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Board of Trustees Agenda, Minutes and Resolutions June 26, 2014

Winthrop University

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Meeting of the Winthrop University Board of Trustees

A Special Meeting of the Board of Trustees Called by the Board Chair

Thursday, June 26, 2014

Gold Room, DiGiorgio Campus Center

Winthrop University

Rock Hill, South Carolina

9:00 a.m.

AGENDA

1. Call to Order
2. Public Comment
3. Approval of Minutes from May 9, 2014 and June 13, 2014
4. Executive Session to Consider Presidential Contractual Matters
5. Return to Public Session for Action on Presidential Contractual Matters
6. Recess for Lunch
7. Resume Public Session
8. Presentation of Knowledge Park Initiative by Tim Elliot of Sora-Phelps
9. Report of the Executive Committee and Chair of the Board
 - a. Resolution to Honor Mr. Robert Thompson for Meritorious Service to Winthrop University
10. Report of the Finance Committee
 - a. Resolution to Set Tuition/Fee and Room/ Board Fee Schedule for AY 2014-15
11. Resolution to Amend the Bylaws of the Winthrop University Board of Trustees
12. Adjournment



Meeting of the Winthrop University Board of Trustees

Members present: Kathy Bigham (Chair), Karl Folkens, Jane LaRoche, Susan Smith-Rex, Bob Thompson, Donna Glenn Holley, Janet Smalley, Ashlye Wilkerson, Don Long, Glenn McCall, Tim Hopkins, Don Long, Scott Talley.

Members absent: Mitchell Zais, Tim Sease

Representatives present: Christopher Aubrie, Student Representative; John Bird, Faculty Representative

Representatives absent: None

Others present: Faculty and staff of Winthrop University, Anna Douglas of The Herald. Andrew Kiel of WRHI, Mia Massey of CN2, John Evans and Eric Phillips of WSOC, Thomas Wilson and Tony Burbeck of WCNC, Addarell Gadson of the Johnsonian, and Randy Imler (Trustee-elect).

The Board of Trustees met on Friday, June 26 on the campus of Winthrop University, Rock Hill, SC.

Call to Order

Chair Kathy Bigham called the meeting to order at 9:05 a.m. She thanked all for attending the meeting.

Ms. Mary Beth Hughes gave public comment. She spoke in support of the presidency of Dr. Comstock Williamson asking the Board to consider giving the president a second chance.

Approval of Minutes

Sue Smith-Rex moved to accept the minutes of May 9, 2014 meeting as written. Jane LaRoche seconded. The vote was unanimous. Tim Hopkins moved the minutes of June 13, 2014 meeting be approved as written. Donna Glenn Holley seconded the motion. The vote was unanimous.

Executive Session

Janet Smalley moved the Board meet in executive session for the purposes of considering the Causes for Termination previously provided to the President and invited the Student Representative, the Faculty Representative, the Provost, the Secretary to the Board, and Trustee-elect Randy Imler into the session. Scott Talley seconded the motion. As the vote was unanimous, the Board moved into executive session at 9:18 a.m.

Return to Public Session for Action on Presidential Contractual Matters

Upon return to public session, Glenn McCall moved the Board terminate the President's employment effective immediately pursuant to §10.1.2 of her Employment Contract upon a finding in the judgment of the Board that the President had engaged in actions and omissions that were undertaken or omitted knowingly, and would tend to bring public disrespect, contempt, or ridicule upon the university. Chair Bigham stated the record would show that pursuant to §10.1 of the President's Employment Agreement, the president was provided written notice of the basis for the alleged Cause and given a reasonable opportunity to be heard by the Board but declined the opportunity. Ashlye Wilkerson seconded the motion. There was no discussion.

With a show of hands and by a vote of 13 to zero (with two Trustees absent) the motion carried. The president's employment was terminated immediately.

Glenn McCall moved that Debra Boyd, Provost and Acting Chief Executive Officer be appointed Acting President. Bob Thompson seconded. There was no discussion. The motion carried unanimously. Chair Bigham read the following statement "The actions finalized today have been difficult, yet are based on extensive and detailed factual inquiry, with our ultimate focus on two questions: Whether the evidence supported findings of Cause for Termination of the President's Employment Agreement, and what is best for Winthrop University's future?

As to the first question, the Board determined the evidence in its judgment was clear and convincing that Cause exists to warrant immediate termination.

As to the second question, stewardship of a public university is a special trust that requires great attention to the perspectives of the general public, as well as to those of students, faculty, staff, alumni and donors.

Whenever legitimate concerns arise, it is important-- first to trustees and then to the public -- that questions be addressed factually and as fully with the public as the university's legal obligations will allow. That is especially important for a public university. Not everyone may agree with every decision made or action taken in the day-to-day operations of a university. Yet public trust, like Board trust, requires that true and sincere openness guide all responses in regard to who made key decisions and how those decisions were reached.

Candor and trust between the President and the Board are crucial for this university, and any university, to thrive. And once candor and trust are irretrievably broken, decisions must be made to chart a different course.

We believe the actions we have taken once again have aligned Winthrop with those long-held values, and therefore, are in the best interest of Winthrop's future.

Provost Debra Boyd has been appointed as Acting President of Winthrop University.”

Chair Bigham recessed for lunch at 12:13 p.m. with plans to return at 1:00 p.m.

Public Session was resumed at 1:10 p.m.

Chair Bigham introduced Mr. Gary Williams, Rock Hill Mayor Doug Echols, local developer Skip Tuttle, Director of the Rock Hill Economic Development Corporation Stephen Turner, and Tim Elliot of Sora-Phelps for a presentation of the Knowledge Park Initiative. While the master plan is still in the development stage, ultimately the goal for the area is to build 19 buildings over the next 12 years. Plans include over 500 beds in student housing, 70 units dedicated to active adult/senior housing, a museum focused on the history of the Bleachery and the Anderson car company, a boutique inn with conference space, over 160,000 square feet of office space, a food market along with other restaurant and retail spaces, and reasonably priced rental home properties.

Resolution to Honor Mr. Robert Thompson for Meritorious Service to Winthrop University

Karl Folkens made a motion with a second from Donna Glenn Holley to honor Bob Thompson for his many years of service to the Board. The motion carried unanimously.

Janet Smalley read the resolution as follows:

“WHEREAS, Winthrop University with immense appreciation, does hereby acknowledge, commend, and honor the 19 years of distinguished service of Mr. Robert Thompson as a member of the Winthrop University Board of Trustees; and

WHEREAS, each time he was asked to serve in a leadership capacity including Board chair and committee chair, Robert accepted without hesitation and using his unique abilities of humor, enthusiasm, patience, persistence, and positivity thereby ensuring Winthrop University continued its tradition of outstanding service to its students, the Rock Hill community and the State of South Carolina; and

WHEREAS, by facilitating significant gifts from Springs Industries and establishing The Robert and Norma Thompson Endowment, he has set a worthy philanthropic example for others to follow; and

WHEREAS, he has employed his community spirit and his resolute commitment to educational advancement with many years of service to higher education and the State of South Carolina including roles as Chair of the Winthrop Foundation, member of the Winthrop University Board of Visitors, board member of the S.C. Technical College System representing the state superintendent of education, board member of the Culture and Heritage Foundation, and board member of the S.C. Council on Economic Education, and the Winthrop Board of Trustees, he is admired for the time and talent benevolently given;

THEREFORE LET IT BE RESOLVED that the Board of Trustees of Winthrop University does hereby gratefully acknowledge the tireless dedication, vigorous advocacy, and steadfast determination that Robert Thompson has demonstrated on behalf of higher education in general and Winthrop in particular;

AND, presents today from the students, staff, faculty, and Board this citation as a testament to his longstanding achievements and devotion to education.”

Bob, along with his wife Norma Thompson, thanked the Board for this special honor. He stated that Winthrop is a stronger, viable university and it will survive well into the future. He thanked his colleagues on the Board for this honor and the many hours of service they give to the university.

Statement of Strategic Priorities

Chair Kathy Bigham read a statement identifying the strategic priorities to be used as a guide for the work of the university during Academic Year 2014-15.

“The Board of Trustees maintains the utmost confidence in the University’s leadership and its capacity to continue enhancing the Winthrop Experience by:

- Increasing student enrollment, retention, and degree completion;
- Continuing to support excellence in academic and student life programming;
- Enhancing the work environment for faculty and staff; and
- Expanding not only Winthrop’s role as a partner in the region’s economic growth but also the number of Winthrop supporters inspired to invest in the University’s future.

Resolution to Set Tuition/Fee and Room/ Board Fee Schedule for AY 2014-15

Committee chair Glenn McCall brought forth a motion to accept a resolution requesting a 2.84% increase in Tuition and Required fees for In-State and Out-of-State students. Donna Glenn Holley seconded the motion.

Due to other pressing matters facing the Board, the Committee on Finance did not meet as scheduled. Instead, Chair McCall met with members from the administration and Vice Chair Karl Folkens also participated in some discussions about tuition and related matters.

Mr. McCall's support for the resolution was based on this increase being the lowest percentage increase since 2000 as well as among the lowest percentage increases of the public institutions within our sector; the need to cover additional commitments for FY2015; a State Mandated 2% salary increase that will cost Winthrop over \$1.1M.; increased health and retirement benefit costs expected to go up over \$600,000 (not including any costs associated with the Affordable Care Act); software escalation costs are expected to be more than \$100,000; and the expected increases in utility and scholarship costs.

Additionally, the resolution requested a 4% increase in Room and Board fees to cover salary, benefit, scholarship and utility costs. No funds for tuition and required fees, or from state allocations, may be used to support the auxiliary enterprise operations (Housing, Cafeteria, Health and Counseling).

The resolution delegated to the Executive Committee of the Board the authority, if needed, to amend student fees as well as approve the operating budget on behalf of the Full Board, depending on the time of the first meeting in the new fiscal year.

A number of Trustees commented on the motion by urging the Board to be mindful about keeping tuition low. Following discussion, a vote was taken, and the resolution adopted unanimously.

Resolutions to Amend the Bylaws of the Winthrop Board of Trustees

Karl Folkens presented a proposal to update the Board's bylaws through a variety of resolutions. The first resolution was to rename the Committee on Academic Affairs to Committee on Academic Quality, this committee's chair as requested this name change which the Administration supports, to create a new Committee on Enrollment, and to create a Special Committee on Athletics the members of which will be appointed pursuant to Bylaw Article IV. A. 2. The Board Chair will appoint this committee chair who will serve on the Executive Committee with voice but no vote. Don Long seconded this vote. During the discussion of the motion, Scott Talley moved with a second from Janet Smalley to amend the motion to rename the Committee on Academic Affairs to Committee on Academic Quality and the Committee on Student Life to the Committee on Student Life and Athletics, as well as create the new Committee on Enrollment. The vote was unanimous to amend the first motion.

A vote on the amended motion was held with unanimous approval. Therefore the Committee on Academic Affairs will henceforth be known as the Committee on Academic Quality and the Committee on Student Life henceforth will be known as the Committee on Student Life and Athletics.

The next motion by Karl Folkens was to delete the requirement that standing committees cannot have more than five trustees in order to allow for trustees to serve on two standing committees. And, to insert “regular” to modify Board meetings to exclude a requirement that committees having to meet if a special meeting of the Board is called. The motion was seconded by Bob Thompson. The vote was unanimous.

The next motion made by Karl Folkens called for the Executive Committee to review and approve certain salary increases and multiple-year employment contracts. Scott Middleton seconded the motion. During the ensuing discussion, an alternative option was discussed, i.e. to establish a new standing committee on compensation.

Karl Folkens withdrew his original amendment to the bylaws, and Glenn McCall made a motion to add a Committee on Compensation that shall be responsible to report and recommend to the Board of Trustees on matters pertaining to changes to the executive compensation philosophy and strategy. The Committee will review compensation of the President and, upon recommendation of the President, the compensation of executive officers; and such other senior academic and administrative officers as the Committee shall designate. In addition, it shall review any extraordinary salary and payment arrangements for University employees. The Committee shall periodically review such other aspects of the University’s compensation policy as the Committee shall elect. The motion was seconded by Tim Hopkins. The motion passed with one vote against.

The next proposed amendment to the bylaws pertained to the number of required meetings of the Board of Trustees. Karl Folkens moved to add the phrase “at least” to the four regular meetings of the Board. Scott Talley seconded the motion. The motion passed unanimously.

The final proposed amendment made by Karl Folkens to the bylaws confirms the Board shall approve recipients of honorary degrees. The motion was seconded by Ashlye Wilkerson. The motion passed unanimously.

Adjournment

Scott Talley moved to adjourn the meeting. Bob Thompson seconded the motion. Hearing no objections, Chair Bigham adjourned the meeting at 3:10 p.m.

Minutes submitted by Kimberly A. Faust, Secretary of the Board

APPROVED BY THE BOARD OF TRUSTEES ON August 25, 2014



Meeting of the Winthrop University Board of Trustees

RESOLUTION TO HONOR MR. ROBERT THOMPSON FOR MERITORIOUS SERVICE ON THE WINTHROP UNIVERSITY BOARD OF TRUSTEES

WHEREAS, Winthrop University with immense appreciation, does hereby acknowledge, commend, and honor the 19 years of distinguished service of Mr. Robert Thompson as a member of the Winthrop University Board of Trustees; and

WHEREAS, each time he was asked to serve in a leadership capacity including Board chair and committee chair, Robert accepted without hesitation and using his unique abilities of humor, enthusiasm, patience, persistence, and positivity thereby ensuring Winthrop University continued its tradition of outstanding service to its students, the Rock Hill community and the State of South Carolina; and

WHEREAS, by facilitating significant gifts from Springs Industries and establishing The Robert and Norma Thompson Endowment, he has set a worthy philanthropic example for others to follow; and

WHEREAS, he has employed his community spirit and his resolute commitment to educational advancement with many years of service to higher education and the State of South Carolina including roles as Chair of the Winthrop Foundation, member of the Winthrop University Board of Visitors, board member of the S.C. Technical College System representing the state superintendent of education, board member of the Culture and Heritage Foundation, and board member of the S.C. Council on Economic Education, and the Winthrop Board of Trustees, he is admired for the time and talent benevolently given;

THEREFORE LET IT BE RESOLVED that the Board of Trustees of Winthrop University does hereby gratefully acknowledge the tireless dedication, vigorous advocacy, and steadfast determination that Robert Thompson has demonstrated on behalf of higher education in general and Winthrop in particular;

AND, presents today from the students, staff, faculty, and Board this citation as a testament to his longstanding achievements and devotion to education.

Approved this 26th day of June 2014.

RESOLUTION REGARDING STUDENT FEES FOR FISCAL YEAR 2014-15

WHEREAS, the respective Boards of Trustees at state institutions of higher learning are empowered to determine schedules of student tuition and fees; and

WHEREAS, the Chief Executive Officer and Provost has recommended to the Board of Trustees at Winthrop University fees schedules; and

WHEREAS, the proposed 2.84% increase in required tuition and fees is Winthrop's lowest percentage increase since 2000,

THEREFORE, BE IT RESOLVED that the proposed schedules for required student fees, other fees, and auxiliary student fees for 2014-15 as attached hereto and incorporated by reference be adopted by the Board of Trustees; and

BE IT FURTHER RESOLVED that at the first scheduled meeting in fiscal year 2014-15, the Board of Trustees shall approve the 2014-15 operating budget; and

BE IT FURTHER RESOLVED that the Executive Committee of the Board of Trustees be authorized to amend the Winthrop University fee schedules and to approve an operating budget on behalf of the Board.

APPROVED, this the 26th day of June 2014.