

THE UNIVERSITY OF WYOMING

MINUTES OF THE TRUSTEES

Wednesday, August 9 2017

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

**THE UNIVERSITY OF WYOMING
MINUTES OF THE TRUSTEES
BOARD MEETING
August 9, 2017; 8:00-9:30 a.m.
Old Main Boardroom; Laramie, Wyoming**

WORK SESSIONS

July 18-21, 2017 Board of Trustees Meeting Minutes (executive session) – MacPherson..... 1
[Approval of the July 18-21, 2017 Board of Trustees Meeting Minutes public session minutes
were deferred to the September 2017 Board of Trustees meeting.]
FY18 B-11 Request – Asay 1
FY19-20 Biennium Standard Budget Request – McKinley/Mai 2
FY19-20 Biennium Exception Budget Request – McKinley/Mai 2

- 067 – University of Wyoming
- 069 – WICHE (Western Interstate Commission of Higher Education)
- 167 – UW-Medical Education

Personnel Action [added following Executive Session]..... 4
Construction Change Directive(s) Referred to Facilities Contracting Committee 4

- Mick and Susie McMurry High Altitude Performance Center CCD

Roll Call

Date of Next Meeting – September 13-15, 2017 (Laramie)

Adjournment

Call to Order

Trustee President John MacPherson called the meeting to order at 8:03 a.m.

Roll Call

Trustees participating: Mel Baldwin, Dave Bostrom, Kermit Brown (in room), David Fall, John MacPherson, Jeff Marsh, John McKinley, Dick Scarlett, Michelle Sullivan, and Dave True. Ex-officio Trustees University President Laurie Nichols (in room), ASUW President Ben Wetzel (in room), and Executive Director for the Wyoming Community College Commission Jim Rose were in attendance. Ex-officio Trustee Governor Matt Mead was not in attendance. Wyoming State Superintendent for Public Instruction Jillian Balow was also not in attendance; Brett Bacon, Chief Academic Officer, attended on her behalf. Trustees Gubbels and Tully were not in attendance.

Public Session

Trustee Jeff Marsh moved to enter into Executive Session for the purposes of *Personnel* and *Litigation*; second by Trustee Bostrom. In executive session at 8:07 a.m.

The Board returned to public session at 8:39 a.m.

July 18-21, 2017 Board of Trustees Executive Session Minutes, MacPherson

[Approved 8-9-17 @ 8:40 a.m.]

Trustee Kermit Brown moved to approve the July 18-21, 2017, Board of Trustees Meeting Executive Session minutes; second from Trustee Jeff Marsh. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

FY18 B-11 Request, Asay

Meredith Asay provided an update to the Board regarding the FY18 B-11 Request. She noted that the Casper Family Medical Residency Program was seeking Board approval to increase their FY18 budget authority, which would be requested through the Governor's Office after Board approval. She explained that once the budget was set, and the residencies needed additional spending authority, they had to go to the Board for approval. She noted that this was not new money, but rather it would be clinic revenue.

Ms. Asay then referred to the numbers in the report and noted that both of the residencies contracted with the billing company. She stated that with the expected increase in Medicaid, there needed to be an increase in the amount that was going to the billing company. She reiterated that they were looking for a motion and then approval from the Board to allow the residency program, through the University, to request the B-11 through the Governor's Office.

Trustee Dick Scarlett inquired about consequences if the money was not available and if the University had already committed it; how would the program be funded. Ms. Asay noted that as residencies requested to use this additional reimbursement funding, the residencies would be committed to that funding for that faculty. She stated that if the federal funding decreased, the residencies understood that they would have to make changes to accommodate. Ms. Asay added that in discussing the billing company, that included a percentage of what was received through billing, it was tied to a percentage.

Ms. Asay commented that David Jones, interim dean of the College of Health Sciences was in the room, and could provide clarification if need be. She added that he was also the CEO for the

Educational Health Center of Wyoming Board and that in the future, he would take over these requests.

[Approved 8-9-17 @ 8:46 a.m.]

Trustee David Fall moved to authorize the University to send the B-11 Request to Governor Mead for approval; second from Trustee Jeff Marsh. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

Trustee McKinley informed the Board that the Budget Committee had met Tuesday morning to discuss the 067 standard budget, 067 exception request, and the 069 and 167 exception request budget documents for the FY 2019-2010 biennium as prepared and presented by the administration. He noted that there were some changes to the materials and referred the Board to the email they received with the final documents attached prior to the meeting. He stated that those were the documents that would be considered by the full Board at this meeting.

FY19-20 Biennium Standard Budget Request – Agency 067, McKinley/Mai

[Approved 8-9-17 @ 8:51 a.m.]

Trustee John McKinley moved to approve the FY 2019-20 Biennium Budget Exception Requests for Agency 067 dated August 8, 2017 with modifications. He stated that on page two of the 067 exception request the last sentence of the third paragraph should be deleted, as well as, the last paragraph on that page, noting that this language was no longer accurate; Trustee Dave Bostrom seconded the motion. Trustee McKinley directed the Board to page two of the 067 exception request dated August 8, 2017. He stated that the last sentence of the third paragraph that stated “The four ACLs will have the following capacities of student stations: one 200-person, one 150-person, one 100-person, and one 50-person”, be deleted, and noted that the last paragraph that began “The Center for Integrative Biological Research...” on that page be deleted as that information was no longer accurate. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

FY19-20 Biennium Exception Budget Request – Agency 067, McKinley/Mai

[Approved 8-9-17 @ 8:55 a.m.]

Trustee John McKinley moved to approve the FY 2019-20 Biennium Budget – 067, dated August 8, 2017; Trustee Dave Bostrom seconded the motion.

Trustee McKinley clarified that this was the document presented in redline version and dated August 8, 2017 in the top left corner. The administration would make the language consistent with the language proposed by the administration, accepting the track changes and provide the document in final form for the full Board. It was also noted that the exception request is a portion of the 067 budget; therefore, the modification was providing the language that was already approved in the exception request. Trustee McKinley stated that the language would need updated on page 17 of the full budget document—information deleted to match the other information as previously approved. President Nichols then requested an additional edit that was overlooked with regard to the Strategic Plan and related information that was inserted. He noted that on page 7 of 21 of the document, under Goal 1, fourth line, it should read, “degree and certificate programs”, adding the word “certificate” to the line.

Trustees McKinley and Bostrom accepted the friendly amendment. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

FY19-20 Biennium Budget Exception Request – Agency 167 & Agency 069

[Approved 8-9-17 @ 8:57 a.m.]

Trustee John McKinley moved to approve the FY 2019-2020 Biennium Budget Exception Request for Agency 167 and Agency 069 dated August 8, 2017; Trustee Dave Bostrom seconded the motion. Trustee McKinley referred the Board to the footnote language shown in redline version on page 1 of the document. He noted that the Budget Committee was in support of the modified language and the final version would have those changes accepted into the document. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

[Approved 8-9-17 @ 9:00 a.m.]

Trustee John McKinley moved that with regards to the FY 2019-2020 Biennium Standard Budget Exception Request – Agency 067, FY 2019-2020 Biennium Budget Exception Request – Agency 167 & Agency 069, and the FY 2019-2020 Biennium Budget – Agency 067, no changes or amendments are allowed on these document without further action by the University Board of Trustees; second from Trustee Jeff Marsh. The motion passed with a unanimous decision. Trustees Gubbels and Tully were not in attendance for the vote.

Trustee True stated that in his opinion, the Board could not responsibly take action on information they had received minutes before the conference call. He noted his concerns with taking action with such little time, saying that he understood the timelines that were in place and appreciated the work of the committee, but business should not be conducted in this manner.

Trustee John McKinley agreed. He added that there should be at least a week of time between when the trustees receive information and when the Board is asked to take action on it. He noted that the Budget Committee had received the materials late the previous week, noting that some of the materials were still in draft form when they had received them. Trustee McKinley suggested that if documents are received in draft form, the Board could request another meeting of the Budget Committee and a week of notice to the full Board. He stated that that would require a special meeting, but that it was a way to ensure the full Board was informed.

Trustee MacPherson noted that as President of the Board, he was very sensitive to this topic. He added that they had had many discussions about this and that he understood the frustrations. Trustee MacPherson said that if it was not on the agenda, they would not discuss it. He noted the importance of addressing that issue.

Trustee True thanked the Board for letting him express his concerns. He added that he knew that they get into binds with regards to time, but he noted that that was the most extreme he had ever seen. He stated that this was something they could improve on going forward.

Trustee MacPherson stated that he appreciated the comments. He then referenced an email that he sent to UW President Laurie Nichols on Tuesday, August 8, regarding “communications” and how he would like to proceed with future communications with the administration at UW. Trustee wanted the full Board to be aware and read the email to the trustees (see below) and requested that Board Secretary, Shannon Polk, forward the email to the full UW Board of Trustees following the meeting.

[Email dated Tuesday, August 8, 2017 8:25 a.m.]

Dr. Nichols:

In an attempt to keep you, as the President of the University of Wyoming, fully informed as to what is taking place with respect to University matters involving the Trustees while allowing the Trustees to obtain necessary information about the University to assure their ability to perform their fiduciary duties as Trustees in a fully informed manner, we have agreed the following processes will be followed:

First, all Trustees will copy you on any and all emails, including attachments which any Trustee sends to a Senior Vice President, General Counsel or budget personnel.

Second, all Senior Vice Presidents, General Counsel and budget personnel will copy you on any and all emails, including attachments, they send to any Trustee.

Third, Trustees can communicate freely and openly with any Senior Vice Presidents, General Counsel and budget personnel, either in person or by phone, and exchange written materials about any University matter. However, it is the responsibility of the Senior Vice Presidents, General Counsel or budget personnel to report to you as President of the University the substance of such conversations and provide you copies of all written materials delivered to or received from any Trustee other than emails and attachments which are covered above.

***Thanks for all that you do for the University of Wyoming.
John A. MacPherson***

Personnel Action

[Approved 8-9-17 @ 9:07 a.m.]

Trustee Kermit Brown moved to approve hire of Kyle Moore as the Associate Vice President for Enrollment Management with an annual salary of \$140,004/FY and a start date of August 23, 2017; Trustee David Fall seconded the motion. The motion passed with a unanimous decision. Trustees Gubbels, Marsh, and Tully were not in attendance for the vote.

Construction Change Directive(s) Referred to Facilities Contracting Committee

Trustee John McKinley noted that he would like to have a little discussion after providing the Board with the motion.

Trustee McKinley moved to allow the administration to present Construction Change Directive(s) (CCD) to the Facilities Contracting Committee which are of a magnitude and time sensitive to avoid construction delays with regard to the construction of the Mick and Susie McMurry High Altitude Performance Center or necessary approval or rejection by the facility committee.

Trustee Bostrom seconded the motion.

Trustee McKinley noted that the Facilities Contracting Committee consisted of three members and added that the committee was able to make recommendations. He added that it he needed to go to the full Board for approval at the next regularly scheduled meeting. General Counsel Tara Evans

asked for clarification on the motion, to which Trustee McKinley noted that this was an issue with regards to doing this unless a complete exception was made to the current construction policy and it was entirely delegated to the administration.

Trustee MacPherson recommended finding some middle ground. He noted that it was important to not increase the cost of the project, so they were still able to have an ordering process for approval by the Board, recognizing that full board approval would need to occur after that.

General Counsel Evans noted that they either needed to have full Board approval before getting the CCD, or they needed to give the CCD upon the recommendation of the Facilities Contracting Committee and seek approval at the next full Board meeting. She stated that if the full Board did not approve something that the Facilities Committee took action on, there would be an issue. General Counsel Evans requested that they seek a narrow exception to this policy for this specific project.

Vice President Bill Mai stated that action mostly worked as far as time constraints were concerned. He then asked if it would work if the Facilities Contracting Committee had the ability to authorize the CCD up to the amount of the contingency reserve not to exceed the aggregate amount of the contingency reserve.

Trustee McKinley noted that the same issue would occur, as the Facilities Contracting Committee was a subcommittee of the full Board. General Counsel Evans noted that this was an issue unless action was taken, allowing them to do that. Trustee MacPherson asked Trustee McKinley if he would like to modify his motion. Trustee Kermit Brown said that he would probably vote against since the motion on the floor did not accomplish what was desired.

Trustee McKinley withdrew his motion, and Trustee Bostrom agreed to withdraw it.

Trustee True asked General Counsel Evans if the full Board could delegate its authority to a subset, to which she responded that they could if they took formal action. Trustee True asked what that would do to the public meetings law or how it would apply to the subset taking action authorized by the full Board. General Counsel Evans added that this would give blanket authorization to take action, and the Facilities Contracting Committee would have to review to agree with what the administration was doing. Trustee True then asked if the full Board could authorize a subset to take action on behalf of the full Board.

General Counsel Evans clarified that this would not be authorizing the Facilities Contracting Committee to approve items in lieu of the full Board. She noted that they would approve items ahead of time for the administration to make managerial decisions on their own. She stated that they were already doing that with change orders under \$25,000, and they were just requesting a slight increase to decrease delays. She added that she did not think the Board should give the subset authority, but rather the Facilities Contracting Committee should be utilized.

Mick and Susie McMurry High Altitude Performance Center CCD

[Approved 8-9-17 @ 9:25 a.m.]

Trustee John McKinley moved for an exception to the Trustees Construction Policy regarding prior approval of change orders and construction change directives as follows: To allow the administration to execute necessary construction change directives (CCDs) in an amount not to

exceed in any single CCD a \$50,000 amount, and in the cumulative amount of the contingency account as necessary and required to limit delays in construction on the Mick and Susie McMurry High Altitude Performance Center. This limited exception applies only to the Mick and Susie McMurry High Altitude Performance Center and is effective August 9, through December 31, 2017. The administration shall, prior to taking action on a construction change directive, have a meeting of the Facilities Committee to inform the Facilities Committee of the action being taken by the administration with regards to the construction change directive; Trustee Kermit Brown seconded the motion.

Trustee Dick Scarlett inquired about the \$50,000 limit. He noted that that would put the administration in a bind.

Trustee McKinley commented on the purpose of the limitation, noting the current amount, which was provided by Deputy Director Matt Kibbon and Vice President Mai. He noted that these were limited to construction change directives, and he added that there should be very few of them and that they should not be very big. He added that he hoped none would be in excess of \$50,000.

Director Kibbon stated that they did not need to anticipate a “basket full” of construction change directives. He noted that there was one on the table that was \$48,000. He added that he wanted to stress that it was important to have materials within the said timeline so that the Board had time to review items.

Trustee Scarlett asked why they were limiting to just this project, to which Vice President Mai responded that there was a self-imposed timeline. He said that they were working with G.E. Johnson on this building, and it would not normally be so time sensitive, but they were running up against some issues in order to meet the self-imposed deadlines. He added that this was all necessary before the Board meeting in September, and that other buildings should be able to go through the proper timeline.

The motion passed with a unanimous decision. Trustees Gubbels, Marsh, and Tully were not in attendance for the vote.

The meeting adjourned at 9:26 a.m.

Respectfully submitted,



Shannon Polk
Deputy Secretary, Board of Trustees



Kaila Mills
Administrative Assistant