

THE UNIVERSITY OF WYOMING

MINUTES OF THE TRUSTEES

“Special” Board Meeting
Friday, December 18, 2015

**Final Minutes can be found on the University of Wyoming Board of Trustees website
at www.uwyo.edu/trustees**

**THE UNIVERSITY OF WYOMING
“SPECIAL” MEETING OF THE BOARD
MINUTES OF THE TRUSTEES**

**Friday, December 18, 2015
7:00 a.m. and 12:45 p.m.
Marian H. Rochelle Gateway Center
Laramie, Wyoming**

AGENDA

Public Session #1

Call to Order	1
Roll Call	1

Public Session #2

Call to Order	1
Roll Call	1
Selection and Announcement of the 26 th President of the University	1

Public Session #3

Construction Update	3
Personnel Matter	4
Approval of Grant Application	4
Adjournment	5

Public Session #1

Marian H. Rochelle Gateway Center, Boyd Conference Room

Call to Order

Board President Trustee Dave Palmerlee called the meeting to order at 7:06 a.m. Deputy Secretary for the University of Wyoming Board of Trustees Shannon Sanchez took visual roll call. All Trustees were present for the meeting.

Trustee Marsh moved that the Board enter into Executive Session for the purpose of *Personnel*; Trustee Bostrom seconded the motion, which passed unanimously. The Board entered into Executive Session at 7:08 a.m. and met in session until 10:48 a.m. When the Board finished Executive Session, they took a short recess then reconvened in the Marian H. Rochelle Gateway Center, Salons D&E, to continue their public session and announcement of the new president. This session began at 11:09 a.m.

Public Session #2

Marian H. Rochelle Gateway Center, Salons D&E

Selection and Announcement of the 26th President of the University

Trustee President Palmerlee called the meeting back to order in public session at 11:09 a.m. He noted that the Board would soon entertain a motion to select a new president. Trustee President Palmerlee asked for comments before the motion, as this was a critical step in the history of the University. He noted he was very proud of the Board and UW community on how the search had been conducted.

Policy Director Mary Kay Hill commented that the Governor followed the presidential search process closely and appreciated that he was kept informed as the process moved forward. Director Hill offered the Governor’s appreciation for the process. She noted the process resulted in field of outstanding candidates. Director Hill noted that the new leader would join UW as it was moving forward. She noted she was looking forward to working with the new president.

UW President Dick McGinity complimented the Board on reaching a decision. He noted that UW was experiencing an upswing and had good momentum to move forward. UW President McGinity noted he was committed to carrying out a transition process for the new president.

Trustee John MacPherson suggested that it may be appropriate to review the presidential search process. He explained that the Board could have selected an open or closed process. Trustee MacPherson noted that after discussion, the Board decided to use an open process. He thanked the Presidential Search Process Committee for their work on designing the search and gathering public input. Trustee MacPherson noted that the Board took a different approach to the search by hiring a search firm and a search recruiter, former Trustee Brad Mead, who volunteered without pay. He noted that both the search firm and search recruiter did an outstanding job and thanked them for their efforts. Trustee MacPherson noted that Trustee President Palmerlee appointed two search committees that consisted of trustees, faculty, students, staff, and external members. He explained that Search Committee #1, chaired by Trustee Jeff Marsh, held public meetings to hear

public input. Trustee MacPherson explained that Search Committee #1 screened initial candidates and then passed along a shortened list of candidates to Search Committee #2. He noted that Search Committee #2, chaired by Trustee Dave Bostrom, reduced the list of candidates to 3 finalists that came to campus to do further interviews. Trustee MacPherson noted that in addition to being interviewed by Board and doing public presentations, further input was sought from the public through the website set up to solicit input. He noted that the Board considered these comments, and there was much deliberation on the topic. Trustee MacPherson expressed his gratitude for everyone involved in the process, including his fellow Board members, as this had been a time-consuming process. He noted that the Board should continue to work in this manner, as though it encountered disagreement, the Board had the ability to discuss issues, reach a consensus, and move forward. Trustee MacPherson noted that one function of a board was to have dialogue, and that once the Board had taken a majority action, the action would receive the full support of the Board. Trustee MacPherson noted that the Board made an outstanding selection as result of this process. He thanked UW President Dick McGinity for his support and serving in this role. Trustee MacPherson suggested that Search Committee Chairs Dave Bostrom and Jeff Marsh make a motion and second a motion to nominate the final candidate.

Trustee President Palmerlee asked Faculty Senate Chair Tucker Readdy to share his thoughts. Faculty Senate Chair Readdy expressed his thanks for process. He noted that faculty view this process as a good sign, as well as a sign of interest in shared governance at UW. Faculty Senate Chair Readdy noted that this was an excellent process, as people were allowed to provide a meaningful degree of input.

Trustee Marsh thanked the members of Presidential Search Committee #1 who volunteered their time. He thanked the staff in the President’s Office, the Marian H. Rochelle Gateway Center, and the UW Flight Center pilots.

Trustee Bostrom noted he would make the same comments about the time and effort put forth by all involved with the process. Trustee Bostrom moved to nominate Dr. Laurie Nichols, current provost at South Dakota State University, as the 26th president of the University of Wyoming. Trustee Marsh seconded, and noted the Board would do a roll call to confirm member participation and then do a roll call vote on the motion.

Roll Call

Secretary for the University of Wyoming Board of Trustees Jeff Marsh took roll. Trustees participating included: Mel Baldwin, Dave Bostrom, Larry Gubbels, John MacPherson, Jeff Marsh, Mike Massie, John McKinley, Dave Palmerlee, Dick Scarlett, Michelle Sullivan, Dave True, and Wava Tully. Ex-officio Trustees President Dick McGinity and ASUW President Brian Scheuler participated. State Superintendent for Public Instruction Jillian Balow did not participate; Chief Academic Officer Brent Bacon participated on her behalf. Ex-officio Trustee Governor Matt Mead was not in attendance; Mary Kay Hill, Policy Director for the Governor, participated on his behalf. Ex-officio Trustee Wyoming Community College Commission Executive Director Jim Rose did not participate.

Trustee Marsh called the vote, which was as follows:

<u>Vote</u>	<u>Trustees</u>
Yes	Baldwin, Mel
Yes	Bostrom, Dave
Yes	Gubbels, Larry
Yes	MacPherson, John
Yes	Marsh, Jeff
Yes	Massie, Mike
Yes	McKinley, John
Yes	Palmerlee, Dave
Yes	Scarlett, Dick
Yes	Sullivan, Michelle
Yes	True, Dave
Yes	Tully, Wava

Trustee Marsh noted that selecting a president requires 9 votes from Trustees. He stated that this was a unanimous selection.

Trustee President Palmerlee thanked Alberto Pimentel with the search firm Storbeck, Pimentel. He noted that the comments presented to the Board from ASUW President Brian Schueler, Faculty Senate Chair Tucker Readdy, and Staff Senate President Arron Sullivent were a signature part of the Board’s decision. Trustee President Palmerlee thanked the Board and the President’s Office staff for their work on this process. He also thanked Associate Vice President for Communications and Marketing Chad Baldwin for keeping the campus community and state informed on the process.

Trustee President Palmerlee noted that the Board would take a short recess and then return in executive session. He noted that following executive session, the Board would resume in public session.

Public Session #3

Following recess, the Board of Trustees returned to public session at 11:54 p.m. then entered into Executive Session immediately from 11:55 p.m. until 12:30 p.m. The Trustees returned to public session at 12:31 p.m.

Construction Update - McKinley

Trustee McKinley noted that the administration had received updated information regarding the continued progress of the High Bay Research Facility and construction issues. Vice President for Administration Bill Mai would be in process of reviewing and approving contract modifications today, December 18, 2015, through the end of the year. Vice President Mai would report to the

full Board at the January 2016 Trustees’ meeting on any contract modifications and the status of the project.

Approval re: Personnel Matter

Trustee Marsh moved that Dr. Mohammad Piri’s employment agreement be modified to reflect the consideration in the Hess gift; second by Trustee McKinley. The motion passed with a unanimous vote.

Approval of Education Initiative Grant Application

Trustee Jeff Marsh moved that the Board of Trustees accept the \$500,000 amendment and the \$4.5 million grant for the Daniels Fund. Trustee Dave Bostrom seconded the motion [see attachment A]. There was discuss by the Board before calling for the vote on this topic.

Trustee Mike Massie stated that, first, he was very supportive of this important initiative in regard to the College of Education. He acknowledged and appreciated the countless hours that College of Education Dean Ray Ruetzel and the UW Foundation had invested in the project. However, Trustee Massie noted that he still had concerns in regards to this initiative as there was no clear plan. He was concerned over the role of Board of Trustees in handling the funding and supervising employees, as this was unprecedented in the Board’s history. Trustee Massie was also concerned that the public had not been involved yet and the external advisory committee had not yet been identified. He stated he was troubled by the second contract, which had requirements for matching funds. Trustee Massie further explained the details of the match, and noted that it was important for the Board to realize the implications of this match. He noted that it would be 3-5 years before the Foundation and University would qualify for Daniels Fund money, and the University must raise the first full \$2 million, so \$2 million or nothing. Trustee Massie noted that this was important to recognize. He stated he would not support asking the legislature for the required match, especially considering the current financial state. Trustee Massie stated that he was reluctant to commit UW to this type of large matching requirement. He again thanked everyone involved for their efforts, noting his appreciation for all the work going into this initiative.

Trustee Marsh thanked Trustee Massie for his comments. He noted that in his experience, the matching funds means UW had “skin in the game,” and this matching requirement would allow UW to receive more funds than if it did not agree to this matching requirement. This would allow the College of Education an opportunity to do more.

Trustee John McKinley stated that he would address some of Trustee Massie’s concerns. He noted that when he considered the grant application, he saw the plan for the initiative developing in 2016 and 2017. He then noted that implementation would begin in 2018-2019. Trustee McKinley stated he was also concerned that the plan was not yet clear, but that the document outlines and charges people with developing this plan in the next two years. He noted that while a little concerning, the Board needed to have faith in people to implement these large initiatives.

Trustee Michelle Sullivan shared some of Trustee Massie’s concerns as well, but noted she would vote in favor of the motion as it allowed for an additional \$2 million in grant funds with a \$2 million in matching funds. She noted there was an opportunity to be innovative. She noted some

additional concerns with the language of the grant, but that she would be aware of how this progresses. Trustee Sullivan noted that the advisory board needed to be rooted in a knowledge of Wyoming and not a particular ideology.

Trustee President Palmerlee noted that he agreed with Trustee Massie, as there was not yet a board, executive director, or a plan. However, he noted that the initial \$2 million dollars would be used to address these issues. Trustee Palmerlee noted this gift was only listed as a \$2 million gift. He noted that if the Board could match this \$2 million, there would great flexibility.

Trustee President Palmerlee called for a vote. All trustees were in favor, except Trustee Massie.

Follow up on Selection and Announcement of the 26th President of the University

Trustee McKinley asked if the Board had heard from Dr. Laurie Nichols. Trustee President Palmerlee noted Dr. Nichols had accepted the position and was very excited about the opportunity. He again thanked the Board for all that had been accomplished on that date.

Next Meeting

January 20-22, 2016


Adjournment

Trustee Dave Bostrom moved to adjourn. Trustee John McKinley seconded. The Board adjourned the meeting at 12:44 p.m.

Respectfully submitted,



Shannon Sanchez
Deputy Secretary, Board of Trustees



Laura Shevling
Senior Administrative Assistant



Request ID: 14606
Education Initiative
Page 1 of 6

December 3, 2015

Mr. Ben Blalock
President and CEO
University of Wyoming Foundation
Marian H. Rochelle Gateway Center
222 South 22nd Street
Laramie, WY 82070

PLEDGE PROCESSING INFORMATION:

Date Rec'd by UWF: 12 / 29 / 15 Rec'd by: B. Blalock

Delivery Method: vig email

STATE MATCHING FUNDS: YES X NO

Endowment: Facilities:

Logged by: J. Mora Date Logged: 1-21-16

Donor Copy Returned By: B. Blalock vig email

Dear Mr. Blalock:

On behalf of the Daniels Fund, it is a pleasure to provide a grant to the University of Wyoming Foundation in the amount of \$4,500,000 for the Education Initiative. The specific terms of your grant are described in the attached Schedule A.

To comply with applicable statutes under the Internal Revenue Code ("Code") and as a condition to receiving the grant, we ask that you make the following agreements with respect to the grant.

1. University of Wyoming Foundation agrees to use the grant exclusively for the specified purposes. No part of the grant may be used for purposes other than charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code. Any modification of the use of grant funds is subject to the Daniels Fund's prior approval.
2. University of Wyoming Foundation represents that it is a Section 501(c)(3) publicly supported organization and agrees to notify the Daniels Fund immediately in writing of any change in your federal tax status.
3. University of Wyoming Foundation will return to the Daniels Fund any unexpended funds at the close of the grant period. Unexpended funds will be promptly returned if either of the following occur:
 - a. The Daniels Fund determines that the grantee organization has not performed in accordance with these terms, or in accordance with the purposes as represented in the approved request upon which the grant was based.
 - b. The grantee organization loses its exemption from federal income taxation under Section 501(c)(3) of the Code.



4. University of Wyoming Foundation will not directly or indirectly use any portion of the grant funds to participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
5. University of Wyoming Foundation will not, directly or indirectly, use any portion of the grant funds to participate in or organize voter registration initiatives.
6. University of Wyoming Foundation will not, directly or indirectly, use any portion of the grant funds to carry on propaganda or otherwise attempt to influence legislation, or to otherwise engage in lobbying activities.
7. No part of the grant funds may be used for a grant to any organization considered to be a private foundation for federal tax purposes unless you comply with the applicable "expenditure responsibility" provisions of the Code.
8. No part of the grant funds will be paid to any Daniels Fund director, officer or associate for any purpose.
9. University of Wyoming Foundation will continue to observe policies of nondiscrimination in employment, board membership and in the use of these funds and the provision of service as represented to the Daniels Fund in your request for funding.
10. University of Wyoming Foundation will maintain adequate financial records related to the expenditure of grant funds and will make these records available to the Daniels Fund or its representative at reasonable times, if requested. Records related to the grant will be retained for at least four (4) years after grant funds are fully expended.
11. University of Wyoming Foundation will use the name, logo or other information identifiable with the Daniels Fund only upon the written consent of the Daniels Fund communications office. A copy of all published media will be provided to the Daniels Fund. University of Wyoming Foundation agrees to allow the Daniels Fund to use the name, logo or other information identifiable with University of Wyoming Foundation in the Daniels Fund's periodic reports and media releases.
12. University of Wyoming Foundation may not assign or otherwise transfer its rights or delegate any of its obligations under this grant, without prior written approval from the Daniels Fund.
13. By accepting this grant, University of Wyoming Foundation irrevocably and unconditionally agrees, to defend, indemnify and hold harmless the Daniels Fund and each of its officers, directors, employees and agents, from and against any and all claims, liabilities, losses and expenses arising from or in connection with any act or omission of University of Wyoming Foundation, associated with this grant.
14. University of Wyoming Foundation did not provide any goods or services in return for the grant funds.



To acknowledge this agreement and accept the grant, please review the grant terms in this letter and in the attached Schedule A, sign, scan, and send this Letter of Agreement to LOA@DanielsFund.org. After receipt of the signed LOA, we will issue the grant check pursuant to the grant payment terms outlined in the Schedule A.

One of the guiding principles of the Daniels Fund is our belief that boundless opportunity can exist for each and every individual. The work of organizations such as University of Wyoming Foundation helps make this a reality. On behalf of the Daniels Fund, we wish you every success.

Sincerely,

A handwritten signature in black ink that reads "Kristin Todd".

Kristin Todd
Senior Vice President

A handwritten signature in black ink that reads "Linda Childears".

Linda Childears
President and CEO

Grant Recipient: University of Wyoming Foundation

Name: Beg Blalock

Signature: A handwritten signature in blue ink that appears to read "Beg Blalock".

Title: President / CEO

Accepted and agreed to by us this 29th day of December, 2015



SCHEDULE A
DESCRIPTION OF GRANT

Grant Maker:	Daniels Fund 101 Monroe Street Denver, Colorado 80206 Tax ID: 84-1393308
Grant Recipient:	University of Wyoming Foundation Marian H. Rochelle Gateway Center 222 South 22nd Street Laramie, WY 82070
Tax ID:	83-0201971
Tax Status:	501(c)(3), 509(a)(1)
Amount of Grant:	\$4,500,000
Purposes of Grant:	Education Initiative
Grant Period:	December 1, 2015 - November 30, 2020
Grant Payment Terms:	Total award of \$4.5 million shall be paid out as follows: <ul style="list-style-type: none">• January 2016: \$500,000• January 2017: \$1,000,000 (Contingent on 2016 Interim Report)• January 2018: \$1,000,000 (Contingent on 2017 Interim Report and 1:2 Match met)• January 2019: \$1,000,000 (Contingent on 2018 Interim Report and 1:2 Match met)• January 2020: \$1,000,000 (Contingent on 2019 Interim Report and 1:2 Match met)
Reporting:	At the close of each year (2016 – 2020), and no later than January 31 of each subsequent year, the Education Initiative will submit to the Daniels Fund a Year-End Interim Report (“Interim Report”) detailing annual progress and outcomes of the Education Initiative. Annual payments pursuant to this grant shall be subject to satisfactory Interim Reports of progress and outcomes incident to the Application. The Education Initiative will submit a Final Report to the Daniels Fund at the close of this five-year grant.
Special Conditions:	N/A



Expected Outcomes:

Over the next five years, the Education Initiative will develop and implement the Education Initiative to elevate the College of Education to achieve national preeminent status in Professional Educator Preparation, ultimately to the benefit of K-12 education in Wyoming as measured by improved student learning in Wyoming.

Strategic Planning Phase (2016 & 2017) Years One & Two Plan

[As outlined in application budget detail]

- Recruit and hire Executive Director to lead the Education Initiative
- Hire support personnel for administrative support
- Establish a top-level Education Initiative Board
- Hire an evaluation expert to help evaluate existing Professional Educator Preparation Programs and set up methodology for evaluating promising programs going forward

- Identify and Evaluate promising programs across the country to understand current Professional Educator Preparation activities nationwide
- Review promising program results and adaptability for Wyoming
- Conduct meetings across the state with education, business, and community leaders to assess and solicit input on teaching strategies and curriculum that will best serve Wyoming's K-12 educational system
- Determine top 20 promising programs (approximately two for each of the programming areas) for site visits
- Take a team of up to five to visit the promising programs
- Develop unique Professional Educator Programs taking the best attributes from promising programs studied and combining those with unique and innovative ideas developed independently within the Education Initiative
- Develop detailed implementation plan based on information gained from promising program site visits
- Provide Year-End Interim Report detailing progress and outcomes of the Education Initiative
 - Year One: Report will include preliminary findings regarding promising programs
 - Year Two: Report will include final findings regarding promising programs, as well as implementation plan and schedule along with revisions and/or additions of outcomes

Implementation Phase (2018, 2019, & 2020) Years Three, Four & Five

- Provide Year-End Interim Reports on progress and outcomes of the Education Initiative
 - Year Three: Completion of items referenced in Year Two Final Report along with \$2 million match
 - Year Four: Completion of items referenced in Year Three Final Report along with \$2 million match
 - Year Five: Completion of items referenced in Year Four Final Report along with \$2 million match.

The \$2 million Match Funding ("Match") for years three, four and five may be in the form



of state funding for purposes of the Education Initiative, increased University programmatic funding to support the Education Initiative, private gifts or grants, foundation gifts or grants, or state funding to the Wyoming Department of Education or K-12 programs to support the Education Initiative. The timing and amounts of the Matches may be flexible so long as the Matches equal or exceed, and predate the \$1 million per year funding by the Daniels Fund for years three, four, and five.



AMENDED SCHEDULE A DESCRIPTION OF GRANT

Grant Maker:	Daniels Fund 101 Monroe Street Denver, Colorado 80206 Tax ID: 84-1393308 Tel: (303) 393-7220
Grant Recipient:	University of Wyoming Foundation Marian H. Rochelle Gateway Center 222 South 22nd Street Laramie, WY 82070
Tax ID:	83-0201971
Tax Status:	501(c)(3), 509(a)(1)
Amount of Grant:	\$500,000
Purposes of Grant:	Education Initiative
Grant Period:	June 1, 2015 - December 31, 2016
Grant Payment Terms:	Paid in Full
Special Conditions:	N/A
Expected Outcomes:	<ul style="list-style-type: none">• The University of Wyoming (UW) through a Trustees Education Initiative (Initiative) will develop a five year Strategic Plan to elevate the University of Wyoming College of Education to national preeminent status in Professional Educator Preparation, ultimately to reform, improve, and enhance K-12 education in Wyoming.• Phase I of project will provide preliminary key personnel requirements, goals and objectives, processes, activities, methodologies, timelines, personnel, benchmarks, and budgets for the development of the Strategic Plan; and will include input from the Governor, Legislature, Superintendent of Public Instruction, business, and K-12 community.• Over the next year, the Initiative will achieve the following:<ul style="list-style-type: none">- Establish a Governing Board consisting of the President of the Board of Trustees, the President of the University, the Dean of the College of Education, and additional members, both external and internal.- Identify and secure leading education reform leader(s) to assist in preparation of Phase I, in the development and implementation of the Strategic Plan.- Search for, identify and recruit an Executive Director of the Initiative to manage and coordinate the Initiative in partnership with Board of Trustees President, the College of Education Dean and the Governing Board; hiring during this timeline may depend upon candidate availability and approval of subsequent requested funding.

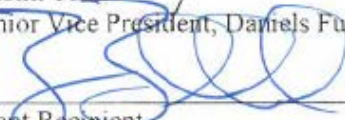


Request ID: 14287
Page 2 of 2



Kristin Todd
Senior Vice President, Daniels Fund

12/7/15
Date



Grant Recipient

12/29/15
Date