees of the University to negotiate the terms and provisions of the Loans, including the security therefore, subject to the provisions hereof, and to authorize and approve the undertaking of the Loans, subject to the provisions hereof, and to

take certain actions in connection therewith.

**NOW THEREFORE, THE BOARD OF TRUSTEES OF THE UNIVERSITY HEREBY RESOLVES AS FOLLOWS:**

Section 1. Authorized Officers. For purposes of this Resolution, each of the President of the University and the Vice President of Fiscal Affairs of the University shall constitute an “Authorized Officer”. Unless specifically authorized herein, all authorizations and directions herein to the Authorized Officers shall be joint and several.

Section 2. Purpose of the Loans.

(a) Series A Loan. The University is hereby authorized to enter into the Series A Loan. The Series A Loan shall be obtained for the purposes of providing funds to: (a) advance refund the Outstanding Series A Bonds; and (b) pay the costs of issuance of the RCAP Bonds.

(b) Series B Loan. The University is hereby authorized to enter into the Series B Loan. The Series B Loan shall be obtained for the purposes of providing funds to: (a) advance refund the Outstanding Series B Bonds; and (b) pay the costs and expenses associated with obtaining the Series B Loan.

Section 3. Ratification of Request for Proposals from Banks. The Board hereby ratifies and confirms the issuance of a request for proposals from banks to provide the Series B Loan for the purposes set forth in Section 2(b) hereof.

Section 4. Refunded Bonds and Redemption Thereof. In connection with the refunding of the Refunded Bonds, the Authorized Officers are hereby authorized and directed to take all such actions including, without limitation, executing all agreements, documents, instruments, directions and certificates necessary or appropriate to effect the redemption of the Refunded Bonds, arranging for the purchase of Federal Securities on the open market and, in connection therewith, engaging the services of a bidding agent, and/or subscribing for United States Treasury Obligations – State and Local Government Series, and engaging the services of an escrow agent and a verification agent.

Section 5. Terms of the Loans.

(a) Interest Rate. Each of the Loans shall bear interest at a fixed rate as determined by the Authorized Officers.

(b) Final Maturity Date. The final maturity of each of the Loans shall not exceed 33 years.

(c) Maximum Principal Amount. The maximum principal amount of the Series A Loan shall not exceed \$32,500,000. The maximum principal amount of the Series B Loan shall not exceed \$8,000,000.

Section 6. Financing Structure. The details of the structure of the financing of the Loans shall be

negotiated and finalized by the Authorized Officers, in consultation with the Financial Advisor and counsel for the University. The Loans shall be structured to provide the most economical means of refinancing the Refunded Bonds, as determined by the Authorized Officers upon the recommendation of the Financial Advisor.

Section 7. Financing Documentation. The Authorized Officers are hereby authorized to execute and deliver any and all agreements, documents, instruments and certificates and the Secretary, or in his or her absence, the Assistant Secretary, of the Board is hereby authorized to attest the same and to affix the seal of the University thereto, all as deemed necessary or desirable by the Authorized Officers or the Secretary or Assistant Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with counsel to the University and such agreements, documents, instruments and certificates shall be in the form approved by the Authorized Officers, upon consultation with counsel for the University, which determination shall be conclusively evidenced by the execution of each such agreement, document, instrument or certificate by the party authorized hereunder to execute such agreement, document, instrument or certificate.

Section 8. Further Action. The Authorized Officers are hereby authorized to take or cause to be taken such further action and to prepare, execute and file such agreements, documents, instruments and certificates as he or she shall deem necessary or desirable to implement the purposes of this Resolution, including obtaining expert advice and counsel as may be necessary in connection with negotiating and finalizing the structure of the Loans.

Section 9. Ratification of Prior Action. All actions taken and agreements, documents, instruments and certificates delivered and executed by officers of the University, and by the University's professional advisors including, without limitation, the Financial Advisor and Blank Rome LLP, as special counsel to the University, in connection with the Loans and the redemption and defeasance of the Refunded Bonds are hereby ratified, confirmed, approved and adopted.

Section 10. Inconsistent Resolutions Rescinded. All prior resolutions and parts thereof, to the extent inconsistent herewith, are hereby rescinded and repealed.

The motion was properly moved and seconded.

Motion carried. 2 Abstentions.

The Chairman's Report was accepted.

### **PRESIDENT'S REPORT**

The President's Report was accepted as information.

### **TREASURER'S REPORT**

Mr. Charles Gradowski, Vice President for Fiscal Affairs and Treasurer, presented the May 31, 2013 Treasurer's Report.

A motion to receive the Treasurer's report was properly moved and seconded.

Motion carried unanimously.

## **STANDING COMMITTEE – ACTION**

### **EDUCATIONAL POLICY & ACADEMIC AFFAIRS COMMITTEE**

Dr. Guy Sims, Chair of The Educational Policy & Academic Affairs Committee offered the following resolutions for Board approval.

The Board voted on the resolutions and actions taken at the June 12, 2013 joint meeting as a packet.

### **2013-14 PROMOTION AND TENURE**

**RES447\_061813**

**WHEREAS**, Members of the Faculty have applied for promotion and/or tenure; and

**WHEREAS**, The Promotion, Tenure and Severance Committee evaluated the applications; and

**WHEREAS**, The Academic Deans have reviewed the applications; and

**WHEREAS**, The President of the University has reviewed the recommendation of the Academic Deans; now, therefore be it

**RESOLVED**, That the following members of the Faculty shall be granted promotion and/or tenure beginning AY2013-14 as follows:

- Dr. Lennell R. Dade, (Associate Professor, Psychology) **Promotion to Full Professor;**
- Dr. James W. Gallagher (Assistant Professor, Biology) **Promotion to Associate Professor;**
- Dr. Sally B. Monsilovich (Associate Professor, Health, Physical Ed. & Recreation) **Promotion to Full Professor;**
- Dr. Ranjan N. Naik, (Assistant Professor, Mathematics & Computer Science) **Tenure;**
- Dr. D. Zizwe Poe, (Associate Professor, History & Political Science) **Promotion to**

**Full Professor;**

- Dr. Virginia Smith (Associate Professor, Master of Human Services) **Promotion to Full Professor;**
- Dr. Claude M. Tameze (Assistant Professor, Mathematics & Computer Science) **Promotion to Associate Professor with Tenure.**

**2013-14 SABBATICAL LEAVE**

**RES448\_061813**

**WHEREAS**, Members of the Faculty have applied for sabbatical leave; and

**WHEREAS**, The Academic Deans and the Promotion, Tenure and Severance (PTS) Committee evaluated the applications; and

**WHEREAS**, The President has approved the recommendations of the Academic Deans and the PTS Committee; now, therefore be it

**RESOLVED**, That the Board of Trustees grants sabbatical leaves as follows:

- Dr. William Kwame Dadson, (Professor, Business& Entrepreneurial Studies) **Sabbatical AY2013-14;**
- Dr. Levi Nwachuku (Professor, History and Political Science) **Sabbatical Fall 2013;**
- Dr. Kenneth Van Dover (Professor, English) **Sabbatical AY2013-14;**
- Dr. David Royer (Professor, Biology) **Sabbatical AY2013-14.**

**ACADEMIC UNITS REORGANIZATION**

**RES449\_061813**

**WHEREAS**, The University conducted a comprehensive program review of all of its undergraduate degree programs; and

**WHEREAS**, Following the University Program Review Task Force's submission of its report, an external panel reviewed the report of the University Program Review Task Force and conducted a two-day campus visit; and

**WHEREAS**, The panel recommended that the University (1) restructure its academic units to reflect a three-college model; and

**WHEREAS**, The Board Committee on Educational Policy and Academic Affairs has reviewed and supports the panel's recommendation to restructure its academic units according to the Proposed Organization Chart for the Academic Units attached hereto and made a part hereof; now, therefore be it

**RESOLVED**, That the Board of Trustees hereby approves the academic units reorganization recommended by the external panel and approved by the Educational Policy and Academic Affairs Committee.

**DISTANCE LEARNING POLICY**

**RES450\_061813**

**WHEREAS**, During the November 2012 meeting of the General Faculty, The Lincoln University voted to approve the Distance Learning Policy which is attached hereto and made a part hereof; and

**WHEREAS**, The purpose of The Lincoln University's Distance Learning Policy is to assure the highest quality delivery of distance learning instruction and to ensure that the procedures for approving distance learning courses, selecting faculty, and assessing course and program outcomes are designed accordingly; and

**WHEREAS**, The Board Committee on Educational Policy and Academic Affairs has reviewed and approved the Distance Learning Policy; now, therefore be it

**RESOLVED**, That the Board of Trustees hereby approves the Distance Learning Policy attached hereto.

**MASTER OF HUMAN SERVICE TO BACHELOR OF HUMAN SERVICE GAP POLICY**

**RES451\_061813**

**WHEREAS**, the Master of Human Service (MHS) Program was developed under the pretense that many individuals in the field are without advanced academic degrees and are highly skilled practitioners in the field; and

**WHEREAS**, these individuals have made enormous contributions to the field and have assisted their respective agencies with the ability to remain responsive to the citizens they serve; and

**WHEREAS**, many professional schools are unable to credit the demonstrated skills and knowledge of this group and have maintained the baccalaureate degree as a condition for admission; and

**WHEREAS**, this practice prevents a group of skilled practitioners from acquiring the credentials needed for career advancement; and

**WHEREAS**, the MHS program offers a solution by allowing skilled practitioners to earn an advanced degree without having earned a prior Bachelor's degree; and

**WHEREAS**, recently, many Lincoln University graduates who have earned the MHS degree report difficulty in obtaining employment without a Bachelor's degree; now, therefore be it

**RESOLVED**, that Lincoln University will accommodate prior Lincoln University MHS graduates by transferring up to 96 credits using courses from the Master degree-level and credits from Prior Learning Assessments towards the Bachelor of Science in Human Service; and further

**RESOLVED**, the Master of Human Service to Bachelor of Human Service Degree Gap Policy is a “time-restricted” educational policy that expires August 15, 2013 at 11:59p.m.; and further

**RESOLVED**, thereafter, this policy will sunset and be archived; and further

**RESOLVED**, this policy is irrevocable; and further

**RESOLVED**, if this policy is to be revisited for consideration of use post-archive, a Board of Trustee resolution is required that meets accreditation requirements at the time the resolution is brought forward to the Board of Trustees for approval; and further

**RESOLVED**, that this policy only pertains to students who do not have a “first” Bachelor’s degree and have earned the MHS degree from Lincoln University between May 2008 and August 2013; and further

**RESOLVED**, that the award of the Bachelor’s degree, as a second degree under the MHS-BHS Gap Policy, cannot be awarded together in the same graduation cycle as the MHS degree; and further

**RESOLVED**, that a student who completes the Lincoln University-MHS and then applies for a Bachelor’s degree in Human Service must complete a minimum of 24 credit hours in the Bachelor degree option beyond credits completed on the date the most recent degree was awarded; and further

**RESOLVED**, that the student must also meet all requirements specific to the Bachelor’s degree in Human Service; and further

**RESOLVED**, that the Master of Human Service to Bachelor of Human Service Degree Gap Policy become effective immediately.

The motion was properly moved and seconded.

Motion carried.

### **EVALUATIONS COMMITTEE**

**2012-2013 PERFORMANCE EVALUATION OF  
PRESIDENT ROBERT R. JENNINGS**

**RES452\_061813**

**WHEREAS**, Article V, Section 14 of The Lincoln University by-laws set forth the function of the Evaluations Committee; and



**WHEREAS,** The Board of Trustees, at its February 2013 meeting, adopted the goals and objectives for the University President recommended by the Evaluations Committee; and

**WHEREAS,** The Evaluations Committee has evaluated the performance of President Jennings according to the goals and objectives approved by the Board; and

**WHEREAS,** The Evaluations Committee has rated the President's performance as indicated below:

11 Goals Exceeded

6 Goals Met

1 Goal Missed; now, therefore be it

**RESOLVED,** That the Board of Trustees hereby approves the 2012-2013 performance evaluation of Dr. Robert R. Jennings, President, and commends the President for his above satisfactory performance. The Board encourages the President to work on making improvements in the area in which the goal was not met.

The motion was properly moved and seconded.

Motion carried. 1 Abstention.

### **ADJOURNMENT**

There being no further business, Chairman Evans adjourned the meeting at 5:51 p.m. Eastern.