

MINUTES
Special Meeting of the Board of Trustees
December 16, 2011
1:30 p.m., Hall of Honor
Troy University Campus
Troy, Alabama

The President pro tempore Gerald Dial, asked Board member Lamar P. Higgins to open the meeting with prayer.

I. Call to Order

The Troy University Board of Trustees convened at 1:30 a.m. on December 16, 2011, in the Hall of Honor on the Troy University campus in Troy, Alabama. President pro tempore Dial called the meeting to order.

II. Roll Call

Upon roll call, the following members, comprising a quorum, answered present: Senator Gerald Dial; Mrs. Karen E. Carter; Mr. Roy H. Drinkard; Dr. Doug Hawkins; Mr. Lamar P. Higgins; Mr. Forrest Latta; Mr. Charles Nailen; Mr. Allen Owen; and Mr. Darreyel Laster, SGA President (non-voting member). Absent: Governor Robert Bentley, Mr. John D. Harrison, General Edward F. Crowell, and Mr. Milton McGregor.

At the request of the Chancellor, Mrs. Donna Schubert, Associate Vice Chancellor for Marketing and Communication, shared Troy University's video Christmas greeting with the Board members. Mrs. Schubert said the video greeting will be shared with the university family, alumni, and friends of the university. President pro tempore Gerald Dial thanked the Chancellor and the Troy University staff for their good work in developing the video.

III. Approval of Minutes

A draft copy of the November 19, 2011, minutes was provided electronically to Board members prior to the meeting. There being no additions or corrections, Senator Dial called for a motion to approve the minutes as presented.

ACTION: THERE BEING NO REVISIONS MR. ALLEN OWEN MADE A MOTION TO APPROVE THE MINUTES AS PRESENTED FOR THE NOVEMBER 19, 2011, MEETING. A SECOND TO THE MOTION WAS MADE BY MR. CHARLES NAILEN. HAVING RECEIVED A MOTION AND SECOND, THE MINUTES WERE APPROVED AS PRESENTED.

IV. Comments—President pro tem

Senator Dial commented that this is a special called Board meeting and the main focus will be the adoption of the Bylaws. He took this opportunity to express his appreciation to all involved in the effort.

Senator Dial expressed his appreciation to Mrs. Karen Carter for serving a today's Commencement speaker.

V. Comments—Chancellor

A. Campus Safety & Security Presentation

Chancellor Hawkins stated that at a previous meeting Mr. Charles Nailen suggested that the Board be briefed on the university's preparedness to deal with tragedies such as that which occurred at Penn State. Dr. Hawkins indicated that Dr. John Dew, Senior Vice Chancellor for Student Services and Administration, will make a presentation to the Board shortly. Also, Mr. Allen Owen has requested a brief on athletic conference realignment.

The Chancellor updated the Board on the Phenix City Riverfront Project. He added that this week the city fathers and City Council in Phenix City increased their original commitment for the project which now puts us in a position to break ground on the project. An architectural rendering of the proposed building was shared with the board members. Mr. Owen added that he was pleased to be a part of the Phenix City project.

Chancellor Hawkins shared information on upcoming events at Troy University for planning purpose for the Board. He called attention to the opening of the Confucius Institute set for March.

Campus Safety & Security Presentation

Chancellor Hawkins introduced Dr. John Dew asking that he give an update on Troy University's emergency management and security initiatives.

Dr. Dew told Board members that the university has robust resources for preventing, mitigating and managing emergencies. Some of the resources available include: counseling staff available to deal with troubled students, video surveillance on and around campuses and in the stadium, University Police officers with arrest authority, police dispatching shared with the City of Troy, background investigation on new faculty and staff, emergency notification system, interface with regional Homeland Security, redundant backup of Information Technology system, campus lighting and call boxes, and fire alarm systems.

In addition, Dr. Dew said that university policies drive all planning, preparation and response to events. The Oracle, the student handbook, provides policies for students regarding the honor code, law enforcement, behavior, and discipline. The university also has a Faculty Handbook which governs faculty behaviors and requirements and the Staff Handbook covers information for all staff.

Dr. Dew said that effective prevention and response begin with planning and preparation. Dr. Dew elaborated on plans and procedures in place to handle crisis situation. He further stated that in the event of a major crisis, the university conforms to FEMA's guidelines for Incident Command System Structure. In all case, minor or major, incident information flows to the Senior Vice Chancellor for Student Services and Administration; all major incident information flows to the Chancellor who contacts members of the Board of Trustees immediately.

In conclusion, Dr. Dew reported that Troy University has comprehensive policies in place; state authorization for University Police; collaborative agreements with state agencies; planning, training, and drills; numerous preventive actions; strong counseling center, Human Resources and Public Affairs support. He stated that the key is effective teamwork and the university has a strong team in place to respond to incidents.

Mr. Nailen suggested that the Safety and Security Committee report annually to the Board of Trustees and it could be accomplished through the Board's Student Affairs Committee.

Discussion followed and Dr. Dew responded to comments and questions from Board members. It was noted by Mr. Darreyel Laster that a briefing of this type would benefit the SGA as well as the student body as a whole.

Senator Dial thanked Mr. Nailen for suggesting this briefing for the Board and also expressed his thanks to Dr. Dew for a thorough briefing.

VI. Committee Reports (if available)

- Athletics Committee, Mr. Owen

Mr. Owen made a few brief comments regarding conference realignment and then called upon Athletics Director Steve Dennis.

Mr. Dennis said that Troy University has been in our league for ten years and the Sun Belt Conference has been elevated under the leadership of Dr. Hawkins in his capacity as President of the Sun Belt Conference. This is the second year in a row the Conference has had bowl teams.

Mr. Dennis briefed the Board on the impact on Troy University in possible conference realignment. He concluded his remarks by stating that the Sun Belt Conference is a strong league and the Conference is currently in the search process for a new commissioner.

- Student Affairs Committee, Mr. Higgins

Mr. Higgins advised that an inaugural session of the committee will be arranged in the near future and a presentation will be made on the different components of the Student Affairs area. In conclusion, Mr. Higgins added that he would like the Student Affairs Committee members, as well as any Board members who would like to do so, to have the opportunity to stay overnight in a dorm room in order to experience dorm life as a student does.

VII. Old Business

A. Bylaws

Senator Dial made introductory remarks on the Bylaws and then called upon Mr. Higgins, chair of the Bylaws Committee, to lead the discussion.

Mr. Higgins noted that Page 14 in the Bylaws packet is not a part of the Bylaws but is an informational sheet only showing the officers of the Board. He stated that the Bylaws Committee worked for approximately three months trying to reorganize how we do business as a Board and to try to get a document that at a glance you could find something easily, know responsibilities of committees and establish procedures for vacancies in the event of a vacancy of the pro-tem and vice president pro-tem and other officers. He thanked Mrs. Carter and Mr. Latta for their help and assistance and added that the document before the Board had been presented to the university administration for review, legally and otherwise. Mr. Higgins said there is one post change on page 6. At this time, Dr. Doug Hawkins said that on Page 6 he recommends that "Section 8. Agenda" be changed to read: "The Chancellor in coordination with the President Pro Tem..." Mr. Higgins stated that this change is in line with other institutions Board of Trustees and he recommended approval of this change.

ACTION: MR. HIGGINS MADE A MOTION REGARDING SECTION 8 – AGENDA TO REPLACE THE WORDS "PRESIDENT PRO TEM" ON LINE 1 WITH THE WORD "CHANCELLOR" AND ON LINE 2 REPLACING THE WORD "CHANCELLOR" WITH THE WORD "PRESIDENT PRO TEM." A SECOND WAS MADE BY MR. LATTA. WITH A MOTION AND SECOND, THE CHAIR CALLED FOR DISCUSSION. THERE BEING NONE THE MOTION PASSED.

The chair called for open discussion regarding the Bylaws. Mr. Nailen had several items to discuss and presented each of the following observation:

- Page 1, second line he stated that there needs to be a closed parenthesis around 1975
- Page 1, fourth line from bottom beginning which begins with the words good faith he said the word "my" should be changed to "may"
- Page 4 we use the wording "the Board shall: "approve all loans, borrowing and issuance of bonds...etc"—Mr. Nailen said at the November meeting the Board approved a long-term lease on the Newman Center. He asked if this is something that should be spelled out regarding long-term leases as well. Mr. Higgins responded saying that what we have in the bylaws would be covered in the statutes and he added it was the committee's thinking that the statutes would cover this concern. He continued saying what the committee tried to get away from was putting too much in the bylaws in order to leave it as workable as possible and not have to come back periodically and change wording. Discussion followed.
- The next item Mr. Nailen mentioned was to receive clarification regarding Article II as it relates to Alabama's Open Meetings law. He said he was trying to get clarity on just what the law requires. He made reference to the 10-day notice for the board meetings as well as committee meetings and later saw another document indicating only a one-day notice for committee meetings and if the committees are registered with the Secretary of State. He concluded by saying he just needed to understand in regard to the Long Range Planning Committee which he chairs. Mr. Higgins responded saying that the 10-day notice is not a part of the Alabama Open Meetings Act but is only a part of our bylaws and we may suspend the rules as needed. Mr. Dave Barron, Executive Assistant to the Chancellor, added that all Board committees, once

the bylaws are approved, will be registered with the Secretary of State's office.

- Mr. Nailen called attention to Article II, Section 4, regarding quorum and participation by electronic means asking the thought process on two who can participate versus more. Mr. Higgins responded that this section is based on the statutes. He added that the committee did add the wording in parenthesis "who shall have the same rights and privileges as those present." This statement is in the statutes and Mr. Higgins said the wording was added for clarity in that two can participate electronically as a majority for voting. Senator Dial added that more can participate by phone but only two can be counted toward establishing a quorum. Mr. Nailen expressed appreciation for the clarification.
- The next item covered by Mr. Nailen was on Page 7, Section II, regarding the election of the officers at the summer meeting of the Board versus the annual meeting in the spring. Mr. Higgins responded that the committee used the same previous language in the bylaws and he added that there may be Board members whose terms will be expiring in October that may or may not affect it. In summary for his clarification, Mr. Nailen restated it was his understanding from discussions then that the nominating committee would be appointed at the annual meeting and they would bring forward recommendations at the summer meeting. Mr. Higgins further clarified that this process would provide that the officers are in place for the annual meeting and the board could go forward for into the year.
- Mr. Nailen called attention to Article IV, Section I—Executive Committee on page 10. He inquired as to why the two additional members are not elected by the entire board rather than being appointed by the President Pro Tem. He asked if this was considered by the committee or should the board consider it. Mr. Higgins responded saying that if the Board is interested in this change we can amend the current bylaws which were adopted at the November meeting.
- Mr. Nailen continued on Page 11, Section II—Finance Committee. He said the word "sell" should be corrected to "sale." Also, he added that at the bottom of Page 11 in the second sentence from the bottom, the statement needs to be made into a complete sentence. Following discussion, a recommendation was made to add the words "It shall" at the beginning of the last two sentences on Page 11. Mr. Higgins also noted that the word "participation" was left off in the sentence that reads "...athletic facilities plans, provide guidance for fan "participation"...
- On page 12, Section 6, Long Range Planning—Mr. Nailen wanted to clarify this section since he chairs the committee. His concern was in relation to line three with the wording that the committee would "...develop and review long-term goals..." Mr. Nailen inquired whether this committee is charged with developing long-term goals or is it charged with the review of the long-term goals. He suggested that it read "for the development and review of long-term goals..." After discussion, Senator Dial noted that Board committees will be provided with staff support from the Chancellor to accomplish the work of the committee. Senator Dial continued that the staff support will work with the committee and bring to the committee plans for consideration/review which, in turn, the committee would then present to the Board.

In conclusion, Mr. Nailen offered great accolades to Mr. Higgins and his committee on the bylaws revision. He added that Mr. Higgins is the driving force behind the bylaws revision and we owe him a huge debt of gratitude.

Following Mr. Nailen's comments, Mr. Higgins summarized in his motions below the changes recommended by Mr. Nailen.

ACTION: MR. HIGGINS MADE A MOTION TO ADOPT THE GRAMMATICAL CHANGES AS OUTLINED BY MR. NAILEN DURING HIS COMMENTS. A SECOND

WAS MADE BY MR. LATTA. WITH NO FURTHER DISCUSSION THE PROPOSED GRAMMATICAL CHANGES WERE APPROVED.

IN FURTHER ACTION, MR. HIGGINS MOVED THAT THE CHANGES AS OUTLINED ON PAGE 11 IN SECTION 4—ATHLETIC POLICY COMMITTEE BY ADDING THE WORDS “IT SHALL” TO THE LAST TWO SENTENCES BE APPROVED, AND ON PAGE 12 THAT THE WORDING ON LINE THREE SECTION 6 OF THE LONG RANGE PLANNING COMMITTEE READ AS FOLLOWS: “REQUIRED FOR THE NEW ACADEMIC PROGRAMS FOR THE DEVELOPMENT AND REVIEW OF LONG-TERM GOALS.” HAVING RECEIVED A SECOND, THE MOTION PASSED.

Before continuing, Mr. Nailen referred to Page 13, Article VI—Amendments—as to whether this is consistent with others boards. Mr. Higgins responded that some boards may require a two-thirds vote rather than a majority. Discussion followed and Mr. Latta added that with the bylaws being a working document it is designed so that it can be changed and adapted periodically through a simple majority. Mr. Nailen added that this information was helpful.

ACTION: THE CHAIR CALLED FOR A MOTION TO ADOPT THE BYLAWS AS AMENDED TODAY. MR. OWEN MADE A MOTION AND MR. LATTA PROVIDED A SECOND TO THE MOTION. THERE BEING NO FURTHER DISCUSSION THE BYLAWS AS AMENDED WERE ADOPTED.

In closing, Senator Dial echoed Mr. Nailen's comments in expressing his appreciation to the Bylaws Committee.

VIII. New Business

Senator Dial inquired as to whether a copy of the resolution recognizing John “Doc” Anderson as reflected below will be presented to him. Chancellor Hawkins responded that a copy will be presented to Doc Anderson at the Christmas Luncheon for faculty and staff.

A. Resolution No. 1—Recognizing John “Doc” Anderson

ACTION: MR. LAMAR HIGGINS MOVED FOR THE ADOPTION OF RESOLUTION NO. 1 WHICH FOLLOWS. A SECOND WAS PROVIDED BY MRS. KAREN CARTER. SENATOR DIAL OFFERED AN AMENDMENT TO ADD A SENTENCE TO READ: “BE IT FURTHER RESOLVED, THAT AN APPROPRIATE CERTIFICATE BE PRESENTED TO JOHN “DOC” ANDERSON ON BEHALF OF THE BOARD AS EVIDENCE OF THIS RECOGNITION OF HIS SERVICE TO THE UNIVERSITY.” THERE BEING NO DISCUSSION, THE RESOLUTION PASSED AS AMENDED.

Resolution No. 1

Recognizing John “Doc” Anderson

WHEREAS, John Howard “Doc” Anderson, II, has served Troy University as an associate professor in athletic training education, as head trainer for the athletics program, and as coach of Trojan track and field and cross-country teams; and

WHEREAS, Professor Anderson, a TROY alumnus, is renowned for his service at regional, national, and international levels serving on the staffs of the U.S. Olympic team and the United States Pan-American Games team in addition to his service to Special Olympics; and

WHEREAS, as the University's track and field/cross country coach from 1967-79 he coached more than 30 all-American performers and engendered such respect and devotion from those he led that almost 100 former track and field athletes held a reunion in his honor during the 2011 homecoming celebration; and

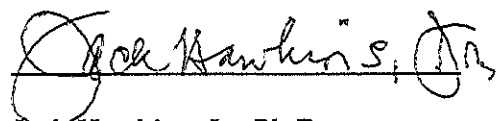
WHEREAS, his knowledge and academic contributions to the field of Athletic Training has brought him well-deserved recognition by induction into the Alabama Athletic Trainers Hall of Fame, the Southeast Athletic Trainers' Association (SEATA) District IX Hall of Fame and National Athletic Trainers' Association Most Distinguished Athletic Trainer as well as his selection for Troy University's highest teaching recognition, the Ingalls Award.

THEREFORE BE IT RESOLVED, the Board of Trustees takes great pride in commending Doc Anderson for his continued service to Troy University and more especially his service to the many students whose lives he has influenced. The singularly distinctive accomplishments of John Howard Anderson, II, reflect great credit upon himself and Troy University.

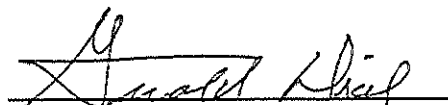
Mr. Higgins took this opportunity to express accolades to Trustee Latta for being featured in Alabama Magazine recently.

IX. Adjournment

Senator Dial said the Board would adjourn but needed to go into Executive Session. He added that since the Board would not bring any information back to the Board, the Board would stand at adjournment. Mr. Owen offered a motion that the board adjourn and go into Executive Session. Seconded by Mrs. Carter the board adjourned.



Jack Hawkins, Jr., Ph.D.
Chancellor and
Secretary of the Board of Trustees
Troy University



Gerald Dial
President pro tempore,
Board of Trustees
Troy University