

Minutes of the Executive Committee
of the Board of Trustees
University of Kentucky
Tuesday, December 11, 2012

The Executive Committee of the Board of Trustees of the University of Kentucky met on Tuesday, December 11, 2012 in the Board Room, 18th Floor Patterson Office Tower.

A. Meeting Opened

Dr. E. Britt Brockman, chair of the Executive Committee, called the meeting to order at 8:01 a.m. and asked Secretary Sheila Brothers to call the roll.

B. Roll Call

The following members of the Executive Committee were present: E. Britt Brockman (chair), Oliver Keith Gannon, Terry Mobley, James W. Stuckert and Barbara Young. Secretary Brothers reported that a quorum was present.

Trustees Stephen Bilas, Mark Bryant, Bill Gatton and Kelly Holland were in attendance. General Counsel Bill Thro, Senior Associate General Counsel T. Lynn Williamson, Associate General Counsel Marcy Deaton, Executive Director for Public Relations and Marketing Jay Blanton and members of the media were also in attendance.

C. Approval of Minutes

Chair Brockman said that the Minutes of the October 5, 2012 Executive Committee meeting had been distributed and asked for any comments. Trustee Stuckert moved approval and Trustee Young seconded the motion. It carried without dissent.

D. Discussion of Proposed Changes to Governing Regulations (GR) II – Committee Structure

Chair Brockman reviewed the five recommended changes to the Committee Structure. They are:

- 1) Consolidate Academic Affairs and Student Affairs;
- 2) Consolidate University Relations and Human Resources;
- 3) Change the name of the Audit Subcommittee to “Audit and Compliance;”
- 4) Committee reports shall be posted online within 72 hours after the conclusion of Committee meetings; and
- 5) University Athletics and University Health Care Committees shall provide a brief update at each Board meeting, if the committees have met.

Chair Brockman also noted that during this review, the Office of Legal Counsel took the opportunity to streamline and reformat GR II.

Chair Brockman opened the floor for discussion. Trustee Mobley asked about a committee’s responsibility to bring action items to the full Board. Chair Brockman stated that this procedure for the Board would not change.

Chair Brockman then asked Secretary Brothers to read a letter from Trustee Pam May, who could not attend the meeting. It read as follows:

To: University of Kentucky Board of Trustees
From: Pamela T. May
Date: December 10, 2012

I am sorry I am not able to be with you all today, but as most of you know, I am in Rochester, Minnesota with Walter, who is having procedures to help ease the pain in his neck. It is very difficult to express opinions, thoughts and concerns when one is not present at a meeting, but Chair Brockman has graciously agreed to permit me to express a few comments regarding the revisions to the GR's.

Having been on the Board for some time, I have seen this Board go from one that met, essentially on Tuesday afternoon for two (2) hours, received reports, voted and returned home to one that has become very active through Committee activities and involvement. I have seen the Committees serve very valuable roles as issues have been brought forward in everything from investments to finance to the appropriate titling and structuring of various University programs. I have been actively involved in University relations with issues dealing with town/gown, issues dealing with more internal activities at the University, and have debated at length resolutions being presented to the full Board.

One of the most difficult things in joining the Board for any Trustee who is not either a faculty or staff representative is the tremendous amount of knowledge that must be obtained in order to act in a competent and thoughtful way. The information being presented at the various committee meetings, be it a report on how the Development Department works at the University, what work life is and how it has improved the status of the employees at the University, or presentations regarding the security measures in place to protect our students, faculty and staff, can assist greatly in obtaining needed information in a quick and concise manner.

While I know there are certainly reasons and motivations to combine some of these committees, I would like for you to consider this very carefully and consider what might be lost in such a move. I realize that everyone's time is precious, and that some of the committees may not appear to be hearing valuable or worthwhile information. I would, respectfully, disagree with that appearance. I have never attended a committee meeting at the University where I have not come away knowing more about the institution for whom I am to provide governance.

As members of the Board of Trustees, we have a tremendous responsibility to the greatest institution in the state of Kentucky. We are looked upon to develop the policies and provide strategy for the future of Kentuckians. In order to do that, we must be as knowledgeable as possible. Our Board meets ten (10) times a year. For myself, I am more than willing to give an extra day to let the committees meet in a timely manner, obtain needed information, and then proceed to a Board meeting. To expect an organization of our complexity to operate on a meeting date that is designed to discharge by 3:00pm is unrealistic, given the many challenges facing higher education today. At this point in time, for the future of the University, I believe it is important not to weaken, but to strengthen our committee structure and for the Board of Trustees to make a commitment to be willing to spend both Monday and Tuesday, ten (10) times a year, doing the University's business.

Again, I apologize for my inability to attend today, and hope you understand.

Sincerely,
Pamela T. May

Trustee Gannon stated that though he agreed with some of Trustee May's observations, he felt the consolidation of some committees would help strengthen the committee structure. He wanted to make sure that the new structure did not limit Board members access to information, but facilitated the flow of information.

Trustee Stuckert offered that this consolidation of committees might help the Board be mindful of its policy-making role.

Trustee Mobley offered that the Board meeting was a business meeting and by providing reports online, it provided Board members the opportunity to review the committee information at their convenience. He also hoped that the new Board Chairman would be flexible if a Committee Chair petitioned him/her to give a report at a Board meeting.

Trustee Young asked about the implementation of the new committee structure and Chair Brockman said the changes will be effective July 1, 2013. The new Board and committee chairs would set the parameters for the structure.

With a motion made by Trustee Young, seconded by Trustee Mobley, the Executive Committee approved the recommendations as written without dissent. Chair Brockman announced he would present the recommendation at the afternoon Board of Trustees meeting.

With no further business, the meeting adjourned at 8:24 a.m.

Respectfully submitted,



Sheila Brothers, Secretary