

Minutes of the Meeting of the Board of Trustees
University of Kentucky
Friday, April 26, 2024

The Board of Trustees of the University of Kentucky met on Friday, April 26, 2024, in the Gatton Student Center, Harris Ballroom.

I. Call to Order

E. Britt Brockman, chair of the Board of Trustees, called the meeting to order at 8:00 a.m. and asked Secretary Webb to call the roll.

II. Roll Call

The following members of the Board of Trustees were in attendance: Hubie Ballard, Cathy A. Black, Alex Boone, E. Britt Brockman, Todd Case, Ray Daniels, Ron Geoghegan, Brenda Gosney, Janie Greer, Lizzy Hornung, Lance Lucas, Kimberly McCann, Elizabeth McCoy, David Melanson, Paula Leach Pope, Frank Shoop, Hollie Swanson, Robert Vance and Rachel Watts Webb. Claude A. "Skip" Berry attended via Zoom.

Secretary Webb announced a quorum was present.

III. Approval of Minutes

Chair Brockman stated that the minutes of the February 23, 2024, meeting had been distributed and asked for a motion to approve. Trustee Ballard moved approval and Trustee Melanson seconded the motion. (See meeting minutes on the Board of Trustees website, www.uky.edu/Trustees, under "Agenda")

IV. Chair's Report

Chair Brockman reported there were 22 consent agenda items, including:

PR 2	Personnel Actions
ASACR 1	Candidates for Degree: May 2024
ASACR 2	In Memoriam Degrees: May 2024
ASACR 3	Candidates for Degree: August 2024
ASACR 4	Candidates for Degrees: May-August 2024
ASACR 5	Academic Degree Recommendation: College of Arts and Sciences
ASACR 6	Academic Degree Recommendation: College of Education
FCR 1	Acceptance of Charitable Gift: Roger L. Nicholson
FCR 2	Acceptance of Grant: The Spray Foundation Inc.
FCR 3	Amendment to the Easterseals Faculty Endowments
FCR 4	Endowment Match Program Annual Report
FCR 5	Lease/Purchase Equipment: Smart Campus Initiative

- FCR 6 Coldstream Research Campus Quasi-Endowment Fund
- FCR 7 Acceptance of Interim Financial Report
- FCR 8 Improvements to Leased Space: Social Work
- FCR 9 Improve Parking and Transportation: Wildcat Wheels
- FCR 10 Improve Campus Parking and Transportation Systems
- FCR 11 Agriculture Research Facility Capital Construction
- FCR 12 Approval to Acquire
- FCR 13 Approval to Acquire
- FCR 14 Capital Construction Report
- UK HealthCare Medical Staff Privileges and Appointments

Chair Brockman asked if there were any requests to remove an item from the consent agenda. Hearing none, Chair Brockman asked for a motion to approve. Trustee Gosney moved approval; Trustee Swanson seconded the motion and the consent agenda passed without dissent. (See consent agenda items on the Board of Trustees website, www.uky.edu/Trustees, under “Agenda”)

Chair Brockman reported there were 17 petitions to address the Board. One concerned a Human Resources topic, which was forwarded to the appropriate department for review since the matter was not relevant to today’s agenda. Two were declined because they were submitted after the petition deadline.

The remaining 14 petitioners concern the topic of PR 6, which is on the agenda for this morning’s meeting, and have been invited to speak today. Each of the petitioners will have three minutes to speak and will proceed in the order in which they were received. We appreciate your interest in this issue.

Chair Brockman invited the first petitioner, Brian Higgins to the podium.

Dr. Higgins, an associate professor in UK’s College of Medicine, thanked the Board for allowing him to speak and described his roles in the college including being a member of the Curriculum Committee for 10 years, directing three-credit bearing courses and teaching throughout the first years of their curriculum.

“In addition, one of the honors bestowed upon me by my colleagues was being elected to the University Senate. Other honors that were bestowed upon me by our students were for my creativity and innovation in the classroom. One of the things that I do in our curriculum is teach a Capstone course to our second-year medical students that prepares them for an eight-hour licensure exam that they take at the end of the second year. Recently, the body that creates that exam changed the representation of certain content on that exam. Right now, I would like to make modifications to prepare the 206 learners who will take my course next spring to prepare them for this licensure exam that they must pass to progress to their third year. These are 206 of our Commonwealth’s best and brightest. We owe it to them to prepare them to the best of our ability.”

“Right now I cannot change my course the way I would like because it would constitute a major course change and that cannot be done in that time frame. As an

educator, I find it unacceptable. In addition, thanks to the generosity of private donors like Dr. Rankin and state legislative funds, UK has broken ground on a beautiful health education building that will transform the way we train healthcare professionals across multiple colleges at the University of Kentucky. We require curricular flexibility across all of our colleges to train these individuals and to utilize this space to the best of our ability. We owe nothing less than our best to our students, many of who come from areas of our Commonwealth that are desperately underserved and want to serve those regions. We owe nothing but our best to our learners and to the great people of this Commonwealth. Thank you very much for your time.”

Chair Brockman thanked Dr. Higgins and called Douglas Michael to the podium.

Mr. Michael thanked the members of the Board, “I am grateful for this opportunity. I am a professor of law. I have been here 35 years, and I have spent 10 of those off and on as Academic Associate Dean at the College of Law, so I have some passing familiarity with the difficulty that administrators have here. I ask you to disapprove the resolution PR 6 that you have in front of you and will come up shortly, I agree with its principles to be sure we can and should simplify and clarify our procedures. I have asked the President and the Provost where such changes should be made in my role as incoming chair of the University Senate should it remain so. I have spoken, I believe, candidly with both of them. I have received no examples, no suggestions, nothing, no place to start, no place to engage in discussion. We have received instead this plan for consolidation of power in the President and it is a flawed plan. Under this proposal, the faculty of each college will have the authority to do this and this alone, make curricular recommendations to the Provost. There will be no collaboration and assistance which the University Senate now provides and which the administration says it values highly, they like collaboration, it will be gone.”

“Each college will be siloed and set against each other as competitors, knowing that whoever gets the most students wins. The proposal is also poor business management. I want you to focus on that. Insulating top executives is how businesses fail and it is how this University could fail. The President will live in a self-designed, Trustee approved echo chamber insulated from voices of prudence and patience to say nothing of voices of concern or opposition. The President, alone in his echo chamber, will be told that we need more students, but he will hear directly from exactly five faculty members, most of them chosen by him about what to do with those students, he will not know how to create the workforce ready graduates, which he has promised you. The President, alone in his echo chamber, will be told that we need to expand our healthcare delivery system, will it be at the expense of our primary obligation to deliver education? He will not be told the consequences.”

“It is clear from these proposals how this administration views the University of Kentucky, the students and the patients are revenue sources and the faculty are simply in the way. But this plan can be fixed, I ask you to send it back to the President and instruct him to return to you with proposals that have the voted support of the existing representative bodies of the faculty, staff and students. To do otherwise will risk the seaworthiness of our flagship University as the senior administrators run blind at the helm. It would be reckless of you as fiduciaries to authorize such conduct. For my part, I will

stand ready with the Senate and Senate Council to work with the President and the Provost to provide the agile University we all desire to meet the challenges of these days. It would be truly visionary and a prudent fiduciary move for you as fiduciaries to reject today's hasty and one-sided proposal. We all know what works best, we have been told that. We all believe there is nothing like shared governance and the proposal you have in front of you is nothing like shared governance. Thank you."

Chair Brockman thanked Mr. Michael and invited Bob Grossman to the podium.

Dr. Grossman introduced himself as a professor of chemistry since 1994 and a Faculty Trustee from 2014 to 2020. "Many of you know me from my time on the Board and I think you will agree that when I criticized the administration's policies it was always with the intention of advancing UK. That is why I hope you will take to heart my message today that the President's proposed changes to relationships among the faculty, the administration and the Board are bad for UK and bad for Kentucky. The most pernicious aspect of this proposal is the concentration of power in the President's hands. Under this proposal, the President can abolish programs that are politically unpopular at the moment and he or she can award degrees to unqualified people without the oversight of faculty. I agree that it is unlikely that our current President would contemplate such actions, but what about the next president or the president after that? Presidents are not immune to political pressure. History has shown that institutions in which power is decentralized as in the American government are always the most robust in the long term, even though they are deliberations or sometimes messy or slow. It is the job of this Board to ensure that the University of Kentucky thrives into the future, it cannot thrive with an all-powerful president. The whole process that the President has engaged in has been a mockery of shared governance. Just a few years ago, the Senate asked the President to reaffirm his commitment to shared governance and he did so at that time. So, it is deeply disappointing that the President now refuses to engage elected faculty representatives in dialogue despite our repeated imploring. Instead, he peddles misleading anecdotes about supposed Senate inefficiency and disparages the elected representatives of the faculty."

Dr. Grossman continued, "Furthermore, his explanations of his motives have shifted repeatedly and they do not hold up to the slightest scrutiny as most of his proposals would exacerbate the problems that he is cited. For example, he proposes that a college's new programming course proposals should be vetted only by the Provost, not by faculty from across the University, a policy that is sure to lead to more duplication and turf battles because only the Provost will be considering them from a University-wide perspective. The result will be increased siloization and fewer voices heard. I know that it is very hard for Board members to resist the President's pressure to approve his policies and I know that the President has put a huge amount of effort into cultivating relationships with all of you, whereas I only have three minutes. But I implore you for the good of UK and the Commonwealth to reject this power grab and this knee capping of the faculty and insist that the President work with the University Senate to improve Kentucky's University. Thank you."

Chair Brockman thanked Dr. Grossman and invited the next petitioner, Philip Roseman to the podium.

“Good morning, I am Philip Rosemann, Cottrell-Rolfes Chair of Catholic Studies and also at the moment President of the UK Chapter of the American Association of University Professors. Thank you for the opportunity to speak. Why should a university not be run like any other business? There is management and there are stakeholders, in our case, students, staff, faculty, patients, alumni, donors, sports fans and indeed the entire Commonwealth of Kentucky represented by the Board of Trustees. Management’s task is to consult with these stakeholder groups, prioritize their interests, and steer the company to continuous growth. But here at the University, there are faculty who claim that they are not just ordinary stakeholders, they do not just want to be consulted on important matters touching on the central educational mission of the University, they want to have a decisive voice. That seems unrealistic and haughty, only eggheads who have lost touch with reality can dream that up. Even in the business world though, there is a price to pay if management overrules those with the core competencies that lie at the heart of the company’s operations.”

“The Boeing Corporation offers a recent sad example, because demand for airplanes surged Boeing was no longer able to keep up with orders, so management decided to accelerate production just a bit, and cut some insignificant corners here and there. Engineers noticed and sounded the alarm but their advice was not heeded. The result was catastrophic as we all know, due to software problems, two planes crashed, while just recently a door plug fell off in mid flight. Boeing’s reputation is in tatters, its chairman has already resigned and the CEO has announced his resignation. How does this example relate to the University of Kentucky? Well, the core competency at a university is education, which involves teaching, research and artistic work. Only the faculty have the ability to carry out these functions after many years of training. Certainly, our University could not exist without students and staff, donors, alumni, patients, sports fans and of course, the state’s flagship University cannot ignore the needs of the state it serves. And yet, the faculty are the guardians of the treasury of the theoretical and practical knowledge that sustains not only the Commonwealth of Kentucky but our entire civilization. We have to treat that treasury with great care in particular at a point in history when we are facing a whole series of existential crises. It is a mistake to reduce the faculty to an advisory role because they seem to stand in the way of acceleration and growth. If this happens, accidents are going to occur. My colleagues have already pointed out a number of such accidents and you will hear of more. The most serious accident, however, would be, a loss of educational quality because only faculty can judge what their respective areas’ quality requires in terms of admission standards, program offerings and curriculum. The victims of these accidents would be the people of Kentucky whom we are called to serve. Thank you.”

Chair Brockman thanked Dr. Rosemann and invited Davy Jones to the podium.

“Thank you. Davy Jones, Professor Emeritus, former College of Medicine Faculty Senator, and years ago I sat with you as a Faculty Trustee. I am going to come at this with several historical anecdotes. In 1997 there was a legislative urgency related to the Community College System and whether it should remain part of UK. The president at that time gave a speech to the Board of Trustees on the position of the Board and the

president that it should remain part of the UK. The president urged that there be a groundswell of support from the University System to the legislature to impact its decision. That groundswell never happened. Their call for the groundswell fell flat. Why? What the Board and the president at that time were not seeing was the incalculable value to the University of the generative engine of faculty with high morale.”

“Next anecdote, let us go forward several years, a new president comes on board with a different philosophy. I note the Board at that time paused the reorganization of the University to a provost system so that the new president coming in would have his hand in what he was going to be governing rather than inherit a fait accompli. There was a new board chair, Steve Reed. I can remember sitting in the car with Steve Reed as he was telling me that he had little patience for what he called presidents who do false listening. As an operative example of a different aspiration, he came to the University Senate, I can remember him inviting the Senators, "If you have problems. If you think there are issues I want to know about it," and he raised his cell phone up, "Call me." There was a time when the Board members could opt to have their email contacts on their web pages.”

“Third anecdote, in the early 1990s I was in the Office of Chancellor Robert Hemingway, at that time the North Campus Provost, so to speak, he said, Davy, "Let me give you some advice. There may be 10 criticisms that your detractors lodge at you and you know seven or eight of them are just not true, attend to the two or three that are." Now, I will admit I have not done a very good job of following his advice, but it was good advice even for a board. And so, I urge this Board and maybe I am also speaking in the record to a future Board, the two or three criticisms that the faculty have lodged that are accurate, they have got their finger on something legitimate, attend to those. Please attend to those. Thank you.”

Chair Brockman thanked Dr. Jones and invited Benjamin Braun to the podium.

“Good morning. So, I will begin by introducing myself as context for my comments. I am Dr. Ben Braun, Professor of Mathematics in the College of Arts and Sciences. I am also a faculty member in the Lewis Honors College. I love teaching students from every college and every major we get to do that in math and I have been honored to receive Outstanding Teaching Awards from the College of Arts and Sciences and the Provost. I also love research. My collaborators include faculty from Arts and Sciences, the College of Engineering and the College of Education. This collaborative background is the perspective that I bring today.”

“I am speaking to strongly oppose the proposed changes to the Governing Regulations. These changes will undermine the ability of faculty and staff to serve and educate the citizens of Kentucky, they will weaken the bonds of collaboration and engagement that have allowed UK to flourish and thrive and they will cause lasting harm both to the reputation and the quality of our University. We are at our best when we bring people together, combine our expertise and combine our experiences to reach beyond our individual limits. We have seen this in the past from President Capilouto and you on the Board, both in the rebuilding of our campus infrastructure and in the management of the COVID-19 pandemic. These were examples of engaged partnership between UK

leadership and the stakeholders in our community and we are all better for it.”

Dr. Braun continued, “Unfortunately, the process through which the current proposed changes were developed falls far short of the precedent we have set for ourselves and they violate many best practices for leadership. Confidentiality agreements, secret data and refusal by the President's Office to authentically collaborate have led to a proposal that would separate and exclude people and that would eliminate the long standing University Senate, which brings stakeholders from across campus together and allows us to combine our talents to achieve amazing things, even if there are areas of improvement that we can make. The University of Kentucky community, including faculty, staff and students have voiced our willingness to engage in an authentic and honest partnership with UK leadership. We can make positive changes to the GRs, ones that are actually inclusive, increasing the representation of students and staff in the University Senate and increasing the speed for which we can make decisions about critical issues. This will require all of us to set aside our egos, act with courage, change course and do what is right for UK, the President’s proposal would do the opposite, concentrating power and decreasing participation for everyone. I ask you, the members of the Board, to live up to our potential and live up to our promise to serve and educate with excellence. I ask that you reject the current proposal and direct the President to restart this process with a foundation of honest and authentic partnership. Thank you very much.”

Chair Brockman thanked Dr. Braun and invited Dean Rudy Buchheit to the podium.

“Chair Brockman, thank you for the opportunity to address the Board this morning. My name is Rudy Buchheit. I am Dean of the Pigman College of Engineering and I am here to stand in favor of governance revision. I am speaking to you as a member of this academic community and not for the Pigman College of Engineering. I believe it is important to acknowledge that actions under consideration today are just the beginning of a cascade of governance revision that will sweep across the University. We have much work yet to do. In this process, I believe there will be opportunities to make our University be more and do more. Exactly how we make and implement policy, how governance groups work together and how groups extend influence are all yet to be fully defined. However, for these opportunities to matter we must be focused enough to recognize them and good enough to take advantage of them in ways that reflect our shared values. With all due respect to the staff and the students in the administration of the University, I would like to speak to the particular role in power of the faculty in the University governance. What I believe is that the greatest power of the faculty derives from its ability to illuminate, evaluate, influence and persuade. That power should be afforded the highest degree of respect in the making and implementation of policy, not because it arises from authority conferred from rule and regulation, but because it stems from deep subject matter expertise, keen intellect, a passion for learning and discovery, and experience that is shaped every day in our classrooms, our laboratories and our clinics, this power exists nowhere else. Because of its significance, the power of the faculty must be directed with great intentionality, it should not be overly burdened to administer routine matters, matters of narrow or local interest, or an overly full agenda that can be capably dealt with by other means. Rather, we should ensure that this power be engaged to evaluate, advise and recommend across the range of great challenges and opportunities arising both inside

and outside the boundaries of the University that will ensure that our academic mission is met. The governance revisions before us will change how the power of the faculty is deployed within our governance framework, but they need not diminish that power. In front of us is much work, but also much possibility. Let us not lose sight of our shared values and our shared goals as we pursue this endeavor together. Thank you.”

Chair Brockman thanked Dr. Buchheit and invited Karen Petrone to the podium.

Karen Petrone stated that she had dedicated the last 30 years to her students and colleagues at UK. “I am here because the GR revisions have openly violated the norms of shared governance that UK has pledged to follow through its membership in the American Council on Education and the Association of Governing Boards. This violation threatens the national reputation of the University, risks a loss of prestige and compromises the recruitment of quality students and faculty. I ask you to table these GR changes until there has been more time to consider them. The complex details of these changes were made public less than a week ago, giving the campus community no time to consider their potential repercussions in the last week of the semester. These changes include a full rewriting of regulations on academic freedom with no input from faculty or students. This is the opposite of shared governance. Furthermore, how the academic work of the University is going to get done on July 1st has not been sufficiently thought out. Rushing this radical change to UK’s governing structure for no clear reason and without proper information and deliberation is not in the best interest of the institution and its students.”

“This acceleration without clear direction can lead to serious and costly missteps. Why is the University in such a rush, that it is undermining its own integrity and compromising its own principles, let alone its ability to operate efficiently? I ask you to restart the process of the GR revision in the fall and include the current University Senate in deliberations. The University Senate has repeatedly offered to collaborate with the Provost and the President to mobilize their considerable collective expertise in creating new academic structures, but have not been given the chance to do so. Principles of shared governance and effective policymaking require that the University Senate be actively involved in any attempt to reform its governing structure. Secret deliberations using the unscientific research of an outside consulting firm cannot replace shared governance and faculty expertise. The creation of a new Faculty Senate without the participation of the current University Senate is illegitimate and undemocratic. The new proposals include promises that the Student Government Association (SGA) and the Staff Senate will have more input on the issues that concern them and I am very glad to see the gesture toward inclusion of all parts of the University in deliberations of important matters. However, this gesture is an empty one as all four of the proposed bodies are merely advisory to the President. Too much power is concentrated in the hands of the President and a future leader could abuse the power. The concentration of power will also hinder members of the University community from expressing alternative opinions. This hierarchical and undemocratic organizational structure will silence the opposing voices of loyal and dedicated faculty members like myself who are trying to prevent the leaders of this University from making a catastrophic mistake. Please table the changes and restart the revision process next year.”

Chair Brockman thanked Dr. Petrone and invited Dean Griffith to the podium.

Dr. Chipper Griffith thanked the Board for the opportunity to speak and stated that he was the Dean of the College of Medicine but that today he was speaking as a Professor of Medicine and Pediatrics, a tenured faculty member in the regular title series and a former Senator. "I want to speak and say that I do support these changes in our governance for several reasons. First, I value that we are going to elevate the voices of students in our shared governance practices. If you think about it, our students — we exist as a university, as faculty for the founding mission of teaching students. In our medical school, we do lots of missions. We have our clinical faculty to take care of advanced specialty medicine. I do cutting edge research. We do all kinds of teaching and training, but the founding mission, our indispensable mission, is the training of medical students and elevating the voices of students in our faculty governance is a positive way to go."

Dean Griffith continued, "I am also very glad that we are going to elevate the voice of staff. We can not do the programs that we do in the way that we do them without the amazing staff that we have, so I appreciate the elevation of our staff in this process. And finally, I appreciate this recognition of the expertise of local faculty over curricular issues that are confined to the college. It has been very frustrating in the College of Medicine when there are curricular proposals that have to go through all these approval steps, we should be trusting the College of Medicine professors to make these decisions period, for our medical students. Just to give you an example, credit hours mean nothing in a medical student education, we have to have credit hours for loans and the Department of Education, but a medical student education is in weeks, our accrediting body expects weeks. There are 130 weeks minimum, we have about 150 weeks. If our faculty in the College of Medicine at the end of this academic year, which goes all year, in June all of a sudden says, "Hey, we got this Family Medicine Clerkship our students need, it is four weeks long. They need to have more primary care, and more family medicine. Let us make it six weeks." We do not have the ability to make that happen by July for the next incoming class. We have to go through all these steps because this is a program change going from 150 to 152 credit hours. Why not trust the people who are closest to the college in areas that do not impact other colleges?"

"Medical practice is changing so fast and we have got to catch up with it in our medical education practices. We have got to be nimble. We have to be able to make changes. When we move into the new Health Education Building, we have got to have a curriculum that will meet the grandeur of that building and it has to be able to be changed at the drop of a hat to keep up with medical practice. I also think this will liberate the Senate, though I value the Senate, the Senate does great things in terms of our graduate student programs and proposals we make that affect other colleges and majors and minors in the core curriculum, which is all very important; this will liberate the Senate from focusing on that and free up more college level proposals. Thank you very much."

Chair Brockman thanked Dr. Griffith and invited Sarah Hall to the podium.

"Good morning, everyone. To the Board, thank you for allowing me to speak to you and thank you even more for the work that you do. My name is Sarah Hall. I am an

Associate Professor of Anesthesiology and Pediatrics in the Clinical Title Series. I am an elected Senator and I also hold leadership positions in Kentucky Children's Hospital and the Anesthesiology Department. I teach a number of courses to anesthesiology residents, nurse practitioners and other Advanced Practice Providers, medical students, dentistry students and beyond. As a clinical faculty member who also has a basic Science Ph.D. I have been able to gather a great number of perspectives on this and I speak today in support of the GR changes."

Dr. Hall continued, "The medical faculty make up over 1,000 of the University faculty and contribute a rich combination of world-class medical innovation, education, service and internationally recognized basic science research. We care deeply about the mission of our University, preserving intellectual freedom, while recognizing and elevating the students and staff who are also the heart of our University. Since I spoke out at the most recent University Senate meeting in support of the change in Governing Regulations, a large number of students and faculty have contacted me directly, they also support the proposed changes and thanked me for speaking up on their behalf. They also requested to remain anonymous for fear of backlash. They support giving more of a voice to students and staff. They support colleges making their own curriculum decisions. With me, they support our President. Unfortunately, many who are in support remain silent due to the misinformation campaign against the changes and those who stand for it. Mass emails, social media and news media have been used to spread fear and uncertainty. It is my belief that many of our non-clinical faculty do not feel so extreme as the few outspoken, they fall somewhere in the middle. They have legitimate concerns and are willing to discuss and reason to be one university moving forward. After my statement, I'm returning immediately to the hospital to help a toddler receive surgery for cancer. I will work with students, faculty and staff who cannot be here due to their clinical duties. I look forward to going into my third year serving as an elected Senator and will be among others who are recognized as a respected authority even if it's in an advisory role. We will continue to make a major impact on our University, its governance and our future. Thank you."

Chair Brockman thanked Dr. Hall and invited Molly Blasing to the podium.

"Good morning and thank you for the opportunity to speak today. My name is Molly Blasing. I am an associate professor of Russian Studies in the College of Arts and Sciences and an elected member of the University Senate and the Senate Council. The best resource I know for adapting universities for 21st century challenges is a book called, "Shared Governance for Agile Institutions," by Stephen Bahls, the book describes Shared Governance as a system of aligning priorities, the priorities of the board, the administration and the faculty. A subset of these recommendations include one, providing members of the board, administration and faculty similar information about the challenges the institution faces and the need to address these challenges together. Two, creating a reservoir of trust, so that everyone can focus on the issues ahead instead of dealing with suspicions based on the past. And, three, creating wide support for strategic directions that faculty, boards and administrations alike believe are the product of shared governance. The biggest obstacle we are facing right now is that we do not have trust and open communication. We do not believe the proposed changes represent a product of shared governance and the administration has not been forthright about the problem it

seeks to address. I get asked nearly every day, "Why is the President doing this?" We do not have a shared understanding of our current and future challenges because at no point has the University Senate been engaged in discussions of what needs to change and why. In many cases, I am hearing more today than I have in these discussions. So, let me be clear, elected faculty leadership stands ready to engage in true partnerships in shaping the future of decision-making at UK, but shutting the University Senate out of discussions of what the administration, the Board and the faculty need sets us up for colossal failure. We will be mired in grievance and suspicion instead of focused on the future and the institutional mission. There is pressure mounting for votes of no confidence. The institutional reputation is suffering. There are more than a dozen local and national stories in the press about these developments that do not show UK in a positive light. Candidates for faculty and administrative positions on campus are concerned about what is happening. Graduate students are questioning the value of their degrees. This is an institution where proposed changes were written in secret, shared at a time of great pressure and distraction, and they radically changed the governance structure against the will of the faculty, which threatens our accreditation. You deserve better. We, the University community, deserve better. We have best practices to lead to strong outcomes and we have models of other universities who are doing this well. We can come together differently to do the hard work of building consensus and reaching solutions to problems that we share openly. You can be the heroes of this story, you can change the narrative and the process and lead us to a better outcome. You can be the wise men and women who listened, who considered carefully the voices of dissent and who demanded better for the common good of the University and the good of the Commonwealth. Thank you."

Chair Brockman thanked Dr. Blasing and invited Steven Arthur to the podium.

"Good morning. My name is Stephen Arthur. I am teaching faculty in the Psychology Department and thank you for the opportunity to speak with you today. I have three minutes, so I will try to balance succinctness with clarity. I am a teaching faculty in the Psychology department. I am also a first-year senator and I wanted to say that during that time I have had the opportunity to have more exposure to the process of governance here to listen to the President speak about his vision for the University and I found that to be legitimately inspiring in many ways. It is nice to have some perspective on that broader sort of forest look at what the University may be capable of. And there are many issues in which I would agree with some of these proposed changes. However, I am standing here in opposition to it in its current form. For example, I think many of us would agree that including staff more openly within the process of governance is a wonderful idea, were it not for the collective expertise of Jenny, Kim and Tamara in our department, it will probably fall apart within a month, alright, and that is probably a generous estimate. The same is true for students, right? They deserve to have more of a voice in a role. However, the way in which this current proposal is structured involves three components, interacting with Provost who then interacts with the President, right? They consult and advise the President. These are all valid things to do, but referring to them as shared governance might be somewhat generous, right? Governance is about more than just being able to speak, right, it is about having agency, to vote and to have those kinds of impacts on what goes on. Something that came into stark relief for me came yesterday when our department had our awards day for faculty, graduate students and students. Students get

to display the work that they have been doing all year on research projects. It made me realize just how important the principles of research are for a university such as this one, a research university. Which means empirical work, and transparency to ensure accountability and I feel that during this process of moving these proposals forward, there has been a lack of those three things, which I think violate the fundamental principles that a Research One University should abide by. These are essentially the principles that we try to impart to our students. I of course will abide by whatever decision the Board makes, but whether or not I can respect those changes remains to be seen. It is my hope that there is still time to change that perception because I do not think I am alone in that perception. Thank you very much for your time.”

Chair Brockman thanked Dr. Arthur and invited Heather Bush to the podium.

Dr. Bush thanked the Board and explained that she was a professor in the College of Public Health and a faculty member in the college since 2006. Pending the Board’s approval she will be the Dean of the College of Public Health. “The College of Public Health celebrates its 20th anniversary this year. It has been a special privilege of mine to grow my career alongside the development and growth of the College of Public Health. We are one of the youngest colleges at the University and a testament to the significant growth of the University’s impacts in both size and breadth of teaching, research and service. As a younger and smaller college, our voice and needs have not always been adequately reflected in existing governance structures. Current systems have not always appreciated the unique needs of a growing college like ours. The College of Public Health thrives on agility and responsiveness and we need this to effectively support the growth and development of our college, our faculty, our staff and our students, as such a thoughtful reevaluation of our governing structure presents an incredible and valuable opportunity. The proposed changes offer a chance to revisit shared governance principles and help craft a system that empowers all colleges, big and small, old and new to contribute their unique strengths for the collective benefit of the University of Kentucky. We know that listening to diverse voices leads to more comprehensive and effective solutions authorizing faculty, staff and students to take ownership of their academic environment also leads to increased engagement, accountability and a more dynamic college community. As such, as a college, we look forward to this opportunity. We look forward to working together and to building a model that empowers each college while strengthening the University as a whole. Thank you.”

Chair Brockman thanked Dr. Bush and invited Lauren Cagle to the podium.

“Good morning. My name is Dr. Lauren Cagle and I’m a faculty member in the College of Arts and Sciences. I am also a Kentuckian, not by birth, but thanks to the University of Kentucky, which brought me to this great Commonwealth in 2016. I love it here, I love Kentucky and I love the students, colleagues and citizens I have met because of UK, and I am horrified by the threat to all of us posed by this rushed and radical process.”

“I could spend my three minutes talking about how the shroud of secrecy cast over the process threatens trust in the institution. I could talk about the hits to the national

reputation we are already suffering, about the fact that we have not yet seen a practical plan for how UK will function logistically if these rushed changes are approved, so we can expect widespread confusion and inefficiency for months to come, about my deeply held belief that staff and students should have more power at UK and that disempowering the University Senate does not accomplish that, but I will not, because, despite all the talk about listening to more voices, the one voice we have not heard from at all today is students. So, instead I will spend the rest of my time sharing with you a Herald-Leader OP-ed by two undergraduates entitled, "Capilouto's Assault on Shared Governance is a radical attack on Democracy at UK." I am sharing with the permission of the authors, William Taylor, a graduating senior and Cameron Lin, a national award-winning landscape architecture student. William and Cameron write, "When considering the changes to shared governance proposed by UK President Capilouto and the Board of Trustees, undergraduates like ourselves feel a sense of dread. Capilouto says he aims to dissolve the Senate due to a need for flexibility in decision making and a lack of accurate representation in the Senate. Under his new plan, the Senate would become advisory, which means no votes and no power to stop the administration from pursuing its own interests, which may not align with the interests of students. President Capilouto has stated that the removal of voting power from the University Senate will not result in classes and departments being cut from the UK roster as they were in the case of West Virginia University, but who would be able to stop him if the proposal passed? An administration set on expansion and profits would be equally willing to make cuts. Why should we believe the people who are set on eliminating faculty and students from the conversation? Undergraduate students at UK can see that a future of rapid changes made by administration without proper faculty consultation is a recipe for disaster. Surely the important part of any change is thorough consideration, not how fast it can be done. Removing the checks and balances on an already powerful President and Board is never the answer in a collaborative field like higher education. As for representation, add the underrepresented groups to the existing Senate if that is truly the issue. Do not strip the Senate of its power." Thank you."

Chair Brockman thanked the speakers and shared his appreciation for their input. He then introduced the President for his report.

V. President's Report

President Capilouto remarked that April is one of the most monumental months of the year for our community. "Not only do the faculty, staff and students finish the semester after months of challenging work, but among them are thousands of students who are poised to cross the commencement stage at Rupp Arena one week from today. Every year we honor those graduates for their tremendous transformative accomplishments, but as I reflect upon this year's graduates I am reminded of what the class of 2024 went through to arrive at this moment. This class is full of students who were high school seniors. When the world stopped for the COVID-19 pandemic, they missed out on proms, award programs and of course their own graduation ceremonies. The campus that greeted them in August 2020 looks and feels completely different than the campus they are about to leave. These students had to pivot quickly, they had to face uncertainty head on in a context of isolation and sometimes loneliness, and next weekend we will celebrate

them together with their friends and family cheering them on. While I am proud of these graduates for what they overcame I am also incredibly proud of the faculty and staff who supported, mentored and taught them amid such uncertainty. Thank you to our community and congratulations to our graduates, including Lizzy Hornung, our Trustee.”

President Capilouto continued, “Another spring tradition at UK is honoring the University Research Professorships, this program was established by the University of Kentucky Board of Trustees in 1976 to recognize outstanding research achievements by members of the faculty. As you know, one of the five principles in our strategic plan the UK Purpose is inspiring ingenuity, it calls on us to build upon our strong foundation in research to address a broad range of local, national and global challenges with the goal of improving the quality of life for Kentuckians. The University Research Strategic Plan, consistent with inspiring ingenuity, has a major objective to foster an inclusive culture of research success to retain and develop outstanding faculty. Dr. Cassis, our Vice President for Research operationalized this premise by reforming the program which before recognized only a limited number of faculty and their scholarship. We have much, much more to recognize. I applaud her for making these changes as we continue to focus on this Board’s imperative to accelerate our efforts to advance Kentucky. This work in programs to recognize researchers who are leading the way has never been more important. College leadership develop nominations for individuals who displayed excellence in research and scholarly activity within their areas of expertise. To introduce you to this year’s winners, I would ask Vice President for Research, Lisa Cassis, to come forward.”

PR 1 University Research Professors

Dr. Cassis introduced the individual 2024 University Research Professors and explained the criteria of the program. Recipients stood as they were recognized. “These talented faculty were nominated by their peers as leaders within their respective disciplines based on a series of criteria for each college, they represent the full spectrum of research excellence across our diverse campus.” The honorees were as follows:

- David L. Harmon, Animal and Food Sciences, Martin-Gatton College of Agriculture, Food and Environment
- Michelle M. Martel, Psychology, College of Arts and Sciences
- Haralambos Symeonidis, Hispanic Studies, College of Arts and Sciences
- Carlos Lamarche, Economics, Gatton College of Business and Economics
- Shannon M. Oltmann, School of Information Science, College of Communication and Information
- Octavio A. González, Oral Health Practice, College of Dentistry
- Rebekah Radtke, School of Interiors, College of Design
- Jennifer Grisham, Early Childhood, Special Education, College of Education and Counselor Education
- Guoqiang Yu, Biomedical Engineering, Stanley and Karen Pigman College of Engineering
- Olivia Swedberg Yinger, School of Music, College of Fine Arts

- Joshua A. Douglas, Law, J. David Rosenberg College of Law
- Gregory A. Jicha, Neurology, College of Medicine
- Patrick Sullivan, Neuroscience, College of Medicine
- Thomas Prinszano, Pharmaceutical Sciences, College of Pharmacy
- Philip M. Westgate, Biostatistics, College of Public Health
- William Hoyt, Martin School of Public Policy, The Graduate School and Administration

The recipients were honored with a round of applause.

PR 3 Appointment of the Dean of Public Health

President Capilouto introduced PR 3, a recommendation that the Board of Trustees approve the appointment of Dr. Heather Bush as dean of the College of Public Health, effective April 1, 2024.

Dr. Bush earned her bachelor's degree in mathematics from Mount Vernon Nazarene University, and she earned both her M.S. and Ph.D. in statistics from UK's College of Arts and Sciences. After working in the industry, she returned to UK in 2006, teaching courses at the undergraduate, graduate and professional levels focused on statistical consulting and applications of biostatistics.

She has served the University and the greater community in numerous ways. As a faculty member in the Center for Research on Violence Against Women and an affiliate of the Kentucky Injury Prevention and Research Center (KIPRC), she uses bystander-based training to promote violence prevention and harm reduction in college populations. She is also a co-investigator in the HEALing Communities study, a four-year, \$87 million study, the largest grant ever awarded to the University of Kentucky, with the goal of drastically reducing opioid overdose deaths in Kentucky.

During her time as acting dean of the College of Public Health, Dr. Bush has overseen sustained growth of the college's student population and extramural research funding, furthering the University's efforts to create positive change for the health needs of communities across Kentucky. She is also a past recipient of the Provost's Award for Outstanding Teaching and is a University Research Professor.

Her dedication to our students and our community is a testament to the leadership she brings, which will help to nurture our students as they become trailblazers of our Commonwealth's public health needs as we continue to grow.

Chair Brockman asked for a motion to approve PR 3. Trustee Ballard moved approval; Trustee Black seconded the motion, and PR 3 passed without dissent. (See PR 3 on the Board of Trustees website, www.uky.edu/Trustees, under "Agenda")

Dean Bush was honored with a round of applause.

PR 4 Approval of the Acquisition of St. Claire Medical Center

President Capilouto introduced PR 4, a recommendation that the Board of Trustees approve to proceed with the acquisition of St. Claire Medical Center, Inc. in Morehead, Kentucky.

The President remarked, “I am reminded this morning of so many stories I have read and heard in recent months about a shared history and a shared commitment to the people of Northeastern Kentucky and Eastern Kentucky. From a small office on the second floor above a jewelry store to the days of trekking through Appalachian foothills around Morehead in difficult weather, Dr. Claire Louise Caudill never wavered in decades of tireless service with her nurse, Suzie Hamblin by her side, they delivered more than 8,000 babies in and around Rowan County in northeastern Kentucky.”

“So, in 1963 when a new hospital was born, thanks to the Sisters of Notre Dame her impact and influence were so deeply felt that the new medical center was dedicated in her name, St. Claire Healthcare in Morehead and the University of Kentucky was there. The Founding Dean of our College of Medicine and Vice President of the still new, A.B. Chandler Medical Center, William R. Willard spoke at the dedication of the new hospital. He proclaimed that the eyes of the medical profession in Kentucky, yes, in the United States are looking on you today and your future planning and progress will be closely observed, but we were not a mere passive participant in the development of the new medical center and the health of the region, as Kentucky’s University we never have been either. For some seven decades, we have been a partner for progress, a collaborator in compassionate care with St. Claire HealthCare.”

“For decades, we have had formal partnerships and alliances with St. Claire in specialty and advanced care such as pathology, oncology, OBGYN and pediatric services, among others. Such services and the sense of partnership are hardwired into our souls and their souls as well. Perhaps closest to both of us, our mission of service and our sense of shared history together is the co-development of the Rural Physician Leadership Program in collaboration with Morehead State University. Together, we are preparing doctors to return home to Rowan County and towns and communities throughout the region that badly need them. We have graduated more than a hundred young physicians since the program began more than a decade ago and the records show they stay close to those underserved areas. St. Claire, since the beginning has always been close to us, our mission and our purpose. Before you this morning is a proposal to take one more step in the evolution of what is not only a partnership, it is a relationship with family. We are, with your approval, moving to join with an organization that shares our mission and vision for healing, with a hospital that serves a region that is in so many ways close to the beating heart of this University.”

“With your approval, UK will move forward with the acquisition of St. Claire HealthCare. Our goal is to execute key agreements immediately and work to bring St. Claire into the University on July 1. Like our transaction several months ago with King’s Daughters in Ashland, we can join with an outstanding community provider in ways that will strengthen both of us, investing more in people and infrastructure that supports the

outstanding provision of care in the region while expanding access to advance specialty care that only we can provide in this state. It is why St. Claire sought us out several months ago when they solicited proposals and St. Claire, our existing relationship and their place and purpose is why we so enthusiastically responded.”

“Indeed the message we have heard repeatedly from the representatives of St. Claire’s Board is that UK was selected for this partnership because they are the ones most likely to continue our legacy that we have built on the campus of St. Claire Medical Center. We are so glad that Members of the Board at St. Claire are with us this morning. I would like to thank them and the representatives of the Sisters of Notre Dame, who are also joining us, their commitment to the health of the region and to doing what is right for patients and their care inspires us. I would also like to recognize St. Claire’s CEO, Don Lloyd and Board Chair Bill Redwine. You feel comfortable about investing in partnerships and moving ahead with them because of the people and leaders you engage along the way. In that spirit, this region and St. Claire are so well served by the forward thinking leaders that they have in Don and Bill. And it is important as well to acknowledge our partners in the state legislature who authorized us to move forward with this transaction.”

“There are other opportunities for partnership here as well. This multifaceted plan includes not only the inclusion of St. Claire in the family, but also lays the foundation for a bold expansion of health education offerings in the region, physical therapy and physician assistance, social work, and increasing the numbers of our rural physician program so that even more doctors will serve in communities that need them throughout the region and state. As always, we will do this in partnership with St. Claire and alongside our sister institution Morehead State University, which is such a vital access point to higher education for so many people in Eastern Kentucky.”

“This is a special community. St. Claire is a special institution with a special mission of service and care in Eastern and Northeastern Kentucky. Stirred by the echoes of shared history, united in a common cause to achieve uncommonly important and good things, and emboldened by a mission to heal and advance our state we ask for your approval this morning of our plans to join with St. Claire Healthcare, to do and be more for the people of this region and as always, for Kentucky. Before we pause for any questions though, I would like to ask Dr. Eric Monday to come forward and provide more background and context for this proposed transaction.”

Executive Vice President Monday thanked the President and members of the Board of Trustees, “I am pleased to provide more context and detail on PR4. You may recall yesterday in the Finance Committee, we heard from Dr. Nancy Cox and Dr. Rob Edwards in their work group update on partnerships. We also heard from Mr. Heath Price who discussed our partnership with Apple. The theme is how are we better together, and when we think about this opportunity that is in front of us with St. Claire HealthCare it is only an opportunity because of the past 60 years and how both of our organizations have worked so closely together.”

Dr. Monday continued by explaining the steps of the potential expanded partnership and acquisition. “It fits into the base mission, the strategic refresh of UK

HealthCare. We think about advanced care, we are talking about patients being able to stay closer to home, 66 miles from Chandler is St. Claire. When we think about taking care of our people and our partners, how do we think about transfer hubs? How do we think about a patient that needs to remain with us for two or three days, but not six or seven and after three days they can move back and have their care closest to home? And then when we think about the distinction, that link that we have had for the last 60 years of educational programs and the involvement of several of our deans to look at how we can expand those as we think about our partnership and expansion with St. Claire.”

“Our guiding principles are aligned. What is the most important thing for us? What is the thing we talk about more than anything else? What is our North Star? It is how we advance Kentucky. We believe with our partners at St. Claire that this proposed acquisition does that. This is going to be one of our defined outcomes of accelerating the educational opportunities in Morehead, for that area and the Commonwealth of Kentucky.”

The President then recommended the approval of PR 4, a recommendation that the Board of Trustees approve to proceed with the acquisition of St. Claire Medical Center, Inc. and its subsidiary corporation, St. Claire Real Properties, Inc.

Chair Brockman asked for a motion to approve PR 4. Trustee Vance moved approval; Trustee Case seconded the motion. Chair Brockman recognized Trustee Ballard for comments.

Trustee Ballard remarked, “As a practicing Neonatologist who has taken many phone calls from Morehead’s St. Claire, I have to express how happy I am to see that this partner perfectly meets our mission for the state and serving Kentuckians and this is such a positive thing for the State of Kentucky and the region. So, thank you, well done.”

Chair Brockman thanked Trustee Ballard. Hearing no further discussion, PR 4 passed without dissent. (See PR 4 on the Board of Trustees website, www.uky.edu/Trustees, under “Agenda”)

President Capilouto recognized the guests present from St. Claire and they were honored with a round of applause.

Next, Chair Brockman asked if he could do a bit of housekeeping, “I got so excited about the 16 research professors I forgot the vote on PR1.” Chair Brockman asked for a motion to approve PR 1. Trustee Swanson moved approval; Trustee Gosney seconded the motion, and PR 1 passed without dissent. (See PR 1 on the Board of Trustees website, www.uky.edu/Trustees, under “Agenda”)

PR 5 Appointments to the Board of Directors: Gluck Equine Research Foundation

President Capilouto introduced PR 5, a recommendation a recommendation that the Board of Trustees approve the following appointments to the Board of Directors of the University of Kentucky Gluck Equine Research Foundation, Inc. Mr. Reynolds Bell, Dr. Rob Holland, Mr. Marc McLean and Ms. Sarah Reeves for a four-year term ending Spring

2028; and Ms. Kiki Courtelis, Dr. Joe Kinnarney and Mr. Bill Moroney for a second four-year term ending Spring 2028.

Chair Brockman asked for a motion to approve PR 5. Trustee Boone moved approval; Trustee Ballard seconded the motion, and PR 5 passed without dissent. (See PR 5 on the Board of Trustees website, www.uky.edu/Trustees, under "Agenda")

PR 6 Proposed Revisions to Governing Regulations (First Reading)

The President remarked, "Six months ago this Board asked us as a community for more, more educated Kentuckians continuing strategic and thoughtful enrollment growth, because we heard from everyone we talked to that Kentucky needs more educated Kentuckians. More readiness by ensuring that UK Core keeps up with our changing workforce. More partnerships, to expand the University's impact and make collaboration easier. More employee recruitment and retention to respond to our employees' evolving needs. And more responsiveness through streamlined and clear policies and procedures that ensure we are poised to accelerate our progress in growth."

"We were created to advance Kentucky and now we are called to do more and be more for our Commonwealth. You understand the impact of a place like this. What we make possible for those to whom we are beholden and for the state that is our sacred responsibility to serve. You ask me and our community to accelerate our purpose and you did so as the dedicated representatives of our namesake, you ask me as Kentuckians. Under your direction I turned to campus to help me answer the call. Our colleagues in Work Group 5 More Responsiveness started with our governing and administrative regulations review. When I began this process of reviewing how we operate together I was asked often, "Why?" A simple answer could be, "Yes, your charge. You directed me to do so," but as my conversations grew my why has deepened and evolved. I have heard stories from students, staff and faculty about their experiences with shared governance, a structure in the rules and regulations that are there to guide our efforts. I cannot unhear what I heard or disregard it. A failure to act on what you learn, an unwillingness to respond when you hear a call, an opportunity for change would be a dereliction of duty. I believe we must act."

"On a professional level, staff told me that they are often excluded from decisions that impact them. Decisions they are charged to implement. Decisions that make their jobs more difficult and potentially negatively affect the student experience. Problems that they had been included as the experts in the area could have been avoided. On a personal level, staff has shared with me that they are often made to feel less than their faculty peers to quote one directly, "I feel like a second class citizen." Again, I know that is not anyone's intent, but it should not be that way, particularly when so many of our people have so much to offer. As one staff member poignantly told me, "It is not about your class, it is about your role." Your role, your responsibility, your expertise, your experience. That person is right. It is time that our rules and structures better reflect that."

"I have also heard from faculty who find the current regulations and processes difficult to operationalize and slow to implement. Some wondered why they cannot be

trusted to make decisions at the college level on curricula largely confined to the college that also adhered to rigorous accreditation standards. The question is not necessarily how fast. The question is, why we do it this way. Some expressed that the thought of traversing what they view as excessive bureaucratic hurdles can chill innovation for new programs.”

“But among the most unsettling things I heard came from students, to quote one directly, “I am here to say we do good work in SGA, but we are sometimes disregarded unless we are in line with what faculty want. I believe student opinion falls to the wayside.” These are our student leaders, the ones elected by their peers to represent the student voice, they dedicate hours out of their week to join these meetings where they feel they do not have a real voice.”

“Those are just a few examples and I share them not as an attack, but because I have been asked what the problem is and how we currently operate. There is no one problem. The truth is how we operate no longer sustains our present, nor empowers our future. All our people, faculty, staff and students in accord with their role, responsibility and expertise have extremely valuable insights that can help us progress at a pace that keeps up with our changing world. However, not all the faculty, staff and students across our expansive and evolving community feel heard, valued and respected, especially when it comes to the areas where they are the experts, the ones most effective, the implementers of our rules and regulations. I think we all agree that our students are why we are here. Our staff make what we do possible. Our faculty’s innovation and creativity are what differentiate us from other places and help ensure our success in so many ways. But yes, these are anecdotes, just a handful of many I have heard and I believe they are simply antithetical to the bedrock principles of shared governance.”

“What I heard is best reflected in the words and resolutions of our Student Government Association and Staff Senate. You have read all of these. They make clear that they have endorsed in clear language the principles, process, and engagement we have undertaken in response to your direction. I also know that we have accomplished many remarkable things under our current structure and it is a testament to our people, their resolve, their intellect, their commitment, their compassion for their colleagues and our students. But still we must do better, we can do better, and I believe we can achieve that working even more closely together.”

“As my answer to why has deepened, so too is my answer to why now? Why not now? Throughout my conversations with more than a thousand community members it has become abundantly clear that all of us care deeply about this community and the way we accomplish our goals. I believe this is the right time to make a sustainable change. I believe we have the right community for this work and there is much more work to do. I also believe that if we do not do this now, we will be in this situation again, asked to do more and unable to do so because of our rules and structure that stamper progress, deter innovation and engagement. I know change is uncomfortable, that is why they call it growing pains. Indeed if the Board ultimately is in favor of these revisions our work will be far from done, in an important sense, it will have only just begun. Together as a campus we will undertake a multi-month process to review our administrative regulations, the daily management and operational rules that determine so much of our work.”

“There we will refine and revise many of the things people have brought up today and importantly codify the work we do and how we do it together in collaboration. In fact, to put aside a myth about this process it has been suggested if the Board approves these revisions that the following day will be one of tremendous uncertainty because of all the changes. The truth is that much of the concerns that have been raised about the definition of grades, our student rights and what constitutes an excused absence will be folded into our ARs as is directed in the PR before you just as was done with the matters like tenure review, termination, academic freedom, program approval and closures, these procedures, as you noticed from the revised ARs shared with you, have been moved largely in whole from the current GRs, they remain in place, they remain our rules. These operations will proceed as they did before and we will take time as a community, as we should, to review and revise these rules of the road doing so together. But the truth too is that if we are to live up to our promise and to our potential we must be able to evolve with the world as it is. I know every one here, even those who disagree, care deeply about this place and its people. I know you all believe in the legacy we’ve upheld for 160 years, it serves all 120 counties across four inextricably linked missions, education, research, service and care. And I know that is why you ask us — our Board members to do and be more for Kentucky, that continues as our North Star, it continues as our purpose. Today, we have an opportunity to ensure that we do that together. Mr. Chairman that is PR 6 for your consideration.”

Chair Brockman asked for a motion to approve PR 6. Trustee Shoop moved approval; Trustee Lucas seconded the motion. Chair Brockman then recognized Trustee Swanson who made a motion to table the proposal, which failed for lack of a second.

Chair Brockman then called for any additional discussion and recognized Trustee Swanson who stated, “Mr. Chairman, this Board has heard countless appeals from those who care deeply about our University. These appeals, including those from the University Senate and from organizations such as the 200 member faculty, alumni, the Kentucky AAUP, the United Campus Workers and authors of numerous articles published in our local newspapers and in national outlets. Our actions today are being closely scrutinized by other institutions of higher education. All of these appeals consistently message that removing educators from educational policy decision making is unwise and defies logic, it morphs a bottom-up democratic process which allows for deliberative discussion by those who know education best to a top down authoritative process governed by those who are the most removed from the classroom. The faculty do not fear change, we encounter change every day in our academic work. The faculty do fear loss, loss of their voice and loss of the quality of education currently being offered here at the University of Kentucky. Resolutions passed by the University Senate and meetings with record attendance indicate the faculty’s willingness to accommodate change in our structure and processes. I paraphrase my colleague, nimbleness created by consolidating authority and governance into few hands increases the potential for administrative overreach and abuse of people who may have different perspectives and ideas, then those who are currently invoked. Ironically, it is often those people who will now be silenced who are the architects of the future. I ask my Board members whether silencing the voices of paradigm shifters, creators, thought leaders and innovators is the best approach for shaping our future citizens of the Commonwealth. My answer is no, and thus I will be voting no on these ill-

conceived, poorly justified, and most importantly, rushed actions. Thank you.”

Chair Brockman thanked Trustee Swanson and recognized Trustee Melanson for comments.

Trustee Melanson recognized the Staff Senators in attendance and the 26,000 staff across campus and the Commonwealth, “We have staff in all 120 Kentucky counties and I would like to share the resolution which passed the Staff Senate with 78 affirmative, two no and one abstention. It is titled, “Resolution for Expanded Staff Representation in Shared Governance.”

WHEREAS, the Staff Senate serves as the official, elected representative body of the staff,

“committed to supporting and advocating on behalf of each staff member in an unbiased, equitable,

and inclusive way”; and

WHEREAS, the Staff Senate serves as a crucial vehicle to “foster a climate that promotes and

empowers all University employees and students to participate in the decision-making process”; and

WHEREAS, staff are vital to the mission and strategic vision of the University as “we transform the

lives of our students and advance the Commonwealth we serve — and beyond”; and

WHEREAS, shared governance, involving staff, students, faculty, and administrators, is foundational

to the principles of the University; and

WHEREAS, the current Governing Regulation V fails to establish the Staff Senate’s formal voice in

decisions regarding the governance of the University; and

WHEREAS, proposed updates to the University Governing and Administrative Regulations

emphasize the need for increased formal engagement and consultation of the Staff Senate in

matters impacting career progression, compensation, benefits, facilities, infrastructure, budget, HR

policies, and other areas of primacy related to staff; and

WHEREAS, the President has actively engaged with the leadership and membership of the Staff

Senate to solicit input on the current principles of shared governance;

now, therefore, be it

RESOLVED, that the Staff Senate urges the University President and Board of Trustees to continue

actively engaging with the Staff Senate as a representative body of staff members to ensure their

perspectives are integrated into shared governance discussions and decisions; and be it further

RESOLVED, that the Staff Senate endorses the principles to enhance the role of Staff Senate within the University's shared governance structure; and be it further

RESOLVED, that the Staff Senate supports the idea and further development of a President's Council that engages with elected representative bodies of shared governance, their leadership, and other University constituents as needed; and be it further

RESOLVED, that the Staff Senate emphasizes the necessity of changes to regulations that guarantee the Staff Senate's proactive involvement in the development, implementation, and review of all matters affecting the University staff; and be it further

RESOLVED, that the Staff Senate reaffirms the importance of a shared governance structure that recognizes the elected representative bodies of staff, faculty, and students as crucial for facilitating well-informed decision-making within their respective domains of primacy; and be it further

RESOLVED, that the Staff Senate commits to a deepened involvement in the continual development and enhancement of a governance model, working collaboratively with administrators, faculty, and students, that promotes transparency, accountability, and inclusivity, and meets the needs of our community; and be it further

RESOLVED, that the Staff Senate strongly supports the president's commitment to equitable participation in shared governance and the importance of active staff involvement in these processes; and be it further

RESOLVED, that the Staff Senate supports the Board of Trustees' initiatives to ensure the University endeavors to enhance a fair and balanced structure of shared governance and remains adaptable and responsive to the needs of the University community and the Commonwealth; and be it finally

RESOLVED, that a copy of this resolution be transmitted to the University of Kentucky President and Board of Trustees for their attention and support, and that it be shared with the University of Kentucky community.

Chair Melanson stated that he thought it was important for the Board to hear the resolution and that he would be standing in support of the initiative.

Chair Brockman thanked Trustee Melanson and recognized Trustee Hornung for comments.

Trustee Hornung stated, "The Student Government Association Senate passed a resolution on April 10th to affirm the student voice and shared governance. The Student Government Association Senate is a body of students elected by their peers that strive to

proactively listen and advocate on behalf of all students in order to improve the quality of their holistic experience throughout their time at UK. We have been closely involved in multiple shared governance conversations with the President and we have provided substantive feedback that has noticeably influenced the GR recommendations. We appreciate the President's commitment to maintaining and putting students first mindset. We want to move toward a model that empowers student voices with primacy on the issues that impact us most. We want to include more student voices and work toward a larger platform for our students. Student experience is important and this model solidifies the platform for students. Only students have the lived experience to advocate and understand the needs and voice of students."

Chair Brockman thanked Trustee Hornung and introduced Trustee Ballard for comments.

Trustee Ballard stated, "I was elected because I offer an alternative viewpoint on this perspective and I would tell you I was elected because my predecessors lacked representation in the space that I came from. I have met individually and with large groups of faculty that are supportive of the President's proposal and that they are supportive of as it moves forward collaborating with the administration and faculty on both sides of campus trying to improve the process. We are supportive of faculty with subject matter expertise in curriculum, having control of that curriculum and clearly as stated by the staff and student representation on this Board we are very supportive of them having a voice that is heard and that they have appropriate input to all matters important to the University. I think the perspective moving forward is more collaboration from all sides in terms of moving this forward so that everyone has an equal voice. Thank you."

Chair Brockman thanked Trustee Ballard and introduced Trustee Vance for comment.

Trustee Vance stated that he sees faculty retaining their role in the academic curriculum but would think they would solicit and feel comfortable with staff and students at the table because they bring some perspective they had not thought about.

Chair Brockman thanked Trustee Vance and introduced Vice Chair McCann for comment.

Vice Chair McCann stated she would like to speak in support of PR6, "I appreciate the concerns of everyone who has spoken here today, but I believe these revisions are needed and they will create a sound foundation and direction from this Board to foster the work of all of our students, faculty and staff. These long needed changes give all an opportunity to excel and present their views and to provide sound advice and counsel to University leadership without paralyzing the University's work to serve the Commonwealth and its students. I believe the new revisions to the GRs will better promote collaboration to propel the University to meet its mission of educating more Kentuckians and ready them for the work. I also have no doubt that our President will listen and consider every voice at this University."

Chair Brockman thanked Vice Chair McCann and introduced Secretary Webb for comment.

Secretary Webb stated, “We can all agree that renovating Governing Regulations is a complex process, it is not simple, but I really do think that what I see before us is common sense. First off, as chairing the Academic and Student Affairs Committee, I see that students have been deeply and directly involved with this proposal and I think the more strong voice we can give our students the stronger our campus is. And then I look at our staff and the same for the engagement there and when we are talking about not just recruiting but retaining good staff, and also the quality of life for our employees and their families, I think the closer they are to the table the better job we can do there. But I also want to say our faculty, I am just amazed by the passion that our faculty have, the role that you play is critical, it is vital in every part of our mission, not just in the classroom, but in research and community service and care and I just want to say thank you for being passionate about what you do, that’s so important. We have heard different perspectives even from our fellow Trustees from faculty on how they view this, but I think at the end of the day we are here as Trustees not to singularly represent any one of those groups. We really are looking out for the people of the Commonwealth of Kentucky and we have a lot of opportunities here, but we also have a lot of challenges and problems. I do believe these changes will help us to be better prepared as a University to help to address these challenges and problems to make lives better for Kentuckians.”

Chair Brockman thanked Secretary Webb and hearing no further discussion took a moment of personal privilege as chair to provide brief comments before calling for a vote.

“These words have stuck with me: What you are doing is not radical, it is best practice. They are not my words. They are the words of the representative of the Association of Governing Boards (AGB) that President Capilouto and I met with for an hour earlier this week. We had the opportunity for a one-hour governance consultation with an AGB Senior Fellow and Senior Consultant. One of our Board members had suggested consulting with AGB, which provides counsel to colleges and universities across the country. Our conversation – and the assurance I took from it – was timely. ... just as the two recent conversations President Capilouto had with our accreditors.”

“As the President of our accreditor remarked to Dr. Capilouto, we expect to see a commitment to shared governance in what you do. We do not tell you how that should take shape. Revisions and reforms ... renewal and re-examination ... are expected. They are necessary to a vibrant and vital university. Indeed, all these conversations – and the hundreds and hundreds more that President Capilouto has had with members of the UK community over the last month – have convinced me of two things.”

First, there is wisdom in what we are doing as a matter of internal policy. Our rules and regulations – our processes and procedures – are important: not solely because they instruct people what to do or what not to do, but in how they guide and empower an institution to act and reach its potential. The rules, as President Capilouto has said, should help, not hinder, our work. We have, frankly, discovered by examining what other institutions like us do, and listening intently to hundreds of community members, that far

too often our rules and our governance structure hinders progress. We are an outlier. And now that we know that we have a responsibility to make changes. That is not to denigrate those who have long participated in these processes. As deeply as I feel about this issue, I know there are others who feel just as strongly about the importance of our current structure and regulations. They are invested in it and believe these processes and this current structure are important. I respect that. But we can not turn a blind eye to what we have learned. We can not ignore what we have heard from so many committed members of our community – students, staff, college leaders and, yes, many faculty.”

“The President’s commitment to listening and responding to the conversations he has had across this campus has only deepened my respect for him. He made proposals and then made revisions, and evolved his thinking, in response to what he heard and learned. That’s leadership. At the same time, he stood resolute when he felt strongly about an issue, even as he was criticized for it. That, too, is leadership. The bottom line is that what he heard – and what I heard as well – is that too many members of our community, particularly students and staff and those at the local unit level, do not feel as though they have a voice. They do not see themselves as having a seat at the table in the decisions that are made about the University, whose progress and promise is our joint project. It is our shared responsibility, but that implies actually sharing in it. It is why our elected student and staff leaders have taken, what appears to be the highly unusual step, of endorsing this process and the direction we are taking.”

“One of our colleagues, who is a member of the faculty, has acknowledged too that there is no unanimity among the faculty about these issues. We have heard that as well this morning from committed scholars. I respect them for speaking out. But there are many faculty, as our colleague has noted, who feel hamstrung and held back by the current structure. We have rules that inhibit innovation and constrain creativity. We can honor the expertise our faculty bring to the table – their key role, and powerful voice, in determining the curriculum, while including more voices and decentralizing more authority for how many of these decisions are made. We must honor those powerful ideas as well. Today, we have a chance to do so.”

“Second, I am more convinced than when we started this process about the rightness of what we are doing in terms of what we want this university to be in the future. This Board has rightly owned this process and these issues from the beginning. The idea, held in some quarters, that we are passive or disengaged is uninformed and intellectually dishonest. We are the people’s representatives in leading the people’s University in this state. In October, guided by our institution’s strategic plan and the feedback we received from leaders across this state, we challenged the President and this campus to find ways to accelerate our progress as Kentucky’s University. Our state is, without question, at an inflection point – billions of dollars in economic opportunities, but too few skilled workers to fill the jobs available. Indeed, we know, from the analysis that has been done, that the fastest growing jobs and those that offer the most security and promise in the future will require the most education. What are we doing to prepare for that reality? How are we addressing these issues so that we might meet our mission to advance this state in all that we do? That is our “why.” And that is the answer to the question of “why now?”

“A simple comparison with other institutions – both those that look like us and many of those we aspire to match or exceed in key ways – have governance structures and rules of the road that enable more responsive action. That is a fact. We need processes and policies that position us to accelerate our progress and that align us even more with what the state is calling us to do – to advance Kentucky. That is why we have undertaken this work. It has not been easy. It will not be perfect. We will find challenges and things that need to be corrected or improved. You do not revise and reform what we are doing to the extent that we are doing and not find things to correct. There is more to do, and our community will need to come together to implement what we consider today and, if we move forward, at our next meeting.”

“But we are a powerful community – filled with world-class scholars, committed staff and special students. We have learned much, and we will learn even more as we move ahead. However, what we are doing is right because it is – as with all things we do – focused on how we advance the state that this institution was created to serve. And that is what we are being asked to give initial approval for this morning. I am excited about the prospect of doing so.”

Chair Brockman called the vote to approve PR 6, which passed with 19 approvals and one nay. (See PR 6 on the Board of Trustees website, www.uky.edu/Trustees, under “Agenda”)

Chair Brockman introduced the Board Committee Chairs for their Committee Reports.

VI. Committee Reports

University Health Care Committee Report

University Health Care Committee Chair Bob Vance reported that the Committee approved moving forward with St. Claire and had a robust financial report both reflecting UK HealthCare and King’s Daughters.

VII. Other Business

Chair Brockman asked if there was any further business to come before the Board.

VIII. Adjournment

Hearing no further business, the meeting adjourned at 9:42 a.m.

Respectfully submitted,



Rachel Watts Webb
Secretary