

Minutes of the Meeting of the Board of Trustees
University of Kentucky
Tuesday, December 3, 2024

The Board of Trustees of the University of Kentucky met on Tuesday, December 3, 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 1:45 p.m. and asked Secretary Black to call the roll.

II. Roll Call

The following members of the Board of Trustees were in attendance: Hubie Ballard, Claude A. "Skip" Berry, Cathy A. Black, Alex Boone, E. Britt Brockman, Todd Case, Ray Daniels, Maddie Duff, David Figg, Ron Geoghegan, Brenda Gosney, Janie Greer, Lance Lucas, Elizabeth McCoy, David Melanson, Hannah Myers, Paula Leach Pope, Frank Shoop, Hollie Swanson and Robert Vance.

Secretary Black announced a quorum was present.

III. Approval of Minutes

Chair Brockman stated that the minutes of the October 18, 2024, meeting had been distributed and asked for a motion to approve. Trustee Berry moved approval and Trustee Daniels seconded the motion; the motion carried without dissent.

IV. Chair's Report

ECR 1 2023-24 Performance Evaluation Resolution

Chair Brockman reported that the Executive Committee met and reviewed the Board's evaluation of the President and introduced and approved ECR 1, the 2023-24 Performance Evaluation Resolution, which is a recommendation that the Board of Trustees approve the resolution commending President Capilouto's performance and accomplishments from his 2023-24 Presidential Evaluation.

The Executive Committee of the University of Kentucky Board of Trustees has reviewed the input of all mandated constituency groups regarding President Eli Capilouto's performance for 2023-24 and commends the President's performance and accomplishments in partnering across the campus and the state to further focus the University of Kentucky's mission – of education, research, service and care – on advancing the Commonwealth.

Pursuant to Section E. (Evaluation), of President Eli Capilouto's Employment Agreement with the University of Kentucky, an annual performance evaluation shall be performed in accordance with Governing Regulation II.

As in the past, the evaluation of the President's performance includes input from various constituencies; and each member of the Board of Trustees. The evaluation considers the President's performance across a range of responsibilities of the office and missions of the University, including strategic priorities adopted by the Board of Trustees. The performance assessment contains both qualitative and quantitative components.

The Executive Committee reviews the President's self-evaluation, a summary of the survey responses, reports from the respective groups listed in Governing Regulation II, and shares the information with the full Board of Trustees and proposes any potential recommendations to the Board.

Chair Brockman asked for a motion to approve ECR 1. Trustee Shoop moved approval; Trustee Vance seconded the motion. Chair Brockman asked for any discussion; hearing none he called for a vote and ECR 1 passed without dissent.

Chair Brockman stated, "Mr. President, on behalf of a grateful Board, University and Commonwealth, thank you for the hard work both you and your team put into all the accomplishments you have achieved for us over this past year and beyond."

Next, Chair Brockman announced there had been no petitions to address the Board and reported there were 29 consent agenda items, including:

- PR 2 Personnel Actions
- ASACR 1 Candidates for Degrees
- ASACR 2 Academic Degree Recommendation: College of Medicine
- FCR 1 Acceptance of Charitable Grant
- FCR 2 Acceptance of Charitable Grant
- FCR 3 Acceptance of Charitable Grant
- FCR 4 Acceptance of Charitable Gift
- FCR 5 Acceptance of Charitable Gift
- FCR 6 Acceptance of Charitable Grant Commitment
- FCR 7 Acceptance of Amended and Restated Endowment Agreement
- FCR 8 Acceptance 2023-2024 Audited Financial Statement
- FCR 9 Acceptance of September 2024 Interim Financial Report
- FCR 10 Budget Revisions
- FCR 11 Resolution Providing for the Authorization, Issuance and Sale of General Receipts Obligations
- FCR 12 2025-2026 Room and Board Rates
- FCR 13 Approval to Acquire
- FCR 14 Authorization of Negotiated Disposition of Personal Property
- FCR 15 Approval to Sublease
- FCR 16 Approval to Lease
- FCR 17 Approval to Sublease

- FCR 18 Information Technology Systems Capital Project
- FCR 19 Improve UK Healthcare Facilities Pavilion A Basement Capital Project
- FCR 20 Asset Preservation Capital Project
- FCR 21 Acquire/Improve Medical Administration Facility 3
- FCR 22 Improve Life Safety Capital Project
- FCR 23 Capital Construction Report
- FCR 24 Patent Report
- ICR 1 Endowment Investment Policy
- 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, he asked for a motion to approve. Trustee Case moved approval; Trustee Geoghegan seconded the motion and the consent agenda passed without dissent.

CR 1 Board of Trustees Appointment: UK Equine Research Foundation

Chair Brockman introduced CR 1, the recommendation that the Board of Trustees approve the appointment of Frank Shoop as a Trustee member to the University of Kentucky Gluck Equine Research Foundation Board of Directors for a four-year term ending September 30, 2028.

In accordance with the Bylaws of the University of Kentucky Gluck Equine Foundation, one member shall be from the Board of Trustees. The term shall be for four years. Trustee appointments to affiliated boards must be approved by the Board of Trustees.

Chair Brockman asked for a motion to approve CR 1. Trustee Figg moved approval; Trustee Daniels seconded the motion. With no further discussion, CR 1 passed without dissent.

CR 2 Board of Trustees Appointments: Mining Engineering Foundation Board

Chair Brockman then introduced CR 2, the recommendation that the Board of Trustees approve the reappointment of Todd Case and David Melanson to the University of Kentucky Mining Engineering Foundation Board of Directors to serve two-year terms, ending September 30, 2026.

In accordance with the Bylaws of the University of Kentucky Mining Engineering Foundation, two members shall be from the Board of Trustees. The term shall be for two years. Trustee appointments to affiliated boards must be approved by the Board of Trustees.

Chair Brockman asked for a motion to approve CR 2. Trustee Duff moved approval, and Trustee Pope seconded the motion. With no further discussion, CR 2 passed without dissent.

CR 3 Board of Trustees Appointment: UK Research Foundation

Chair Brockman then introduced CR 3, the recommendation that the Board of Trustees approve the appointment of Janie Greer as a Trustee member to the University of Kentucky Research Foundation Board of Directors for a three-year term ending September 30, 2027.

In accordance with the Bylaws of the University of Kentucky Research Foundation, two members shall be from the Board of Trustees and the term shall be for three years. Trustee Geoghegan is currently serving a three-year term ending September 30, 2026. Trustee appointments to affiliated boards must be approved by the Board of Trustees.

Chair Brockman asked for a motion to approve CR 3. Trustee Shoop moved approval, and Trustee Boone seconded the motion. With no further discussion, CR 3 passed without dissent.

Chair Brockman recognized President Capilouto for his report.

V. President's Report

President Capilouto stated that he appreciated the evaluation provided by the Board members and expressed gratitude for their continued leadership. He highlighted the importance of teamwork, noting that the achievements of the University of Kentucky could not have been accomplished without the collective effort of faculty, staff and students. He extended his thanks to everyone who calls the University home.

The President reported that the Board would soon be asked to approve nearly 2,000 degrees to be conferred upon the University's newest graduates. He mentioned that, in approximately three weeks, hundreds of these graduates would cross the stage at Rupp Arena, receiving their degrees and contemplating the possibilities that lay ahead. He emphasized that the ceremony is a special occasion for both the graduates and their families, and he hoped many Board members would attend.

He acknowledged the ongoing leadership of the Board and the efforts of many on campus that make these milestones a reality for students. He stated that he would once again have the honor of representing the University community and conveying the aspirations the University holds for its graduates, as well as what is needed from them in the broader Commonwealth and world.

The President spoke of the long legacy that graduates will inherit, a legacy built over 160 years of perseverance through trials, challenges and transformations. He emphasized that students' achievements are a continuation of the legacy left by those who came before them and shared how they will have the opportunity to make their own marks on the Commonwealth and the world.

He expressed the belief that there is much to learn from the stories of past generations, filled with both failure and success. However, he also reminded the Board and the audience that there is much to learn from the students themselves. He shared stories of two remarkable students as examples of what the graduates represent and pointed out that while these student's backgrounds differed significantly, they shared a common experience as students at the University of Kentucky. Their stories exemplified the values the University strives to instill: the drive to succeed, an understanding of the importance of community, and a commitment to serving larger causes and ideas.

The President concluded by stating that the students, bright and compassionate, had not only learned from the University but had also taught valuable lessons. These students, like ripples of hope, would go forth and contribute to their communities, whether in Kentucky or across the world. He encouraged graduates to continue their commitment to making a difference, as the state and world need their leadership and service.

He emphasized the long legacy of individuals from the University of Kentucky who have made significant contributions in various fields, including healthcare, education and community service. He reiterated the University's covenant with Kentucky and its commitment to partnering with others to improve the health of the state.

The President closed his remarks by expressing his deep pride in the students and the possibilities that lie ahead for them, "Their achievements inspire hope and reinforce the powerful idea that, together, much can be accomplished."

PR 3 Appointment of the Executive Director: UK Research Foundation

President Capilouto introduced PR 3, a recommendation that the Board of Trustees approve the appointment of Acting Vice President for Research Ilhem Messaoudi as the Executive Director of the University of Kentucky Research Foundation, effective September 12, 2024.

In accordance with the Bylaws of the University of Kentucky Research Foundation, the Executive Director is appointed by the Board of Trustees upon the recommendation of the President of the University.

Chair Brockman asked for a motion to approve PR 3. Trustee Myers moved approval, and Trustee Melanson seconded the motion. With no further discussion, PR 3 passed without dissent.

PR 4 Reappointment to Board of Directors: UK Gluck Equine Dounation, Inc.

President Capilouto introduced PR 4, a recommendation that the Board of Trustees approve the appointments of Hanzly Albina, David Foley and Kate Galvin to the Board of Directors of the University of Kentucky Gluck Equine Research Foundation, Inc. for a four-year term, ending January 2029.

The Nominating Committee of the University of Kentucky Gluck Equine Research Foundation, which includes the Dean of the Martin-Gatton College of Agriculture, Food and Environment, recommended these appointments to the Provost. These appointments require approval by the Board of Trustees in accordance with the Articles of Incorporation and By-Laws for the University of Kentucky Gluck Equine Research Foundation approved by the Board of Trustees at its September 1984 meeting. These nominations are supported by the President and Provost.

Chair Brockman asked for a motion to approve PR 4. Trustee Shoop moved approval, and Trustee Vance seconded the motion. With no further discussion, PR 4 passed without dissent.

PR 5 Reappointment to Board of Directors: UK Humanities Foundation, Inc.

President Capilouto introduced PR 5, a recommendation that the Board of Trustees approve the attached reappointments to the Board of Directors of the University of Kentucky Humanities Foundation, Inc. Dates of original appointments were noted and their actions on behalf of the Board in that period to the present time are ratified as part of this recommendation.

The management of the affairs of the Foundation shall be vested in a Board of Directors whose membership shall consist of at least fifteen members, one of whom shall be the President of the University of Kentucky; one of whom shall be the Provost of the University of Kentucky; one of whom shall be the Dean of the College of Arts and Sciences; one of whom shall be the Dean of the Lewis Honors College; one of whom shall be an alumnus of the Gaines Center Fellowship Program; one of whom shall be a Gaines Fellow who will serve in his or her senior (second) year; and up to two of whom shall be individuals designated by the family of John R. and Joan B. Gaines. The remaining ten members of the Board of Directors shall be appointed from the public-at-large.

These appointments require approval by the Board of Trustees in accordance with the Articles of Incorporation and By-Laws for the University of Kentucky Humanities Foundation, Inc. These nominations are supported by the President and Provost.

Chair Brockman asked for a motion to approve PR 5. Trustee Gosney moved approval, and Trustee Figg seconded the motion. With no further discussion, PR 5 passed without dissent.

VI. Other Business

Chair Brockman reminded the Board about the Rupp Studio Tour immediately following the Board meeting.

VII. Adjournment

Chair Brockman asked if there was any further business to come before the Board. Hearing no further business, the meeting adjourned at 2:06 p.m.

Respectfully submitted,

A handwritten signature in cursive script that reads "Cathy A. Black".

Cathy A. Black
Secretary