

Minutes of the Nominating Committee
of the Board of Trustees
University of Kentucky
Wednesday, August 28, 2013
Board Room, 18th Floor Patterson Office Tower

A. Meeting Opened

Mr. C. Frank Shoop, chair of the Nominating Committee, called the meeting to order at 3:10 p.m.

B. Roll Call

The following members of the Nominating Committee were present: C. Frank Shoop (Chair), C.B. Akins, Bill Britton, Mark Bryant, Jo Hern Curris, and Barbara Young. Mr. Shoop announced that Trustee Bill Gatton was listening via conference call, would not be counted as part of the quorum and would not participate in the meeting as members of the Nominating Committee who were present. Mr. Shoop stated that a quorum was present.

C. Approval of Minutes

Mr. Shoop said that the minutes of the October 12, 2012 meeting had been distributed to the committee and asked for corrections. Mr. Britton made a motion that the minutes be approved as written. Ms. Curris seconded the motion, and it carried without dissent.

D. Discussion and/or Nominations of Officers to the Board

Mr. Shoop reported that following an email sent to the Board of Trustees asking for input for officers, a majority of the Board expressed the desire for Britt Brockman to be re-elected as Chair; Keith Gannon to be elected as Vice Chair; Sheila Brothers to be re-elected as Secretary; and Bill Thro, General Counsel to remain as Assistant Secretary. He moved that the slate of officers be approved. His motion was seconded by Mr. Britton.

Mr. Shoop called for nominations from the floor and Dr. Akins made a motion that nominations cease. The motion was seconded by Ms. Curris, and it passed without dissent.

Mr. Shoop called for a vote on the following slate of officers:

E. Britt Brockman, Chair
O. Keith Gannon, Vice Chair
Sheila Brothers, Secretary
William Thro, General Counsel, Assistant Secretary

The motion passed without dissent.

E. Discussion and/or Nominations of Executive Committee to the Board

Mr. Shoop stated the next item on the agenda was the nomination of members for the Executive Committee. Based on the nominations he received from the Board, he put forth the following slate for members for the Executive Committee:

E. Britt Brockman, Chair
C.B. Akins, Sr.
Terry Mobley
James Stuckert
Barbara Young

Mr. Shoop moved approval of the nominations for the Executive Committee. Dr. Akins seconded the motion.

Mr. Shoop asked for nominations from the floor. Ms. Curris proposed that the Vice Chair should also be a member of the Executive Committee. The Nominating Committee engaged in a discussion regarding the addition of a member to the Executive Committee, the size of the Executive Committee, the appropriate steps to make a revision to the Governing Regulations regarding the membership of the Executive Committee, the timing of such a revision and good governance best practices. William Thro, General Counsel and Assistant Secretary to the Board of Trustees facilitated the discussion. The Committee ultimately agreed to introduce a recommendation stating the Nominating Committee recognized the importance of having the elected Vice Chair of the Board serve on the Executive Committee. The Chair already is a member of the Committee, as is the Secretary (non-voting ex-officio). Because this change would take effect only after a second reading at the October 26 meeting of the Board, it is the intent that this change will not affect the term of any member of the Executive Committee elected at the September 10, 2013 Board meeting.

Ms. Curris moved to amend the motion to accept the slate as read and to include the proposed recommendation (to be drafted by the Office of Legal Counsel) to change the Governing Regulation regarding the Executive Committee composition. The amended motion was seconded by Mr. Bryant and it passed without dissent.

Mr. Shoop noted that (if elected) Sheila Brothers will serve as the ex officio secretary of the Executive Committee in her role as Secretary of the Board.

Mr. Shoop said that he would present the slate of nominations for Officers and Executive Committee to the full Board at its September 10, 2013 meeting.

F. NCR 1 - Reappointment of Board of Director University of Kentucky Mining Engineering Foundation, Inc.

Mr. Shoop stated that NCR 1 recommends that the Board approve the reappointment of Ms. Jo Hern Curris to the University of Kentucky Mining Engineering Foundation, Inc. Board of

Directors for a one year period ending September 30, 2014. The bylaws of the foundation require that the Board of Trustees approve appointments to the Board of Directors.

Mr. Britton moved to recommend approval of NCR 1. Ms. Young seconded the motion and it passed with one abstention by Ms. Curris.

G. Meeting Adjourned

As there was no further business, Mr. Akins made a motion that the meeting adjourn. Mr. Britton seconded the motion, and the meeting adjourned at 3:42 p.m.

Respectfully submitted,

C. Frank Shoop
Chair