LINCOLN UNIVERSITY
BOARD OF TRUSTEES
MINUTES

Saturday, September 20, 2003

The Lincoln University Board of Trustees met on Saturday, September 20, 2003, in the Student Union Building. Chairman Frank C. Gihan called the meeting to order at 9:00 a.m. Dr. Valerie Tate Green gave the opening prayer. Secretary Powelson called roll:

Trustees present: Dr. Robert L. Albright, Mr. Kent Amos, Dr. William E. Bennett, Dr. Leonard L. Bethel, Christopher R. Booth Esq., Ms. Carol Ann Campbell, Mr. Warren R. Colbert, Ms. Andrea L. Custis, Bishop David G. Evans, Mr. Frank C. Gihan, Hon. Levan Gordon, Mr. Tracey Hunter Hayes, Dr. David E. Knox, Dr. Ernest C. Levister, Mr. Gregory C. Miller, Dr. Calvin S. Morris, Dr. Donald L. Mullett, Mr. Robert F. Powelson, Mr. Donn G. Scott, Mr. Dwight S. Taylor, Hon. W. Curtis Thomas, Mrs. Phyllis G. Woolley-Roy; Ex-officio Trustees Mr. André V. Duggin for Governor Edward G. Rendell, Dr. William Larkin for Secretary of Education Vicki L. Phillips, Dr. Ivory V. Nelson, Hon. Edward G. Rendell*; Student Trustee Mr. Nosakhere A. Griffin-El. Quorum of 12 satisfied. Faculty Representative Dr. Lennell R. Dade; Emeritus Trustees Mr. Walter D. Chambers, Dr. Frank T. Coleman, Rev. Leroy Patrick, Mr. Theodore Robb.

Trustees absent: Mr. Barry Cooper, Mr. William B. Ingram, Hon. Dominic F. Pileggi, Mr. David E. Warr, Hon. LeAnna M. Washington, Hon. Sherman F. Wooden; Emeritus Trustees Dr. James A. Parker, Mr. William A. Robinson, Dr. Kenneth M. Sadler; Honorary Trustee Mr. Julius Rosenwald.

Chairman Gihan acknowledged special guests PA Attorney General Mike Fisher and Ms. Marilyn Ware, Ware Family Offices.

Chairman Gihan welcomed new trustees Mr. Kent Amos, Christopher R. Booth Esq., Ms. Andrea L. Custis, Mr. André Duggin, Hon. Levan Gordon, Mr. Nosakhere A. Griffin-El, Dr. William Larkin, and Dr. Donald L. Mullett.

Ms. Andrea Custis presented Lincoln University with a $10,000 check from Verizon Foundation for the LASER Program.

TRUSTEES, DEGREES AND NOMINATIONS COMMITTEE
Mr. Frank C. Gihan, Chair, Trustees, Degrees and Nominations Committee, offered the following resolutions for Board approval:

APPOINTMENT OF ALUMNI TRUSTEE

RES151_092003

WHEREAS, Article II, Section 2, of the Lincoln University By-Laws (revised November 20, 1999) stipulates that upon the expiration of the term of any Alumni Trustee, the Board shall elect an Alumni Trustee for a term of four years from nominations submitted by the Alumni Association; and

WHEREAS, The Alumni Association has nominated The Honorable Levan Gordon, '58 to serve as an Alumni Trustee for a four-year term to expire June 30, 2007; and

WHEREAS, The Alumni Association has duly notified the Board of Trustees of said nomination; now, therefore be it

RESOLVED, That the Board of Trustees hereby approves the nomination of the Alumni Association for the appointment of The Honorable Levan Gordon as Alumni Trustee to serve in accordance with Article II, Section 2 (C) of the University By-Laws.

Motion made by Mr. Hayes; seconded by many.

Favor: 19
Oppose:
Abstain: 2

Motion carried.

APPOINTMENT OF ALUMNI TRUSTEE
RES152_092003

WHEREAS, Article II, Section 2, of the Lincoln University By-Laws (revised November 20, 1999) stipulates that upon the expiration of the term of any Alumni Trustee, the Board shall elect an Alumni Trustee for a term of four years from nominations submitted by the Alumni Association; and

WHEREAS, The Alumni Association has nominated Dr. Donald L. Mullett, '51 to serve as an Alumni Trustee for a four-year term to expire June 30, 2007; and

WHEREAS, The Alumni Association has duly notified the Board of Trustees of said nomination; now, therefore be it

RESOLVED, That the Board of Trustees hereby approves the nomination of the Alumni Association for the appointment of Dr. Donald L. Mullett as Alumni Trustee to serve in accordance with Article II, Section 2 (C) of the University By-Laws.

Motion made by Mr. Hayes; seconded by Dr. Bethel.

Favor: 21

Oppose:
Abstain: 1

Motion carried.

STUDENT REPRESENTATIVE
RES153_092003
TO THE BOARD OF TRUSTEES

WHEREAS, Article I, Section 2 (D) of the Lincoln University By-Laws (revised November 20, 1999) provides that one of the eighteen University Trustees shall be a student representative who shall serve for a term of one year; and

WHEREAS, By Resolution dated February 19, 2000, the Board of Trustees approved the Student Government Association (SGA) process of determining the student representative to the Board of Trustees; and

WHEREAS, The process approved provides, pursuant to the Constitution of the SGA, that the SGA President will be the student representative to the Board of Trustees; and

RESOLVED, That Mr. Nosakhere A. Griffin-El is hereby appointed Student Representative to the Board of Trustees in his capacity as President of SGA, for a term expiring June 30, 2004.

Motion made by Dr. Nelson; seconded by Mr. Taylor.

Favor: 23
Oppose:
Abstain:

Motion carried.

Chairman Gihan introduced Ex-officio Trustee Pennsylvania Governor Edward G. Rendell. Governor Rendell provided remarks regarding the Commonwealth's support of Lincoln University and the Barnes Foundation.

EXECUTIVE SESSION
Chairman Gihan convened an Executive Session. The open Board meeting resumed after thirty minutes.

EXECUTIVE COMMITTEE
Chairman Gihan offered the following resolution for Board approval:

AGREEMENT BETWEEN LINCOLN UNIVERSITY
RES154_092003
AND THE BARNES FOUNDATION

WHEREAS, On September 24, 2002, the Barnes Foundation filed a Petition to Amend its Charter and Bylaws in the Orphans' Court Division of the Montgomery County Court of Common Pleas and filed an Amended Petition in June 2003; and

WHEREAS, Among the amendments sought by the Barnes Foundation were amendments to the governing structure of the Barnes Foundation, which amendments would affect Lincoln University's right to nominate Trustees of the Barnes Foundation Board of Trustees; and

WHEREAS, Lincoln University is a party to the litigation regarding the Barnes Foundation's Petition and Amended Petition (hereinafter the "Barnes Litigation") and filed an Answer to each Petition opposing certain changes in the governance provisions of the Barnes Foundation's Bylaws; and

WHEREAS, The Executive Committee of the Board of Trustees met via teleconference on Friday, September 12, 2003 and at that meeting unanimously voted to recommend to the full Board of Trustees at its September 20, 2003 meeting "that Lincoln University accept five designated trustees to the Barnes Foundation Board that cannot be unreasonably denied;" and

WHEREAS, A settlement agreement regarding the Barnes Litigation, a copy of which is attached to this Resolution (hereinafter the "Agreement"), was presented to Board Chairman Frank Gihan and University President Ivory V. Nelson; and

WHEREAS, Pennsylvania Governor Ed Rendell and Attorney General Mike Fisher were involved in the negotiation of the Agreement and each of them gave their assurances to Board Chairman Frank Gihan and University President Ivory V. Nelson that they would ensure that the University's interests in the Barnes Litigation would be protected by Attorney General Fisher in the event the University were to withdraw from the Barnes Litigation as required by the Agreement; and

WHEREAS, Governor Rendell and Attorney General Fisher further assured Board Chairman Frank Gihan and University President Ivory V. Nelson that the language included in Paragraph 1 of the Agreement which states ‘The election of such persons nominated by Lincoln University shall not be unreasonably withheld’ is intended to apply not only to the nomination of three additional Designated Trustees to be added to the Barnes Board immediately following Court approval of the Amended Petition, but to the nomination and election of all Trustees by Lincoln University pursuant to Sections 5.4 and 5.5 of the proposed Bylaws and to the removal of Trustees pursuant to Section 5.8 of such Bylaws; and

WHEREAS, In accordance with the spirit of the vote of the Executive Committee, on Friday, September 12, 2003, and based upon the assurances of Governor Rendell and Attorney General Fisher, Board Chairman Frank Gihan executed the Agreement; and

WHEREAS, The Board of Trustees, based upon the continued assurances of Governor Rendell and Attorney General Fisher made to the Board at this meeting, desires to accept the recommendation of the Executive Committee and to approve the Agreement and settle the Barnes Litigation on the terms set forth in the Agreement on the condition that the proposed Bylaws as presented to the Court are amended (1) to provide in Section 5.3 of such Bylaws that Lincoln University shall designate three (3) Trustees for election to the Board as part of the process of increasing Board membership to fifteen (15) and that the election of the individuals designated by Lincoln shall not be unreasonably withheld without good cause; (2) to provide in Sections 5.4 and 5.5 of those Bylaws that nomination and election of individuals nominated by Lincoln University to serve as Trustees of the Barnes Foundation will not be unreasonably withheld by the Nominating Committee of the Barnes Board of Trustees or by the Barnes Board itself without good cause; and (3) to provide in Section 5.8 of those Bylaws that no Trustee shall be removed from office without good cause; and

WHEREAS, the Attorney General has proposed amendments to Sections 5.4, 5.5 and 5.8 of the Bylaws which incorporate the changes to those sections of the Bylaws upon which the Board of Trustees desires to condition its approval of the Agreement, a copy of which is attached to this Resolution; now, therefore it is hereby

RESOLVED, That the Agreement is approved on the condition that the proposed Bylaws as presented to the Court are amended (1) to provide in Section 5.3 of such Bylaws that Lincoln University shall designate three (3) Trustees for election to the Board as part of the process of increasing Board membership to fifteen (15) and that the election of the individuals designated by Lincoln shall not be unreasonably withheld without good cause; and (2) as set forth in the amendments to Sections 5.4, 5.5 and 5.8 of the Bylaws proposed by the Attorney General, which are attached hereto; and further

RESOLVED, That this Resolution shall be maintained as part of the permanent records of the University.
Motion made by Dr. Morris; seconded by Mr. Colbert.

Favor: 16

Oppose: 1
Abstain: 5

Motion carried.

2003-04 Board Goals
By a vote of 19 in favor, the 2003-04 Board Goals were approved.

2003-04 Committee Assignments
Committee assignments were amended as follows:

Educational Policy and Academic Affairs Committee
Add: Mr. Nosakhere Griffin-El

Evaluations Committee
Omit: Dr. Kenneth Sadler, Emeritus Trustee

Information Technology and the Library Committee
Add: Staff Liaison

Student Affairs Committee
Add: Mr. Larry Woods, Staff Liaison

By a vote of 19 in favor and 1 opposition, the 2003-04 Committee Assignments were approved as amended.

MINUTES
Secretary Powelson offered the April 19, 2003, June 30, 2003, and August 27, 2003 Board of Trustees meeting minutes for Board approval. Motion made by Secretary Powelson; seconded by Mr. Miller.

Favor: 18
Oppose:
Abstain:

Motion carried.

CHAIRMAN'S REPORT
The Chairman's Report was accepted as information.

PRESIDENT'S REPORT
The President's Report was accepted as information.

TREASURER'S REPORT
The Treasurer's Report was accepted as information.

STANDING COMMITTEE REPORTS:

BUSINESS AFFAIRS COMMITTEE
In the absence of Mr. Donn G. Scott, Chair, Business Affairs Committee, Mr. Colbert offered the following resolution for Board approval:

COLLECTIVE BARGAINING AGREEMENT
RES155_092003
(DISTRICT COUNCIL 88)

WHEREAS, The collective bargaining agreement between the Lincoln University Board of Trustees of the Commonwealth System of Higher Education (the University), and District Council 88, American Federation of State, County and Municipal Employees • AFL-CIO (the Union) expired June 30, 2003, and

WHEREAS, The representative of the University and the Union met and bargained in good faith; now, therefore be it

RESOLVED, That the collective bargaining agreement negotiated by the two parties providing for among other things, base wage increases of 3.5%, 4.0%, 4.0%, 4.0%, 4.0%, 4.5%, and 4.5%, during the seven (7) year term of the agreement (July 1, 2003 • June 30, 2010), is approved; and be it further

RESOLVED, That the legal sufficiency review letter provided by legal counsel is incorporated by reference to this resolution.

Motion made by Mr. Colbert; seconded by Dr. Albright.

Favor: 22
Oppose:
Abstain:

Motion carried.

SESQUICENTENNIAL COMMISSION
The oral report provided by Dr. Patricia A. Nelson, Co-chair, Sesquicentennial Commission, and the Commission report provided in the board book, were accepted as information.

PLANNING AND DEVELOPMENT, INVESTMENT, AUDIT, BUILDINGS & PROPERTY, and the INFORMATION TECHNOLOGY AND THE LIBRARY COMMITTEE reports, provided in the Board book, were accepted as information.

EXECUTIVE SESSION
Chairman Gihan convened an Executive Session. The open Board meeting resumed after fifteen

minutes.

There being no further business, Chairman Gihan adjourned the meeting at 11:45 a.m. EST.

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* After addressing the Board, Governor Rendell left the meeting. Governor Rendell did not participate in the voting process.Back to Board of Trustees Minutes
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