

*University of Central Missouri*  
*Board of Governors*  
*Work Session*  
*August 28, 2008*

The University of Central Missouri's (UCM) Board of Governors held a work session on Thursday, August 28, 2008, in ADM 204 on UCM's main campus in Warrensburg, Missouri. Presiding over the meeting was Board President Richard Phillips. In attendance were Governors Walter Hicklin, Weldon Brady, Lawrence Fick, Edward Baker, and Ryan Sanders, and University President Aaron Podolefsky, Interim Acting General Counsel Marvin Wright, and Assistant Secretary to the Board Monica Huffman. Governor Deleta Williams was unable to attend the meeting and was excused.

**Call to Order**

Mr. Phillips called the meeting to order at 11:45 a.m. and determined a quorum was present to conduct business.

**Memorandum of Understanding – MOSERS and UCM**

In July 2008, Board members were advised that the University of Central Missouri (UCM), as well as several other state universities, were asked by the Missouri State Employees' Retirement System (MOSERS) to revise its sick leave policies and procedures. This was the result of MOSERS conducting a review of its own records, where it identified two issues for UCM to address -- 1) its practice for "certifying unused sick leave" and 2) employees' monthly rate of accrual of sick leave. To correct this, UCM would have to make revisions to its sick leave policy and respond to MOSERS by August 1. Proposed revisions were made to the sick leave policy and submitted to the Board for its concurrence/non-concurrence, with the understanding that the policy would be brought forward to the Board of Governors at its September meeting for ratification. The Board concurred with the proposed changes, and a copy of the revised policy was submitted to MOSERS and implemented on campus by the August 1 deadline.

An agreement between UCM and MOSERS was prepared noting UCM's adjustment to its current sick leave policy and procedures in exchange for MOSERS agreeing not to assess any penalty against the university or make adjustments to retirees' benefits. Mr. Wright asked for a resolution authorizing the president of the University of Central Missouri to enter into the agreement with MOSERS as outlined in the Memorandum of Understanding. Mr. Baker put this in the form of a motion; it was seconded by Mr. Fick and carried unanimously.

**Emeritus Status for Members of the Board of Governors**

Board of Governor Policy 1.1.060 – Emeritus Status for Members of the Board of Governors, allows emeritus status to be granted to those members of the Board of Governors who 1) successfully complete their appointed term on the Board of Governors; or 2) leave their position in good standing, having served the university faithfully and honorably. Former Board member

Michelle Wimes resigned her seat on the Board effective June 30, 2008, following three years of faithful and honorable service. Mr. Hicklin moved that the Board of Governors bestow emeritus status upon Ms. Wimes. The motion was seconded by Mr. Fick and carried unanimously.

### **Determination of Date to Discuss Presidential Evaluation**

A brief discussion was held regarding the current presidential evaluation process and a need to improve the process for greater effectiveness. President Podolefsky asked for clarity in the most recent evaluation and direction for the coming year. Mr. Phillips stated that he and the President would work together to develop a set of goals and present to the Board during the September 17 Closed Session. Additionally, Mr. Phillips will talk with Ms. Williams, past Board President, regarding the 2007-2008 Presidential Evaluation, so that closure can be brought to it at the September 17 Closed Session.

### **Review/Discussion of Board Bylaws/Board Orientation Manual and Organization of the Board**

Mr. Phillips noted that the Board Bylaws and Board Orientation Manual were previously provided to the Board for review. The Board discussed concerns related to the Bylaws, which resulted in the following:

- Determined that for a special meeting of the Board to be called, at least 3 board members must be in agreement to do so. Also determined that in order to cancel a meeting of the Board, at least 4 members must be in agreement.
- The Board Secretary will be added to the Executive Committee. The Assistant Secretary will be removed from the committee. The Executive Committee will have such authority as delegated by the Board of Governors.
- The Board Bylaws reflect the Student Affairs Committee to be the “Student and Alumni Affairs Committee.” The Board agreed that the committee should broaden the subject matter of its meetings to include the “alumni affairs” component.

Following the discussion of the Bylaws, Mr. Phillips made his committee assignments for the 2008-2009 academic year:

Academic Affairs	Walt Hicklin (Chair) Richard Phillips
Administration & Finance	Larry Fick (Chair) Weldon Brady
Student & Alumni Affairs	Deleta Williams (Chair) Walt Hicklin Ryan Sanders

There was a proposal to establish a Board committee to address and/or review matters related to campus facilities, and it should be a permanent or ad hoc committee. President Podolefsky noted this as an example of how the Board might wish to establish “priority study groups” to look at certain issues. He distributed an sample outline using deferred maintenance as the topic, of how such a group might work. Following discussion, the Board determined that a *Facilities, Planning & Management* ad hoc committee would be established. The committee will be chaired by Ed Baker and Weldon Brady will serve as a member. The staff composition will be determined prior to the September Board meetings at which time the committee will meet. The charge of this committee is still to be determined.

Mr. Phillips asked Mr. Brady and Mr. Fick to discuss who would serve as the Board’s representative on the Foundation Board and to advise him of their decision at a later time. It should be noted that following the meeting, Mr. Brady and Mr. Fick determined that they would both serve as representatives and ensure that one or the other is in attendance at Foundation Board meetings.

The Board discussed the number of regularly scheduled meetings it would hold 2009, and agreed to retain the current number of regularly scheduled meetings (8) during the same months they were held in 2008. The Board requested that meetings be scheduled on Thursdays, with committee meetings held on the preceding Wednesday afternoon. There may be an occasion when it is not feasible to hold committee meetings on the preceding afternoon. In these instances, committee meetings may be held the morning of the regularly scheduled meeting date, with the Plenary and Closed Session meetings following in the afternoon. A draft schedule will be prepared for the Board’s approval at its September meeting.

There was some discussion about the possible use of consent agendas. Mr. Wright explained the use of consent agendas. The Board was receptive to this suggestion, but made no final determination.

### **Review of Draft Five-Year (2008-2013) Strategic Plan**

President Podolefsky stated that a draft of the Five-Year Strategic Plan was included with the meeting packet. The draft plan has been provided to different constituent groups on campus to review. A final draft will be presented to the Board at its October meeting for approval. Once the Board has approved the plan, the Board should receive annual progress reports on what has been accomplished to achieve the institutional goals. The draft plan will be discussed in greater detail at the September 17 Board work session.

Mr. Wright expressed concern about the use of the term “target” in the Proposed Key Performance Indicators document, and suggested that a different word be used.

### **Approval of Contracts, Real Estate and Capital Projects Policy**

The Board discussed the current approval amount the President has under Board of Governor Policy 4.1.010 – Approval of Contracts, Real Estate and Capital Projects Policy. The policy authorizes the President to approve anything “one-half of one percent (0.5 percent) of the university’s annual budget in total. Mr. Hicklin stated the Board has a fiduciary

responsibility and said he would like to see the amount lowered. President Podolefsky noted that when this matter was raised under a previous Board, he expressed that he had no preference. Mr. Hicklin moved that the Board of Governors revise the amount the University President can approve without Board approval from one-half of one percent (0.5 percent) of the university's annual budget in total, to \$200,000. The motion was seconded by Mr. Baker and carried unanimously.

There was additional discussion about providing informational reports to the Board for the sale/purchase of items under a certain dollar amount, but the Board made no request for staff to do so at this time. President Podolefsky stated a need to remind campus constituents of the policy's guidelines for the execution of contracts, particularly when they are for services in excess of one year. The Board concurred.

### **Protocol for Board Travel Expenditures**

Mr. Phillips asked for discussion on the appropriate protocol for approving Board members' travel expenditures. Currently travel vouchers are submitted to the President's Office, where a staff member reviews and approves them. Once approved, they are submitted to Accounts Payable for submission. Mr. Phillips asked if it would be better for a Board member to be designated to review and approve travel vouchers.

Ms. Huffman explained that the Board is subject to the same travel procedures as university staff and added that once they are submitted to Accounts Payable, they are reviewed closely again by that staff to ensure compliance with university procedures before payment is made. It was the consensus of the Board that the current process is efficient and should remain in tact.

### **President's Travel**

Mr. Phillips asked if Board members would find it helpful to receive regular updates regarding the President's travels when responding to public inquiries about his travels. Mr. Hicklin noted that the Presidential Update contains this information. President Podolefsky said discretion should be used in sharing information with the public. As the university works to develop relations with potential donors, it is important to protect this information so that relations are not jeopardized. Mr. Brady agreed and stated that if asked, all that should be shared is that the President is away on university business or fundraising. It was determined that the President would continue including this type of information in his Presidential Updates.

President Podolefsky stated that he would like to have further conversation with the Board regarding his role in fundraising, and suggested this be discussed in September. Mr. Brady expressed an interest in knowing what efforts are being made in the Kansas City area to promote the university and to engage university alums living in the metropolitan area. The Board asked for an Alumni Relations update at a future meeting.

### **Communications – Weekly Presidential Updates**

The Board is pleased with the Presidential Updates it is receiving.

## **Updates**

President Podolefsky provided written updates on the Max B. Swisher Skyhaven Airport, Facilities/Food Services, Campus Master Plan, Deferred Maintenance and Sustainability and Environmental Stewardship Efforts (attachments). He also provided updates on the Morrow-Garrison Renovation and Student Recreation Center and Professional Golf Management Program.

In regard to the Food Service/Facilities Maintenance contract, the Board asked when it could expect an opinion from the consultant regarding whether UCM can provide these services internally. Some members stated this should be known before issuing bids for these services. Mr. Baker expressed an interest in talking with Dr. Roberts and the consultant.

President Podolefsky shared information received that morning from the Professional Golf Association regarding UCM's proposed Professional Golf Management Program, as well as a legal opinion UCM received pertaining to the use of an estate gift in the renovation of Morrow-Garrison.

## **SGA Constitution**

Mr. Sanders advised the Board that the Student Government Association (SGA) recently reviewed and made revisions to its constitution. He noted the formation of a House and Senate where there was previously only a Senate. Mr. Sanders stated that overall there has been a greater representation from the student body. Constitutional revisions will be presented to the student body for a vote in the next couple of weeks. A two-thirds majority vote will be needed to pass. Mr. Phillips asked Mr. Sanders to advise Board members of any student events he would recommend their attendance at.

## **Adjournment**

There being no further business to discuss, Mr. Brady moved that the meeting adjourn. The motion was seconded by Mr. Fick and carried unanimously. The meeting adjourned at 3:10 p.m.