

Lincoln University Board of Trustees
Regular Meeting
November 21, 2020

MINUTES

The Lincoln University Board of Trustees held a Regular Meeting on Saturday, November 21, 2020 via the Zoom platform. Chairlady Theresa R. Braswell called the meeting to order at 9:00 AM Eastern. Board Secretary, Rev. Dr. Frances E. Paul led the group in prayer, then called roll.

Trustees present via Zoom: Theresa R. Braswell, Board Chair; Brenda A. Allen, President; Mr. Robert A. Allen; Robert L. Archie, Jr., Esquire; Mr. Gerald Bruce; Mr. Mack Cauthen; Mr. Jamal Clark; Mr. Owen Cooks; Mr. William F. Dunbar; Dr. Judith L. Fitzgerald; Dr. Tanya Garcia; Mr. James W. Jordan; Mr. Henry M. Lancaster, II; Mr. Stephen Kenric Lewis; Ms. Kimberly A. Lloyd; Ms. Felicia A. McDade; Ms. Jalila Parker; Rev. Dr. Frances E. Paul; Mr. Kenneth A. Poole; Dr. Charmaine Spence Rochester; Mr. Jose Sabastro; Ms. Sandra F. Simmons; Dr. Deborah C. Thomas; Mr. Kevin E. Vaughan; Mr. Gregory Works; and Faculty Representative: Dr. Emmanuel Babatunde. ***A quorum was satisfied.***

Trustees excused: Mr. Joseph V. Williams, Jr.

Trustees absent: The Honorable Andrew Dinniman

MINUTES

The Board of Trustees approved the draft meeting minutes from the Regular Board Meeting held September 19, 2020.

PUBLIC COMMENT

Ms. Carmina Taylor addressed the Board regarding her concerns related to the process for the public to request to speak at a regular meeting of the Lincoln University Board of Trustees, and her requests made to the PA Attorney General, the Department of Education, and the Office of Open Records, alleging the Board's violations of the Pennsylvania Sunshine Act in 2014.

PRESENTATION

Monique Booker, Graylin Smith and Rahel Demissie of SB and Company, LLC presented the audited financials to the Board.

CONFLICT OF INTEREST

Chairlady Braswell read the Conflict of Interest Statement.

CHAIRLADY'S REPORT

Chairlady Braswell welcomed Trustees Kevin Vaughan and Robert Archie who returned to the Board as Commonwealth appointments, after their terms as University Trustees expired in September 2020. In addition, the Chair welcomed Dr. Tanya Garcia, newly appointed to the Board as representative for the Secretary of Education for the Commonwealth.

Chairlady Braswell shared that she and President Allen participated in a retreat specifically recommended for Board Chairs and University Presidents, through the Association for Governing Boards (AGB), and summarized the discussions and experiences shared at the retreat. The Chairlady relayed that the AGB focused on the productivity of frequent communications between the Board and the President. The Board

Chair indicated a series of board retreats are planned for implementation beginning in January 2021 that

will focus on best practices, as well as action items to repair and strengthen relationships.

She then asked Trustees to review the Committee Member List (“List”) that was sent to the board and requested a motion for approval of the List.

A motion was made and properly seconded.

Board Secretary, Trustee Frances Paul conducted the roll call vote to approve the Committee List with the following results: 23 Yes; 1 No; 1 Abstain

Motion passed.

Trustee Lancaster requested contact information for the Board Members; and Trustees Archie and Dunbar requested clarification regarding the selection process for Committee Chairs. In response, Chairlady Braswell approved distribution of trustee contact information and shared the process for selecting Committee Chairs that includes a review of resumes and discussion with individual trustees regarding their willingness to serve in this capacity.

Trustee Lancaster requested an amendment to the Board Meeting Agenda to include “Board Leadership” under New Business. A motion was made and properly seconded regarding the requested amendment to the meeting agenda.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion to amend the meeting agenda.

The motion passed unanimously.

Chairlady Braswell relayed that four policies were submitted by President Allen and Mr. Jake Tanksley, Vice President of Human Resources to the Executive Committee for review. Upon the Executive Committee’s review of the policies submitted, a recommendation was made to forward the submitted policies to the Board for ratification. The four policies submitted for ratification are:

- American Express Credit Card Holder Agreement
- Business Travel Policy
- Non-Discrimination and Harassment Policy
- Sex and Gender-Based Policy

President Allen provided a summary of the policy updates, and she and Mr. Gradowski addressed questions from the Board.

A motion was made and properly seconded for ratification of the policies.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion passed unanimously.

PRESIDENT’S REPORT

President Allen provided an update on the University’s COVID-19 safety and wellness initiatives and indicated that seven students remain on campus awaiting a negative result from a second COVID-19 test. Protocol for student’s departure from campus include two consecutive negative COVID-19 tests. The goal for the spring semester is to start remotely with students returning to campus on March 1st. The President added that the University is trying to “follow the science and see where it leads in the New Year.” Dr. Allen commended students, parents, faculty and staff for successful navigation through the fall semester.

The President also provided a summary of key take-aways from the AGB retreat including the importance of understanding the oversight vs. management positions of the President and the Board and responsibility in moving an institution forward. President Allen noted that the retreat emphasized acknowledging experienced challenges with open, honest communication to repair relationships is essential to moving an institution forward in the midst of a crisis. She also stated that she and Chairlady Braswell are working together on a series of retreats to identify challenges and devise solutions to strengthen Board governance and foster the legacy of the university.

In addition, Dr. Allen discussed the importance of diversifying the University's revenue sources, the University's financial challenges, the progress of institutional advancement, and the status of the Lincoln University Foundation ("Foundation") that began in 1986.

The Foundation has been incorporated with the following signatures and launched July 2020:

- Chairlady Theresa Braswell
- President Brenda Allen
- Trustee James Jordan
- Former Trustee, Dwight Taylor '68

The Foundation's Board of Directors was established as follows:

- President, Dwight Taylor '68 – President
- Treasurer, Pamela Bundy '84 – Treasurer
- Secretary, Donald Notice '79 – Secretary
- Vice President for Advancement – Foundation Director
- University Representative and Acting Director - Brenda Allen

Dr. Allen introduced Karen George, Managing Principal, and Carla Willis, Senior Consultant for the business management firm of Washburn & McGoldrick ("Washburn"), located in Bryn Mawr, PA. Washburn "helps colleges, universities and independent schools successfully seek philanthropic support and create lasting relationships." The firm's representatives presented information to the Board regarding a planned feasibility study that will provide data to determine Lincoln's readiness to embark upon a comprehensive campaign.

TREASURER'S REPORT

Mr. Charles Gradowski, Vice President for Finance and Administration provided the Treasurer's Report which was accepted as information.

STANDING COMMITTEES

Audit Committee

Trustee Lewis reiterated that the University received a satisfactory audit from SB & Company, LLC for the fiscal years 2020 and 2019, provided that a process is in place to follow up on the auditor's recommendations, reviewed the minutes of the Audit Committee meeting held November 4, 2020, and presented the following resolution to the Board for approval.

FINANCIAL STATEMENTS FOR THE PERIOD ENDING JUNE 30, 2020 AND 2019

RES653_112120

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, 2020 and 2019 presented and reviewed by SB and COMPANY, LLC and the University's Administration at a meeting of the

Audit Committee on November 4, 2020. The June 30, 2020 financial statements include an unmodified opinion by SB and COMPANY, LLC

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

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion approved unanimously.

Buildings and Property

Trustee James Jordan, Chair of the Buildings and Property Committee reviewed the minutes from the meeting held October 14, 2020 and presented the following resolution for approval.

AUTHORIZATION TO PURCHASE PROPERTY

RES654_112120

WHEREAS, Emery Wimbish, Jr. (“Owner”) owns the property located at 148 Elkdale Road, Lincoln University, PA, and is a single dwelling residence, 1895 sq.ft. with 3 bedrooms and 1.5 bathrooms, on a 0.47 acre lot.

WHEREAS, the Property is situated near to Lincoln University (“University”) located on Elkdale Road, Lincoln University, PA;

WHEREAS, because of the close proximity of the Property to the University, ownership of the Property will advance the mission of Lincoln University; and

WHEREAS, the Buildings and Property Committee of the Board of Trustees of Lincoln University held a meeting on October 14, 2020 and voted to authorize the Officers of Lincoln University to purchase the Property not to exceed \$100,000 and \$24,000 in back taxes, and under terms and conditions determined by such Officers to be in the best interests of Lincoln University; now, therefore be it

RESOLVED, that the Officers of Lincoln University are hereby authorized and directed to enter into such agreements as necessary and beneficial to the University in the purchase of the Property.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion passed unanimously.

Trustees, Degrees, and Nominations

Trustee Sandra Simmons, Chair of the Trustees, Degrees, and Nominations Committee reviewed the minutes from the meeting held October 13, 2020. Trustee Simmons presented to the Board for approval, four nominees for University Trustee as recommended by the Trustees, Degrees, and Nominations Committee: Mr. Van Corbin '81, Ms. Linda Fields, the Honorable Doris Smith-Ribner, and Dr. Corey D. B. Walker.

APPOINTMENT OF UNIVERSITY TRUSTEE - MS. LINDA A. FIELDS

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 Ms. Linda A. Fields to serve in accordance with Article II, Section 2(D) of the University By-Laws.

Following discussion regarding the criteria for Trustee nominations, a motion was made and properly seconded to table the nomination of Ms. Linda Fields until further discussion regarding the criteria to nominate trustees is held at the upcoming retreat.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion passed.

Trustee Simmons presented the following resolutions to the Board for approval:

APPOINTMENT OF UNIVERSITY TRUSTEE – MR. VAN CORBIN '81 **RES655_112120**

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. Van Corbin '81 to serve in accordance with Article II, Section 2(D) of the University By-Laws.

APPOINTMENT OF UNIVERSITY TRUSTEE **RES656_112120**
HONORABLE DORIS SMITH-RIBNER

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 the Honorable Doris Smith-Ribner to serve in accordance with Article II, Section 2(D) of the University By-Laws.

APPOINTMENT OF UNIVERSITY TRUSTEE – DR. COREY D. B. WALKER **RES657_112120**

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 Dr. Corey D. B. Walker to serve in accordance with Article II, Section 2(D) of the University By-Laws.

A motion was made and properly seconded to approve the appointment of the following University Trustee nominees: Mr. Van Corbin '81, the Honorable Doris A. Smith-Ribner, and Dr. Corey D. B. Walker.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion passed.

Chairlady Braswell called a 10-minute recess after which the meeting resumed.

CONSENT AGENDA

Chairs for the following Board Committees provided reports to the Board: Business Affairs, Educational Policy and Academic Affairs, Executive, Planning and Development, and Student Affairs.

Trustee Lancaster requested that the COVID-19 Task Force present to the Board at the next meeting in February 2021.

NEW BUSINESS

Discussion ensued regarding Board challenges and the development of action items for the retreat planned for January 2021. A motion was made and properly seconded to act upon the Plan of Action that will be developed during the January retreat, at the next board meeting in February.

Board Secretary, Frances Paul conducted a roll call vote to approve the motion.

Motion passed.

Chairlady Braswell called a brief recess.

EXECUTIVE SESSION

Following the recess, Chairlady Braswell convened an executive session for discussion of legal/personnel matters. The public session reconvened following the Executive Session.

Attorney Thom Collins of the law firm of Buchanan Ingersoll provided a summary of the status of the legal matters filed in the Chester County Court of Common Pleas and in the Commonwealth Court of Pennsylvania and indicated that both matters have been settled and/or resolved.

Chairlady Braswell indicated that, in accordance with the request of the Trustees, a copy of the Court's Consent Decree will be forwarded to the members of the Board.

ADJOURNMENT

There being no further business, Chairlady Braswell adjourned the meeting at 2:19 PM.