

Minutes of the Executive Committee
of the Board of Trustees
University of Kentucky
Tuesday, March 19, 2013

The Executive Committee of the Board of Trustees of the University of Kentucky met on Tuesday, March 19, 2013 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 Bill Britton, Kelly Holland, Irina Voro and John Wilson were in attendance. President Eli Capilouto, General Counsel Bill Thro, Chief of Staff Bill Swinford and External Relations Director Jay Blanton were also in attendance.

C. Approval of Minutes

Chair Brockman said that the minutes of the December 11, 2012 Executive Committee meeting had been distributed and asked for any comments. Trustee Stuckert moved approval and Trustee Mobley seconded the motion. It carried without dissent.

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

Chair Brockman recapped the events from the January 29 Board of Trustees meeting where Trustee Voro suggested the establishment of a committee on “good governance, accountability and ethics.” As the Executive Committee was the committee charged with reviewing the Board of Trustees Committee Structure, Trustee Voro was invited to share with the Committee her proposal.

Trustee Voro shared the following:

“As background, in the environment of rapid economic and social change, improvement of effective governance at the University has become increasingly important. The University faculty has proposed that the Board of Trustees establish a committee on good governance, accountability and ethics. The creation of such a committee will allow the

Board to undertake sustained assessment of how governance working in the University and to promote the “lessons learned” processes regarding proper ethics and accountability throughout the University.

The committee shall be responsible for reviewing universities members’ compliance with the existing laws, rules and regulations. It shall review and make the make recommendations to the Board and the President on the effectiveness of UK governance and management structures and their suitability.

The committee shall consider and review any cases of governance and ethical violations at the University as it deems appropriate. In accordance with the state law addressing specifically the University of Kentucky (KRS 164.131 (1) (c): “Officers and officials shall be held accountable for the status of the institution's progress.” Therefore, the committee will periodically evaluate and report to the board on the institution's progress and recommend appropriate changes.

The committee will closely work with a Faculty Ombud office (an ombuds person is defined as an official appointed to investigate individuals complaints against maladministration especially that of public authorities and mediate solutions) which will serve as a liaison between the faculty and the Board on issues of accountability and ethics and reports directly to the committee bypassing the university administration.

The committee shall have the right to hire outside legal counsel when it deems that the University General Counsel (who currently reports to the president) might have a conflict of interest in advising the Board. The committee shall not rely on the General Counsel to recuse him or herself in cases where even a shadow in of impartiality on the part of the administration may be expected.”

Trustee Voro shared a document with the Executive Committee that contained a menu of items that the committee could adopt as duties. There were questions and discussion surrounding the creation of a Faculty Ombud office. Trustee Voro gave some examples on how a committee of this nature would work with a Faculty Ombud position. She gave additional examples on the role or possible duties of a Faculty Ombud position.

The Committee asked questions and participated in discussion. At Chair Brockman’s invitation, President Capilouto shared with the Committee that soon after his arrival at the University, he put together a group to look at the possibility of creating a faculty ombud position. He listened to all parties involved in creating the position and made the decision not to go forward with it. It would have created an office with an estimated annual budget of over \$300,000. He reminded the Committee that the Provost’s Office contains an Associate Provost that is dedicated to listening to faculty and dealing with faculty matters. President Capilouto wanted the Committee to know that he attends the meetings of the University Senate (the elected

faculty representative body) as often as possible. He is always open to questions and takes all concerns seriously and responds accordingly. He concluded by saying that “I don’t want you to have the impression that we are some callous administration that disregards the welfare of our faculty. They are our most precious resource.”

Chair Brockman offered the following possible solution. GR II states that the Executive Committee has three duties: 1) oversight of the financial and business interests of the University and (it) possesses the same powers as the Board of Trustees during the periods between meetings; 2) serves as a hearing panel in the event of a faculty member, staff employee, or student appeal coming to the Board of Trustees; and 3) serves as the performance review committee for the president. Chair Brockman proposed adding a fourth duty that the Executive Committee would “serve in an advisory capacity to the president on issues of administrative structure and process and institutional compliance and accountability.”

The Committee agreed to consider the language and discuss it further at the next Executive Committee meeting in May.

E. Presidential Evaluation

Chair Brockman introduced the items regarding the 2012-13 Presidential Evaluation. The list of recommendations from last year’s facilitator Dr. David Hardesty was discussed, as was the proposed list of questions. Chair Brockman stated that like last year, the list was to be circulated to the entire Board of Trustees and the executive committee/councils of the University Senate, Staff Senate and Student Government Association, for each body’s input.

Chair Brockman stated that Dr. Hardesty had agreed, if the Committee consents, to be the facilitator for the 2012-13 evaluation. The Committee agreed to introduce the proposal for the Board’s approval.

Chair Brockman next introduced and explained the proposed timeline for the evaluation. The proposed timeline sets out the following:

March	Executive Committee approves proposed list of questions and facilitator and reviews timeline.
March (late)	Questions will be sent to Senate Council Chair, Staff Senate Chair and Student Government Association President for distribution, review and feedback.
May	Executive Committee approves list of constituents to be interviewed and finalizes questions after feedback.
June	Questionnaire/Survey circulated to constituency representatives and a preliminary evaluation for Board of Trustee members.
	President submits draft self-evaluation to facilitator.

June/July	Facilitator interviews constituents and collects quantitative constituent surveys.
July/August (early)	Executive Committee meets to hear facilitator report and to review President's self-evaluation. EC sends report of meeting to full Board of Trustees. A second quantitative evaluation is sent to full Board of Trustees.
August (late)	Return of Board of Trustees second quantitative evaluations.
September (early)	Executive Committee meets to review Board of Trustee evaluations and draft recommendation(s).
September 10, 2013	Chairman presents Executive Committee report and Board of Trustees votes on recommendation(s).

Chair Brockman explained that if recommended by the Executive Committee, the Board of Trustees would have the opportunity on two occasions to evaluate President Capilouto. The first opportunity would be the quantitative survey being distributed to each constituent. The second opportunity to evaluate would be informed by the information gathered from the facilitator. The facilitator report would be based on the analysis of the questionnaire and one-on-one interviews with constituents. Interviews with members of the Board would not be required, but scheduled upon request. A second evaluation (instrument not yet known) would be filled out by the Board. This second set of results would be the basis for the Executive Committee recommendation to the Board of Trustees.

The Committee discussed various details of the process and agreed to recommend the timeline and methodology for the Board's consideration.

F. Other Business

Returning to her presentation, Trustee Voro proposed to the Executive Committee the withdrawal of CR 1 to allow for further discussion. There was no support for this proposal, but Chair Brockman agreed to schedule time for additional discussion at the Executive Committee meeting in May.

With no further business, the meeting adjourned at 8:58 a.m.

Respectfully submitted,



Sheila Brothers, Secretary