

THE UNIVERSITY OF WYOMING
MINUTES OF THE TRUSTEES
“SPECIAL” MEETING
Thursday, September 24, 2015

**The final minutes can be found on the University of Wyoming Board of Trustees website at
<http://www.uwyo.edu/trustees/>**

**THE UNIVERSITY OF WYOMING
MINUTES OF THE BOARD OF TRUSTEES
Thursday, September 24, 2015
Old Main Boardroom**

AGENDA

Call to Order	1
Roll Call	1
Discussion and Action Item:	
1. Trustees College of Education Initiative.....	1
Date of Next Meeting	9
Adjournment	9

Call to Order

Board President Trustee Dave Palmerlee called the meeting to order at 8:03 a.m.

Roll Call

Trustees participating: Mel Baldwin, Dave Bostrom, John MacPherson, Jeff Marsh, Mike Massie, John McKinley, Dave Palmerlee, Dick Scarlett, Michelle Sullivan, Dave True. Trustees Larry Gubbels and Wava Tully were not in attendance. Ex-officio Trustees University President Dick McGinity, ASUW President Brian Schueler, Wyoming State Superintendent for Public Instruction Jillian Balow were in attendance. Ex-officio Trustee Governor Matt Mead was not in attendance, but Policy Director Mary Kay Hill participated on his behalf. Executive Director for the Wyoming Community College Commission Jim Rose was not in attendance.

There was a motion to move into executive session by Trustee John MacPherson for purpose of discussing private donations; seconded by Trustee Jeff Marsh. Trustee Mike Massie noted that he would like the executive session to be confined to discussion of the possible source of funding and amount of request, but that the substance of the grant proposal be discussed in the public session.

Trustee David Palmerlee responded that it would be difficult to avoid discussing the substance of the grant because it was intertwined with the application, the donor, and the amount of money. Trustee Palmerlee noted that action would only be taken in public session.

Trustee Marsh agreed with Trustee Massie's statement.

Trustee John McKinley asked Vice President and General Counsel Rick Miller to share his legal opinion. Vice President Miller said that if the donor prefers, the basis upon which UW would seek funds from donors could be discussed in executive session. If the donor wanted the terms and conditions to be discussed in executive session, the Board could do that as well.

Trustee Massie asked where this leaves the Board in regard to moving into executive session to discuss this proposal.

Trustee Palmerlee stated the Board could talk about the substance of the proposal in executive session. He noted that the Board had not asked the donor if they wanted their donation discussed only in executive session, but that the Board had only discussed this proposal in executive session thus far. He then prompted the Board to move into executive session.

Trustee Massie and Trustee Marsh opposed moving into executive session. The rest of the Board was in favor.

Discussion and Action Item

1. Trustees College of Education Initiative

The Board of Trustees re-entered public session at 9:12 a.m. Deputy Secretary for the Board Shannon Sanchez took roll and all members previously on the call remained present.

Trustee Palmerlee explained the Board was considering a grant application to the Daniels Fund. He asked if there was any discussion about the application.

Trustee Massie stated he had several questions. The first question pertained to the governing board. In particular, he wanted to know about the governing board and the membership approved by the Board of Trustees. Trustee Massie said the structure was different than the normal committees formed by the Board. Given the responsibilities the governing board would have, there would be a fairly large budget that could come close to the annual budget of Academic Affairs. He also noted that personnel, such as an executive director, could be working for the governing board. He noted that he did not know if any other board/committee has had this type of structure or budget pertaining to only one college on campus.

Trustee Massie then asked if the Board had the authority to set up a governing board of this nature, particularly with regard to its operating details. He explained that normally a board that could hire or expend funds had been granted this authority through statutes or UW Regs. Trustee Massie then inquired about the chain of command. He noted that the UW president works directly for the Board of Trustees, and the employees at the university work for the president. Trustee Massie asked if the president of UW and the deans of colleges were on the governing board, what did that do to the chain of command, and how this entity would fit into an organizational chart. He also asked about the role of the Vice President of Academic Affairs, who was not included on the governing board.

Vice President Rick Miller said that this governing board had to be subordinate to the Board of Trustees. The governing board could not take actions that were in opposition with the Board of Trustees. Vice President Miller noted in regards to the hiring personnel, it was his understanding that any person employed for this purpose also would be an employee of UW under UW regulations. The person with appointing authority would in fact be the Dean of the College of Education according to how the regulations were set up. The role of those individuals employed would be to work to fulfill the policy direction of the governing board. Vice President Miller continued by noting that the chain of command issue was a policy issue rather than a legal one. He said that this issue needed to be addressed the governing board and the Board of Trustees. The Board of Trustees remains the ultimate authority in this regard.

Trustee Massie noted that when money comes into the Foundation, it gets directed towards the purpose of donation—such as for a college or a program. He questioned if that would continue to be an acceptable practice now that the funding would come to the Board. He asked if the Board of Trustees was allowed to expend the money or if the funds needed to go through the hierarchy

that was established—approved by the Office of the President and then assigned to specific departments and/or colleges.

Vice President Miller said that this structure may need some adjusting. The grant would be expended for purposes of this particular initiative, of which the Board of Trustees was the ultimate decision maker. He said the mechanics would be subject to the current structure. If the UW President or the Vice President of Academic Affairs had concerns regarding the activities of employees or ways funds were being spent, concerns could be expressed to the Board.

Vice President Miller also said that the Board of Trustees was not devolving ultimate authority to the governing board because the statutes do not allow it. Vice President Rick Miller said that his impression of the structuring was that it was programmatic, and not a different legal entity. In short, the governing board was separate, but subordinate to UW. Its purpose was to guide the work done by its staff and provide guidance and information to the Dean of the College of Education for teacher preparation programs. Vice President Miller said that he assumed this issue would be addressed once the Board had made a decision on the application. There were Trustees on the governing board, but those Trustees were not speaking for all of the Board. He said that the governing board could provide ownership and direction but not legal authority that binds the Board of Trustees.

Trustee Marsh said he envisioned the governing board much like the taskforces for the science and engineering initiatives. Trustee Marsh recommended taking away "governing" from the title and renaming the board.

Trustee Massie said that if the Board was forming a taskforce, and the money and staff were to flow to the college like it does in other initiatives, and the governing board would be advisory but have the support of the Board of Trustees behind it. Trustee Massie noted that if the Board was going to structure the governing board along those lines, he was 100% behind it and approves of the approach. Trustee Baldwin said he agreed with Trustee Marsh and Trustee Massie.

Trustee Palmerlee noted that these changes may be different than what the donor wanted.

ASUW President Brian Schueler said that he would like to suggest that students were included in this process.

Trustee Bostrom said he wanted to speak contrary to Trustee Massie, Trustee Marsh, and Trustee Baldwin. He said that this was an initiative created by the Board of Trustees, and it needed to continue to be focused on the Board and report to the Board.

Trustee Massie asked how different the structure was than how it was being described. He said that if the Board appointed the taskforce, the taskforce would report back to the Board.

Trustee Bostrom said it was important to focus on the way the structure was set up and delivered. It was important to keep it focused on the Board of Trustees. Structurally, it may not be any different than how a taskforce was structured, but language was important. Changing the language would diminish the initiative. Trustee Bostrom said the Board was trying to do something significant and changing the semantics of the initiative could change the overall impact. He said that it needed to be understood that a governing board places importance on the initiative.

Trustee President Palmerlee said that ten years ago, the legislature imposed the School of Energy Resources (SER) on UW. He noted that people were unhappy that the legislature and Governor were telling UW what to do. He explained that people also feel that the legislature and Governor were also telling UW to pursue the Tier I Engineering Initiative. Trustee Palmerlee noted that others believe the state government was externally imposing and directing the activities of these taskforces. He noted that feelings were getting better about external involvement but then the legislature directed UW to pursue a Tier I Science Initiative. However, the College of Education Initiative was being proposed by UW and the Board. The concept for this initiative had been endorsed by the Daniels Fund because of the historical dissatisfaction from key leadership with the qualifications of graduates from the UW College of Education.

Trustee President Palmerlee noted this was an attempt for the Board to ensure that this effort and the money for this effort were devoted to doing two year evaluations of professional education preparation program best practices. These evaluations would be conducted by the executive director, the steering committee, and the Dean of the College of Education. Trustee President Palmerlee explained that after extensive review and feedback in the state from educators and education associations, these recommendations would come to UW for implementation. Trustee President Palmerlee noted that he expected the UW College of Education graduates who teach at K-12 schools to create top students who would form the core of Wyoming's citizenry. He stated that the Daniels Fund had endorsed this idea.

Trustee President Palmerlee added that whether or not the money did not flow to the initiative, it would flow to the Foundation. Whether the Foundation writes a check, or gives it to the college to pay does not matter to him as long as the initiative with its governing board controls where the money goes and what it was spent for. He noted that the rest of this process was working out the mechanics. Trustee President Palmerlee said he thought it was critically important that this concept was maintained. As long the money was controlled by the governing board, which was controlled by the Board of Trustees, the structure would work. He explained that if the Board said this structure was not working, then it could change the conditions, regulations, and policies.

Trustee President Palmerlee said that he would like everyone to remember this was an application. If the application was approved, then there would be a period of time to work out the mechanics and the Board would be required to approve the mechanics in a grant agreement. He said that the Board needed to move forward, and that the Board was not approving the ultimate structure right now. Trustee President Palmerlee noted that before November there would be an opportunity to

rebuild. He stated that he did not disagree with the comments, but the Board had spent a lot of time spent talking about this initiative.

College of Education Dean Ray Ruetzel discussed that at every juncture in this process there had been appraisals of what was happening and opportunities for input. He said that this process had been quite open, and there had been multiple drafts of the document. He said he shared the document with the subcommittee who did the planning for the initiative, and overall, the committee felt like it had been an open process. Dean Ruetzel noted that as far as the structure was concerned, the grant proposal laid out a structure that allowed for him to not have to run the initiative. He explained that running the initiative and the College of Education has been like having two jobs over the last few months. He noted that he was excited to have an executive director. The College of Education was very excited about the initiative. He felt confident that this structure allowed him to have some say in the governing of the initiative, as well as having a working relationship and some authority over the direction. Dean Ruetzel felt that the current structure was workable.

Trustee McKinley stated he was not necessarily hearing an opposition to submitting an application, but hearing concern in regards to how the Education Initiative would be structured and implemented, which had not been addressed by the full Board in the meeting. He said the Board was talking about the planning board, but not what would happen at the point when the funding occurs. Trustee McKinley noted that the point at which funding occurs was causing some of the discussion and concern. Trustee McKinley noted that this was a UW initiative by the Board pursuant to a resolution. The Board retains ultimate control and authority of another entity or board. He noted the Board needed to understand the structure of the initiative going forward.

Vice President Miller reaffirmed that the governing board could not be empowered to make decisions and spend money over objections of the Board. Vice President Miller said he understood that the Board would empower the governing board to pursue the initiative. However, some respects of this initiative were no different than other initiatives on campus. If the governing board came up with a recommendation, the Board would not be powerless to weigh in and prevent it.

Trustee Massie said that the Science and Engineering Initiatives were not imposed on UW. He said that when he served on the legislature, he sponsored a bill to assist with establishing SER at UW. Trustee Massie stated that he also helped develop language launching the Science and Engineering Initiatives, which had the university's support. He noted that people on the taskforces were all volunteers, and the decision to implement the taskforce's findings lie with UW. Trustee Massie commented that he was concerned to hear that if the Board chooses to implement a process similar to the taskforce process for the Education Initiative, this process may not go over well with the potential donor. Trustee Massie noted that it did not matter what the donor wanted; it would be about what the university wants. He noted that he was concerned to see a proposed application that would give a governing body control or influence over curriculum in the College of Education. Trustee Massie commented that the taskforces had been the most successful approach to implement new initiatives.

Trustee McKinley asked if more of the structure and framework of the initiative would be determined by the UW before receiving a response from the Daniels Fund, or if this would be a different step in the process.

Trustee President Palmerlee said that the application was due on October 5; therefore, the Board could follow up and probably appear in November. He suggested the Board could put in a caveat or language that said the mechanics of the receipt of funds would be subject to the analysis by the Board.

Trustee McKinley said that the Board was primarily focused on discussing and possibly acting on the application today, but the details on the initiative and the Board have to be determined in another document in the future. Trustee President Palmerlee agreed with Trustee McKinley's analysis.

UW President McGinity presented three points to the Board. First, he reminded the Board that this was an application. Second, he said that Vice President Miller defined the legal framework of the initiative. Finally, he said that the responsible authorities and funding allocation would be defined more fully between the time the application was submitted and the final gift agreement would be approved by the Board. President McGinity noted this should be the process.

Trustee President Palmerlee said that if the Daniels Fund approved the application, then a discussion of the logistics could follow.

Trustee Massie said that in his experience, the grantor considered the process outlined in the application to be the one that would be implemented. It did not work well to change the process later. Only minor changes could be made after a grant was submitted.

UW President McGinity asked if the application would need to be converted into the gift agreement, which would contain the structure and mechanics.

Vice President Rick Miller said that the gift agreement was between the grantor and the Foundation. The Board of Trustees was making certain representations in the application about what it intends to do. Vice President Miller clarified that Trustee Massie was pointing out that if the Board included a certain structure in the application process, the grantor would probably expect some minor changes from the application to the agreement, but that there would not be profound changes. Vice President Miller noted that the parties had to agree on the gift agreement, and the application was supposed to be close to what was intended. If the gift agreement was very different, there would need to be more dialogue between the Board and the grantor.

Trustee President Palmerlee said the Foundation would submit the application, and the funds would be sent to the Foundation who would expend as necessary. He said that the governing board was subject to the Board of Trustees. If the Board felt like the governing board was not exercising

discretion, the Board would intervene. Trustee President Palmerlee noted that he was unsure of what the objection was to the application. He commented that the Board was committed to developing a strategic plan to evaluate and recommend best practices.

Trustee Marsh stated that there was likely a consensus on the Board. He noted that the Board could rename the "governing board," and include language to assert that the Board was the ultimate authority. He commented that these changes may set the Board at ease while still communicating to the grantor that the Board would follow through with this initiative.

Trustee President Palmerlee agreed and said that he assumed that before any recommendations were made to the College of Education, they would be reported to the Board.

Trustee President Palmerlee said he would include Trustee Marsh's advice in the text.

Trustee Massie said that he appreciated Trustee Marsh's comments, but the key should be the flow of resources and who had authority. On the taskforce model, the college involved and UW had the final say. The taskforce only offers advice. Trustee Massie pointed out that in the Education Initiative, the money and staff go to the governing board, and the board was making decisions and working in regards to curriculum.

Trustee Palmerlee said that the governing board provided new sources of evaluation and personnel to do this long-term evaluation. He noted that there would come a point in time when this application needed to be completed, but the Board could make it subject to discussion.

Trustee McKinley moved to adopt the *Resolution of the Board of Trustees, Trustees College of Education Initiative* document (see attachment A). Trustee Marsh seconded the motion.

Trustee President Palmerlee called for a 15 minute break, and the Board reconvened at 10:35 a.m. Deputy Secretary for the Board Shannon Sanchez took roll and all members previously on the call remained present, except for ex-officio Trustee Wyoming State Superintendent for Public Instruction Jillian Balow; however, Chief Academic Officer Brent Bacon participated on her behalf.

Trustee President Palmerlee provided the following amendments to the resolution:

- 1) The Board of Trustees shall retain full and complete authority over the Trustees College of Education Initiative and all grant funds received.
- 2) The Board of Trustees should approve final best practices recommended by the initiative to the College of Education.
- 3) The title of the governing board should be changed to the Trustees College of Education Initiative Board.
- 4) A spot will be made available on the Trustees College of Education Initiative Board for a student.

- 5) The Board of Trustees understands that a grant agreement detailing the administration and structure and expectations of the grantor should be subject to existing UW regulations and final approval by the Board of Trustees.

Trustee John MacPherson moved to approve the amendments to the original motion, with second from Trustee Jeff Marsh. The motion for amendments passed with a unanimous vote.

Trustee Massie said that he was fine with writing up the recommendations for the College of Education, but he did not think the Board could also direct the College of Education to implement the recommendations.

Trustee President Palmerlee said that the goal of the strategic plan was to come up with recommendations for the College of Education for implementation. Before the recommendation was made by the initiative to the College, the recommendations would be approved by the full Board.

Trustee Massie stated that the Board should only approve the suggestion to the Colleges for implementation. He noted that the language should not obligate the College of Education to implement the suggestions.

Trustee Palmerlee said that the Board or initiative would not tell the College of Education what it had to do. All the initiative had the authority to do was recommend changes. He said the point was that the Board would approve those recommendations. Trustee Massie agreed.

UW President McGinity asked if they could reread the amendment, which was reread.

Trustee Massie asked if the Board could direct the President of the Foundation to complete an application or grant, or if that was the Board's responsibility.

Trustee President Palmerlee said that he thought the Board could direct the Foundation president, as the Foundation Board was not involved in this process in any way. His action would be on behalf of the Board and the initiative. His role would be to be the applicant for the funds.

Vice President Rick Miller said that, in this case, the CEO of the Foundation was also the Vice President for Institutional Advancement, so in this capacity, it would be acceptable to direct him.

Trustee President Palmerlee called for a vote. The original motion adopt the *Resolution of the Board of Trustees, Trustees College of Education Initiative* document presented by Trustee McKinley passed with a majority decision (Trustee Mike Massie was opposed).

Trustee Sullivan reminded the Board that some of the Board members did not vote on the original resolution in November 2014, absent of any promise of funding. Part of the issue now was the Board has started to build the initiative based on promises of funding. She said that she hoped the

Board could remember this was a critical need for the College of Education, regardless funding sources. She asked the Board to continue to think about the structure prior to the Daniels Fund meeting in order to demonstrate that the Board was not waiting for funding, but committed to the initiative regardless of funding.

Trustee President Palmerlee said that if the grantor proposed conditions that were unacceptable, the Board would seek other funding. However, he noted this was a wonderful opportunity, and there was great cooperation with the donor. He said that his duty as president was to do everything possible to get funding in a way that was consistent with what was good for the University of Wyoming.

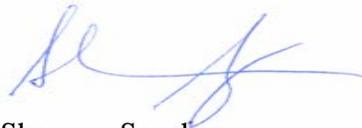
Date of Next Meeting

November 18-20, 2015

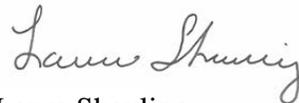
Adjournment

Board of Trustees President Palmerlee adjourned the meeting at 10:44a.m.

Respectfully submitted,



Shannon Sanchez
Deputy Secretary, Board of Trustees



Laura Shevling
Senior Administrative Assistant

**Resolution of the Board of Trustees
Trustees College of Education Initiative**

WHEREAS, by Resolution dated November 13, 2014 the Board of Trustees ("*Board*") established the Trustees College of Education Initiative ("*Initiative*"), and,

WHEREAS, by Resolution dated June 15, 2015, the Board authorized and directed the following:

12. The Planning Board is authorized and directed to take such other and further action reasonably necessary to develop the Phase I Plan and to accomplish the Five-Month Goals.
13. The Planning Board shall submit an Informational Report to the Phase I Plan to the Trustees no later than Monday, August 17, 2015.
14. The Planning Board shall submit the Phase I Plan, the Five-Month Goals and the Strategic Plan Funding Request, to the Trustees for review and action no later than Monday, September 28, 2015.
15. Upon approval of the Trustees, the Planning Board, in conjunction with the Foundation, shall submit the Phase I Plan and the Strategic Plan Funding Request to the Daniels Fund no later than Monday, October 5, 2015.

WHEREAS, the President of the Board distributed the Daniels Fund Grant Application and Appendices (previously referred to as the Strategic Plan Funding Request, and referred to herein as the "*Daniels Fund Application*") to the Board by email dated September 22, 2015 at 10:37 AM, and

WHEREAS, the Daniels Fund Application represents the collective efforts of the Dean of the College of Education and his team, the President of the Foundation and his team, various Trustees, and multiple conversations and meetings with Daniels Fund Representatives over the past several months, and

WHEREAS, the Board discussed and considered the Daniels Fund Application at its special meeting on September 24, 2015.

NOW THEREFORE, BE IT RESOLVED THAT the Board authorizes and directs the Chairman of the Initiative Interim Planning Board ("*Chairman*") and the President of the Foundation to finalize the Daniels Fund Application substantially in the form and substance distributed to the Board on September 22, 2015, correcting a number typographical error, removing Appendix A, and further authorizes and directs the President of the Foundation to sign

and submit the Daniels Fund Application to the Daniels Fund on or before October 5, 2015 requesting funding of the Initiative.

BE IT FURTHER RESOLVED THAT the President of the Foundation and the Chairman are authorized and directed to finalize, submit, present, and seek approval of the Daniels Fund Application by the Daniels Fund. Any further actions, including approval of any grant award or contract, shall be submitted to the Board of Trustees for review and action.

BE IT FURTHER RESOLVED THAT the following statement be inserted in the Application: "Nevertheless, the Board of Trustees shall retain full and complete authority over the Initiative and all grant funds received pursuant to this Application."

BE IT FURTHER RESOLVED THAT the following statement be inserted into the application: "The Preeminent Best Practices to be recommended to the College will be approved by the Education Initiative Board and the Board prior to being recommended to the College.

BE IT FURTHER RESOLVED THAT the title of the Governing Board shall be changed to be the "Education Initiative Board" and that a slot on the Education Initiative Board be established for a University student.

BE IT FURTHER RESOLVED THAT the Board understands that a grant agreement detailing the administrative structure and process of the Initiative, and the expectations of the grantor shall be subject to established University regulations and final approval by the Board.