

The University of Central Arkansas Board of Trustees convened in a regularly scheduled meeting at 10:30 a.m., December 6, 2019, with the following officers and members present:

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Mr. Bunny Adcock, Chair
Rev. Cornell Maltbia, Vice Chair
Ms. Kay Hinkle, Secretary
Ms. Elizabeth Farris
Dr. Terry Fiddler
Ms. Shelia Vaught
Mr. Joe Whisenhunt

MINUTES

The board unanimously approved the minutes of the October 11, 2019, meeting as submitted upon motion by Cornell Maltbia and second by Joe Whisenhunt.

REPORTS

President's Report – President Davis recognized Miss UCA Hannah Hagerman, the Minority Mentorship Program, as well as provided a capital projects update. A copy of his report is attached to the original minutes.

ACTION AGENDA

Tenure and Promotion Procedures and Guidelines for Honors College Faculty – Board Policy No. 303

Board Policy No. 303, Tenure and Promotion Procedures and Guidelines for Honors College Faculty, was initially adopted in August 2005. The policy specified the procedures for tenure and promotion of honors college faculty, but the policy was applicable only to faculty hired before September 1, 2005. All remaining honors college faculty hired before September 1, 2005, have obtained tenure and been promoted to professor. There are no honors college faculty that are subject to this policy.

The policy is being deleted in its entirety. Tenure and promotion procedures for Honors College faculty are set forth in the *Faculty Handbook*. The *Faculty Handbook* specifies that the procedure for promotion and tenure for the honors college faculty will be the same as those procedures for other faculty.

The language to be deleted is stricken through.

The board unanimously adopted the following resolution upon motion by Terry Fiddler and second by Kay Hinkle:

basis is here defined as having taught a semester-long course in the Honors College on two or more occasions during the time that constitutes the applicant's probationary period for tenure. One additional tenured faculty member will be added to the DLETC. This member will be drawn at random from a pool of all faculty members from the applicant's discipline/field of study in a department outside of the Honors College, or a tenured faculty member outside of the Honors College whose expertise and experience are sufficiently related to the applicant's scholarly credentials. Candidates in the pool are to be chosen by the dean of the Honors College with approval by the provost. Once faculty members become tenured in the Honors College, all holding that status will also serve on the DLETC.

b.—*College Level Equivalent Tenure Committee.* Tenured faculty members appointed by the Faculty Senate to the University Honors Council will serve as the college level equivalent tenure committee. In this capacity, the committee will exclude the dean of the Honors College, who serves ex officio, non-voting, on the Honors Council.

c.—*General Faculty Handbook* procedures will apply to all other tenure procedures, time deadlines, procedures for confidentiality, and appeal procedures. The Honors College dean shall not serve on the tenure committees and may not meet with these committees during their deliberations.

2.—Promotion Committees

The dean of the Honors College will serve in the capacity of a department chair in the Honors College faculty promotion procedure; an academic administrator designated by the provost will serve in the capacity of a college dean in the Honors College faculty promotion procedure.

a.—*Department Level Equivalent Promotion Committee.* Promotion application will be made to the dean. The dean will forward the applicant's file to the department level equivalent promotion committee. Up to four faculty members in the Honors College with ranks of assistant professor, associate professor, or professor may be elected to serve on the department level equivalent promotion committee. In addition, faculty members with ranks of assistant professor, associate professor, or professor in departments outside of the Honors College who have taught on a recurring basis in the Honors College will form a pool of candidates from which four will be chosen at random to join the department level equivalent promotion committee. Recurring basis is here defined as having taught a semester-long course in the Honors College on two or more occasions during the time that constitutes the applicant's probationary period for promotion. One additional faculty member will be added to the department level equivalent promotion committee. This member will be drawn at random from a pool of all faculty members with ranks of assistant professor, associate professor, or professor from the applicant's discipline/field of study in a department outside of the Honors College, or a faculty member outside of the Honors College whose expertise and

~~experience are sufficiently related to the applicant's scholarly credentials. Candidates in the pool are to be chosen by the dean of the Honors College with approval by the provost.~~

~~b. *College Level Equivalent Promotion Committee.* Faculty members appointed by the Faculty Senate to the University Honors Council will serve as the college level equivalent promotion committee. This committee will excl~~

For purposes of this policy, membership periods are defined as follows:

- Fall membership - fall academic term
- Spring membership - spring academic term
- Summer terms - end of spring term to beginning of fall term

HPER Center Fee Structure:

A. Student

*For purposes of this policy, employees enrolled in courses offered by the university will be assessed the fee as per Board Policy Nos. 623 and 630. The members of the Board of Trustees will be considered employees for purposes of HPER membership.

**For faculty or staff family, the fee is calculated as follows: \$110.00 (spouse) and \$55.00 (dependents), for a total of \$165.00. Dependents must be 18 years and older.

***For a single parent family, the fee is calculated as follows: \$55.00 (dependents). Dependents must be 18 years and older.

C. University Affiliates:

Fees assessed for employees and/or residents of the following UCA affiliates shall be the same as the fees assessed for current students (based on 15 credit hours for fall membership, 15

4. Alumni Membership Fees:

Individual +

Individual +

October Revised Base Operating Budget

This agenda item revises the FY 2019-20 original base operating budget approved at the May 2019 meeting of the Board of Trustees. The October revised budget includes all permanent adjustments made through October 31, 2019. The total budget increased \$195,580.

Revenue budget increased by \$195,580

Request for Authorization to Issue Bonds – Windgate Center for Fine and Performing Arts

Request for authorization to issue bonds, in an amount not to exceed \$20,000,000. The bond

box theatre (a flexible performance space which will accommodate a wide range of theatrical performances including musical theater). The facility will house the University's Art department and will add class, studio, rehearsal, design, and faculty office space. The facility will be situated at the northwest corner of Donaghey and Bruce Streets.

WER Architects and Pfeiffer Architects have been selected as the design team. Baldwin and Shell Construction Company is the contractor.

The board unanimously adopted the following resolution upon motion by Joe Whisenhunt and second by Terry Fiddler:

“BE IT RESOLVED: That the Board of Trustees hereby adopts the bond resolutions attached hereto, and authorizes the issuance and delivery of the bonds set forth therein for the terms and rates therein set forth, and further

All Bonds shall have in their name a series designation based on the year issued and, if there are multiple series, the name shall contain a letter to differentiate series, in style and form acceptable to the Vice President of Finance and Administration of the University. In addition, the series designation may contain a letter, in style and format acceptable to the Vice President of Finance and Administration of the University, if desired by the Vice President of Finance and Administration of the University.

The Bonds may be divided into multiple series if taxable and tax-exempt bonds are being issued, if advantageous for planning purposes or if necessitated for federal income tax purposes, as determined by the President of the University and the Vice President for Finance and Administration of the University.

Section 2. In order to provide for the issuance of the Bonds and to prescribe the terms under which the Bonds will be secured, executed, authenticated, accepted and held, the Chairman and Secretary of the Board, the President of the University and one or more Vice Presidents of the University as designated by the President, are hereby authorized to execute all documents necessary to the issuance of the Bonds, including without limitation:

- (a) the Indenture setting forth the terms and conditions of the Bonds and providing for the issuance of the Bonds;
- (b) a Bond Purchase Agreement between the Board and Crews & Associates, Inc. (the "Underwriter") setting forth the purchase price and the other terms and conditions upon which the Bonds will be sold to the Underwriter; and
- (c) a Continuing Disclosure Agreement, between the Board and the Trustee, setting forth certain obligations of the Board to make continuing disclosure of financial information and material events to the secondary municipal marketplace, as set forth in Rule 15c2-12 of the Securities and Exchange Commission.

The Indenture, the Bond Purchase Agreement and the Continuing Disclosure Agreement are hereby authorized and shall be in substantially the form presented Q 0.24 0 d Q 0.24 0 d (e) 4 (d 14nt) -2 (ub

The President is hereby authorized to negotiate an Underwriter's discount with the Underwriter that is not in excess of 0.465% of the par amount of the Bonds. The purchase price may include original issue premiums and discounts in such amounts as may be approved by the President.

Section 3. In order to provide credit enhancement for the Bonds, the Board recognizes that it may be economically desirable to obtain a policy of municipal bond insurance (the "Policy"). The Board hereby authorizes the President of the University to obtain a Policy from among proposals by municipal bond insurers, if the terms and conditions of such Policy are favorable and provide economic benefit to the Board. The Chairman or President is hereby authorized and directed to execute all documents in connection with the Policy, provided that the Chairman or President determine that the terms and conditions of the Policy are favorable and provide economic benefit to the Board.

Section 4. The Board hereby authorizes and ratifies the use of a Preliminary Official Statement in the marketing of the Bonds and authorizes the production of an Official Statement. The Preliminary Official Statement is hereby approved in substantially the form presented to the Board. The Board recognizes that certain revisions may be made to the Preliminary Official Statement prior to its delivery to prospective purchasers, and hereby authorizes the Chairman or the President to approve and accept such revisions, the signature of either on such Preliminary Official Statement to constitute proof of acceptance of such revisions. The Board hereby authorizes the President to "deem final" for purposes of Rule 15c2-12 of the Securities and Exchange Commission the Preliminary Official Statement with such revisions as may be accepted by the President. The Board hereby further authorizes and approves the production of a final Official Statement, and authorizes and directs the President to execute and deliver the Official Statement, in such form as he deems acceptable, in connection with the issuance of the Bonds.

Section 5. The Bonds are authorized to be issued on a parity with all or any outstanding bonds that are secured by the Pledged Revenues to the extent that the various parity tests for those bonds can be met.

Section 6. The Chairman and Secretary of the Board, and the President of the University and one or more Vice Presidents of the University (as designated by the President) are hereby authorized and directed to do any and all lawful things to effect the execution and delivery of the Bonds, the performance of all obligations of the Board and of the University, and the execution and delivery of all papers, documents, certificates and other instruments of whatever nature that may be necessary or desirable for carrying out the authority conferred by this Resolution or evidencing the authority and its exercise. The Secretary of the Board is hereby authorized to acknowledge and attest the signatures of the Chairman and the President and to execute such other documents as may be required in connection with the issuance of the Bonds.

Section 7. The provisions of this Resolution are hereby declared to be separable and if any provision shall for any reason be held illegal or invalid, such holding shall not affect the validity of the remainder of this Resolution.

Section 8. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

ADOPTED: December 6, 2019.

ATTEST:

By _____
Robert Adcock, Chair

Kay Hinkle, Secretary

(SEAL)

Economic Impact Study

The administration is requesting approval and funding for an economic impact study. The purpose of this study is to quantify the economic impact of the university on the region and state, as well as

- (ii) The board unanimously adopted the following resolution upon motion by Shelia Vaught and second by Cornell Maltbia:

“BE IT RESOLVED: That Bunny Adcock is hereby appointed to serve on the Strategic Planning and Resource Council through December 2020.”

- (iii) The board unanimously adopted the following resolution upon motion by Shelia Vaught and second by Joe Whisenhunt:

“BE IT RESOLVED: That Kay Hinkle is hereby elected to serve as a member of the Audit and Finance Committee for calendar year 2020.”

- (iv) The board unanimously adopted the following resolution upon motion by Shelia Vaught and second by Terry Fiddler:

“BE IT RESOLVED: That the Board of Trustees hereby appoints Joe Whisenhunt to serve on the UCA Foundation Board of Directors through December 2020.”

EXECUTIVE SESSION

The board unanimously declared an executive session to consider employment, appointments, promotions, demotions, disciplining and resignations of employees, upon motion by Elizabeth Farris with a second by Kay Hinkle.

OPEN SESSION

The board unanimously approved the following motion made by Terry Fiddler with a second by Joe Whisenhunt:

“I move that all appointments, adjustments to salary and title, and other matters set forth on the personnel action list discussed in executive session be approved, including a revised ~~is offered with~~ President Davis extending his employment for three years at the current salary.”

ADJOURNMENT

The University of Central Arkansas Board of Trustees

Bunny Adcock
Chair
