

Minutes of the Nominating Committee  
of the Board of Trustees  
University of Kentucky  
Friday, August 29, 2014  
Board Room, 18<sup>th</sup> Floor Patterson Office Tower

A. Meeting Opened

Mr. Mark P. Bryant, chair of the Nominating Committee, called the meeting to order at 4:03 p.m.

B. Roll Call

The following members of the Nominating Committee were present: Mark P. Bryant (Chair), C.B. Akins, Sr., Bill Britton, Kelly Holland, and Barbara Young. Mr. Bryant stated that a quorum was present and noted for the record 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.

C. Approval of Minutes

Chair Bryant said that the minutes of the August 28, 2013 meeting had been distributed to the committee and asked for corrections. Trustee Young noted a correction on page one. Trustee Britton made a motion that the minutes be approved as corrected. Trustee Akins seconded the motion and it carried without dissent.

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

Chair Bryant reported that following an email sent to the Board of Trustees asking for input for officers, he had also contacted former Nominating Committee chair C. Frank Shoop to ask for advice. Mr. Shoop advised that both the Chair of the Nominating Committee and General Counsel keep a count of the nominations for officers and members of the Executive Committee. Chair Bryant conferred with General Counsel and both concurred that a majority of the Board expressed the desire for Keith Gannon to be nominated as Chair; Barbara Young to be nominated as Vice Chair; Sheila Brothers to be nominated as Secretary; and Bill Thro, General Counsel to remain as Assistant Secretary. Trustee Britton moved approval of the slate as read. His motion was seconded by Trustee Akins.

Chair Bryant called for nominations from the floor and Dr. Akins made a motion that nominations cease. The motion was seconded by Trustee Holland.

Chair Bryant called for a vote on the following slate of officers:

O. Keith Gannon, Chair  
Barbara Young, 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

Chair Bryant stated the next item on the agenda was the nomination of members for the Executive Committee. Based on the nominations he and General Counsel Thro received from the Board, he put forth the following slate for members for the Executive Committee:

O. Keith Gannon, Chair  
Barbara Young  
C.B. Akins, Sr.  
E. Britt Brockman  
Mark P. Bryant

Trustee Young asked about the role of Vice Chair on the Executive Committee. General Counsel Bill Thro detailed the changes to the Governing Regulations in fall 2013 that allowed for the both the Chair and Vice Chair, by virtue of their elected office, to be two of the five members of the Executive Committee. The remaining three at-large positions would be elected by the Board of Trustees.

Trustee Britton moved approval of the nominations for the Executive Committee. Trustee Young seconded the motion.

Chair Bryant asked for nominations from the floor. With no nominations from the floor, Trustee Holland moved the nominations cease. Trustee Akins seconded the motion and the slate passed without dissent. Chair Bryant 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.

Chair Bryant said that he would present the slate of nominations for Officers and Executive Committee to the full Board at its September 5, 2014 meeting.

Chair Bryant asked General Counsel Thro for his opinion and to detail the procedure to allow an out-going chair of the Board of Trustees to be automatically placed on the Executive Committee. General Counsel Thro advised that this could be accomplished as a new tradition or more formally as an amendment to the Governing Regulations. The Committee discussed options but had no formal recommendation.

F. Meeting Adjourned

As there was no further business, Trustee Akins made a motion that the meeting adjourn. Trustee Holland seconded the motion, and the meeting adjourned at 4:22 p.m.

Respectfully submitted,

Mark P. Bryant, Chair