

**KENTUCKY STATE UNIVERSITY
BOARD OF REGENTS
SPECIAL CALLED MEETING
Monday, May 9, 2022
10:00 a.m.**

****MEETING WAS CONDUCTED IN-PERSON AND BY TELECONFERENCE****

**Board of Regents Room
2nd Floor Julian M. Carroll Academic Services Building
Frankfort, Kentucky 40601
(Primary Physical Location)**

MINUTES

I. Call to Order

Chair Patton called the meeting to order at 10:00 a.m.

II. Roll Call

Elise Borne, Board Liaison, called the roll:

Regent Michael Adams	Present
Regent Tammi Dukes	Present
Regent Edward Fields	Present
Regent Ernie Fletcher, MD	Present
Regent Edward Hatchett	Present
Regent Jason Moseley	Present
Regent Charles Moyer, Ph.D.	Present
Regent Gerald Patton, Ph.D.	Present
Regent Robert Ramsey	Present
Regent Jason Robinson	Present
Regent Herman Walston, Ed.D.	Present

Eleven Regents were in attendance. Quorum was established.

III. Adoption of the Agenda

MOTION by Regent Moyer:

Move the Board to adopt the agenda of the May 9, 2022 Special Called Meeting.
Seconded by Regent Dukes and passed without dissent.

IV. Ratification of Committee Appointments for 2022-2023

Regent Patton, pursuant to *The Gold Book: Bylaws of the Kentucky State University Board of Regents*, announced the appointments to chairmanships and memberships of the standing committees. First, for the Audit Committee, Regent Patton announced Regent Dukes as the chairperson, Regent Fletcher as the co-chairperson, and Regent

Adams as a member. Second, for the Finance and Administration Committee, Regent Patton announced Regent Hatchet as the chairperson, Regent Ramsey as the co-chairperson, Regent Moyer as a member, and Regent Dukes as a member. Third, for the Academic Affairs Committee, Regent Patton announced Regent Moyer as the chairperson, Regent Walston as the co-chairperson, and Regent Robinson as a member. Fourth, for the Student Engagement and Campus Life Committee, Regent Patton announced Regent Fields as the chairperson, Regent Adams as the co-chairperson, Regent Mosely as a member, and Regent Robinson as a member.

V. Board Orientation/Training

Acting President Stamps commenced the orientation process by reviewing Kentucky State University's Mission Statement, Vision Statement, and organizational chart. She then moved to *The Gold Book: Bylaws of the Kentucky State University Board of Regents*, and provided an overview of its contents, emphasizing Article III related to Internal Governance and Article VI related to meetings of the Board. Attorney Lang emphasized that *The Gold Book* was a document critical to the proper functioning of the Board of Regents and that all Regents should know and understand each of its provisions.

Acting President Stamps called attention to the materials associated with the fiduciary duty each Regent had to Kentucky State University. She informed the Regents that CPE had a new board member orientation and training that each new Regent would be required to complete.

Acting President Stamps provided an overview of House Bill 250 and the specific provisions related to the Board of Regents. She informed the Board of immediate steps the Board needed to take in order to be in compliance with House Bill 250.

Attorney Lang provided a comprehensive review of Kentucky State University's Ethical Principles and Code of Conduct. She directed the Board to review two publications, *The Kentucky Open Records and Open Meetings Act: A Guide for Public and Public Agencies* and *Managing Public Records*. She explained that under Kentucky law, Kentucky State University was required to distribute these publications to members of the Board of Regents annually.

Attorney Lang then conducted a comprehensive review of the Kentucky Open Records Act. Attorney Lang described to the Board of Regents what the purpose of the Act was, what items constituted public records, exceptions to the Open Records Act, the need for the designation of a Records Custodian, the process by which requests and procurement were made as well as the conflict resolution process, and the need for inconspicuous posting of an open records policy.

Attorney Lang then provided training on the Open Meetings section of the Kentucky Open Records Act. She reported that the Board of Regents was an entity governed by the Open Meetings section and must adhere to the stipulations related to public meetings. Attorney Lang explained that under the Open Meetings section of the Kentucky Open Records Act, a "public meeting" was any instance where the members of the Board of Regents discussed public business or actions to be taken. Attorney Lang advised the Board of Regents to inspect the materials which they had been provided.

VI. Action Items

A. Approval of Quarterly Meeting Dates

MOTION by Regent Fields:

Move the Board to adopt approval of the quarterly meeting dates.

Seconded by Regent Walston.

Motion passed without dissent.

B. Approval of Statement of Work with Protiviti

MOTION by Regent Fields:

Move the Board to approve of the contract with Protiviti for accounting services.

Seconded by Regent Adams and passed without dissent.

C. Approval to Engage the Services of The Registry Advisory Services

MOTION by Regent Adams:

Move the Board to accept Acting President Stamps' report on utilizing and engaging the services of The Registry for the appointment of the Interim President to be determined by the Board.

Seconded by Regent Hatchett.

D. Approval of the Financial Exigency Policy

Attorney Lang provided the opening remarks by explaining that House Bill 250 charged Kentucky State University with composing a policy to address an exigency the Commonwealth has already declared. Furthermore, with the composed directive, the office of General Counsel has worked with the Counsel for Postsecondary Education and with outside counsel to develop an exigency policy which is before the Board of Regents.

President Stamps acknowledged that Regent Robinson was present for voting on the record.

Attorney Lang opened the discussion for questions.

Regent Hatchett expressed concern that the proposed policy placed too much distance between the Board and the financial exigency. Attorney Lang clarified that the financial exigency committee is not operated by the President but was instead selected by the President. Attorney Lang also stated that the policy contained a provision stating that the committee creates metrics of evaluation. President Stamps further clarified that once the roles and responsibilities and the shared governance that exists between the Board of Regents and Kentucky State University have been discerned, it will be clearer to identify why the policy was given its structure. Regent Hatchett stated that the creation of a committee of the Board or making a primary objective of the Executive Committee to govern the exigency responsibility would send a good message to the public about the University's position.

Regent Walston asked how many members would be on the exigency committee. Attorney Lang responded that such an inquiry should be added to the policy. Regent

Walston also commented on the importance of the Provost Office when putting the exigency committee together.

Regent Fields commented on the substantial amount of language in the policy regarding staff reductions and eliminations of programs. He wanted to go on record to say that the University was already operating with "skeleton crews," and requested that during the evaluation process such staff challenges be considered. Regent Patton observed that it was not the role of the Board to generate policies, but to only approve proposed policies and stressed the urgency associated with the exigency policy process. Acting President Stamps observed that the exigency policy designated the Board to approve any matters that were brought from the policy and also that the Board of Regents had authority over the appeals process related to this policy. Attorney Lang emphasized the reason for this policy namely that it exists to address the declared lack of efficacy in the financial performance of Kentucky State University. Attorney Lang also emphasized the importance of shared governance and ensuring that the process of policy approval was collaborative.

Regent Walston observed that staff members who received tenure before may be eligible for an appeal. Attorney Lang responded by saying that the termination provision of the exigency policy was intended to address rights that were already provided. President Stamps inquired about the staff members who were granted tenure before and whether they were granted tenure by the Board of Regents.

Regent Fletcher requested clarification on the process of how the Board remains within legal compliance of their fiduciary and personnel responsibilities. Attorney Lang responded that the policy was intended to be cognizant state laws that imposed such duties on the Board of Regents. Attorney Lang explained that in exercising the exigency policy, a committee forms the metrics to evaluate the staff and tenured faculty to determine who may potentially be released from employment. Furthermore, the policy provided a section that addressed the appeals process only available to tenured faculty. Regent Fletcher asked a hypothetical question that supposed if the committee recommended a termination of a faculty member, would such a decision return to the Board of Regents for review. Attorney Lang responded that the initial decision of termination would be made by the exigency committee and that the final decision resided with the President.

Regent Patton asked about extensions and whether the final authority of appeals resided with the Board of Regents. Attorney Lang affirmed, but emphasized that the appeals process was only available to tenured faculty. Regent Patton responded by emphasizing the legal importance of complete compliance with both state law and procedures from accrediting agencies.

Regent Moyer spoke in support of recognizing different ways of approaching the financial exigency issue but advocated for approaching the issue from the perspective of long-term program viability. Regent Patton responded by observing that Regent Moyer, as chair of the academic affairs committee, would have the task of reviewing Kentucky State University's academic programs and that the exigency policy relates more to faculty and staffing. Attorney Lang responded by stating that the University was viewing the exigency process as a tiered one and that different components of the exigency process would be addressed over time.

Regent Hatchett expressed concern about how the proposed policy's language was not specific. Acting President Stamps responded by observing that there was a difference between a policy, a procedure, and a process and that the current deliberations revolved around the procedural component. Regent Patton asked whether the Board of Regents was mandated for the policy part of the timeline outlined by Acting President Stamps, which Acting President Stamps affirmed.

Regent Patton observed that the implementation of the policy still needed to be determined.

MOTION by Regent Dukes:

Move the Board to approve the financial exigency policy as submitted to the board.
Seconded by Regent Adams and passed without dissent.

VII. Closing Remarks

Chair Patton concluded by thanking Regent Robinson for his service to the Board. He identified two urgent matters pending for the Board of Regents including the procurement of the Interim President and the execution of the financial exigency policy.

VIII. Adjournment

MOTION by Regent Walston:

Move the Board to adjourn.
Seconded by Regent Fields and passed without dissent.

The meeting adjourned at 11:22 a.m.

Submitted by:



Elise Borne
Board Secretary
Kentucky State University
Board of Regents



Dr. Gerald Patton
Board Chair
Kentucky State University
Board of Regents

Approved with no corrections

Approved with corrections