

The University of Central Arkansas Board of Trustees convened in a regularly scheduled meeting at 1:00 p.m. Friday, December 8, 2017, in the Board of Trustees Conference Room in Wingo Hall with the following officers and members present:

Chair:	Ms. Elizabeth Farris
Vice Chair:	Mr. Joe Whisenhunt
Secretary:	Mr. Bunny Adcock
	Ms. Kay Hinkle
	Mr. Brad Lacy
	Rev. Cornell Maltbia
	Ms. Shelia Vaught

MINUTES

The board unanimously approved the minutes of the October 6 and October 11, 2017, board meetings as submitted upon motion and second.

REPORTS

President's Report – President Davis recognized Recep Erol and Reid Malone. The president also reported on Bear Boots on the Ground. His report is attached to the original minutes.

2018 Board Meeting Dates:

- February 9
- May 11
- August 17
- October 12
- December 7
- March 28-29 Spring Retreat

Audit and Finance Committee – Mr. Bunny Adcock, Chair of the Audit and Finance Committee, reported on the Torreyson Library audit that was approved at the committee's meeting.

Financial Update – Ms. Diane Newton, Vice President for Finance and Administration, presented the board an overview of the financial report. Her report is attached to the original minutes.

Title IX – Ms. Mindy Pipkin, Associate General Counsel, spoke to the board about Title IX. Her presentation is attached to the original minutes.

ACTION AGENDA

Contract Review Procedures – Board Policy No. 416

Pursuant to Board Policy No. 416, Contract Review Procedures, the administration must seek board approval for any contract that requires the university to expend funds, at any time, in excess of \$250,000 or any contract with a term exceeding one year, unless the Office of General Counsel certifies, in writing, that the contract (a) may be terminated by the university on the giving of written notice of 90 days or less or (b) will not require the university to expend funds in excess of \$99,999.

The administration is seeking board approval for the university to enter into contracts with the following:

- American Towers LLC
- Nike
- Team Dynamix
- EAB Global, Inc.
- Ellucian

The board unanimously adopted the following resolution upon motion by Brad Lacy and second by Bunny Adcock:

“BE IT RESOLVED: That the Board of Trustees authorizes the administration to enter into the contracts with the companies/organizations listed above and on the following pages.”

UNIVERSITY OF CENTRAL ARKANSAS
REASON FOR REQUIRING BOARD REVIEW AND ACTION
(Board Policy No. 416)

Contract with a term of more than one year

SUMMARY

1. Parties: University of Central Arkansas (Lessor) and American Towers LLC (Lessee).
2. Purpose: Amendment and extension of lease of cell tower located on site purchased from Arkansas Department of Emergency Management. The original lease was signed in 2010.
3. Term: The initial lease term was five years, and the Lessee had the right to four automatic renewals of five years each. The amendment grants the Lessee the option to renew for five additional five-year terms.
4. University Funds to be Paid: None.
5. Funds Received: Rent under the current lease was \$700 per month for the first five years with a 5% increase for each automatic renewal term. The university will receive a \$30,000 signing bonus for the amendment, and the rent continues to increase 5% every five years.
6. Public Bid/Purchasing Approval: N/A.
7. Special Provisions/Terms/Conditions: Lease was negotiated and approved by the Arkansas Department of Finance and Administration, Division of Building Authority.
8. Approval/Notification to UCA Foundation: N/A.

Form prepared by: Warren Readnour, General Counsel

Date: November 29, 2017

UNIVERSITY OF CENTRAL ARKANSAS
REASON FOR REQUIRING BOARD REVIEW AND ACTION
(Board Policy No. 416)

Contract with a term of more than one year and exceeds \$250,000

SUMMARY

1. Parties: University of Central Arkansas and Nike.
2. Purpose: Exclusive procurement and sponsorship of athletic apparel, footwear, and uniforms.
3. Term: Five years, beginning on July 1, 2018 and ending on June 30, 2023.
4. University Funds to be Paid: During the 2016-17 fiscal year, the university purchased \$324,434.36 in athletic apparel, footwear, and uniforms. The actual amount spent each year under the new contract will depend on the amount of athletic apparel, footwear, and uniforms needed.
5. Funds Received: Annual incentive of \$120,000. Marketing budget of \$15,000 in year one and \$10,000 in subsequent years. Additional incentives for championship teams and various awards.
6. Public Bid/Purchasing Approval: The vendor was selected with a request for proposal (RFP) process.
7. Special Provisions/Terms/Conditions: Contract includes 35% to 50% discount on apparel, footwear, accessories and uniforms.
8. Approval/Notification to UCA Foundation: N/A.

Form prepared by: Warren Readnour, General Counsel

Date: November 29, 2017

UNIVERSITY OF CENTRAL ARKANSAS
REASON FOR REQUIRING BOARD REVIEW AND ACTION
(Board Policy No. 416)

Contract with a term of more than one year

SUMMARY

1. Parties: Agreement between the University of Central Arkansas and Team Dynamix.
2. Purpose: To replace the existing internally developed Help Desk System with a vendor provided Help Desk System.
3. Term: The initial term is three years, but the contract may be renewed for up to seven years under state law.
4. University Funds to be Paid: \$73,838 total for three years. \$47,403 in year one includes implementation as well as software maintenance and support. \$13,022 in year two and \$13,413 in year three is for software maintenance and support.
5. Funds Received: N/A.
6. Public Bid/Purchasing Approval: The vendor was selected with a request for proposal (RFP) process.
7. Special Provisions/Terms/Conditions: N/A.
8. Approval/Notification to UCA Foundation: N/A.

Form prepared by: Warren Readnour, General Counsel

Date: November 29, 2017

UNIVERSITY OF CENTRAL ARKANSAS
REASON FOR REQUIRING BOARD REVIEW AND ACTION
(Board Policy No. 416)

Contract with a term of more than one year

SUMMARY

1. Parties: University of Central Arkansas and EAB Global, Inc. (Washington, D.C.).
2. Purpose: Membership in the Academic Affairs Forum of the Educational Advisory Board. The Academic Affairs Forum provides academic administrators with strategies and data in order to make more informed decisions.
3. Term: December 8, 2017, to December 7, 2020.
4. University Funds to be Paid: \$135,856.
5. Funds Received: N/A.
6. Public Bid/Purchasing Approval: N/A.
7. Special Provisions/Terms/Conditions: N/A.
8. Approval/Notification to UCA Foundation: N/A.

Form prepared by: Warren Readnour, General Counsel

Date: November 29, 2017

UNIVERSITY OF CENTRAL ARKANSAS
REASON FOR REQUIRING BOARD REVIEW AND ACTION
(Board Policy No. 416)

Contract with a term of more than one year and exceeds \$250,000

SUMMARY

1. Parties: University of Central Arkansas and Ellucian (Banner).
2. Purpose: Amendment of an existing contract to add 171 additional uses to content management solution system and extend maintenance agreement for three years.
3. Term: December 22, 2017 to June 30, 2020.
4. University Funds to be Paid: \$309,510 license fee and \$68,092 per year maintenance fees.
5. Funds Received: N/A.
6. Public Bid/Purchasing Approval: N/A.
7. Special Provisions/Terms/Conditions: N/A.
8. Approval/Notification to UCA Foundation: N/A.

Form prepared by: Warren Readnour, General Counsel

Date: November 30, 2017

Property Acquisition – 1953 Torreyson Street, Conway, Arkansas

Jeri Joann Nibs and Kiji Lujan Robertson own the home located at 1953 Torreyson Street, which is on the south side of Torreyson Street. The university-owned Erbach Apartments are adjacent to the south side of the property. The home was built in the 1950s and is approximately 1,496 square feet. The house was appraised for \$66,000 as of March 2014, but has not been well maintained. The house will be moved or demolished and the property initially will be used for parking and as additional access to the rear of the Erbach Apartments.

The university has signed an offer and acceptance with the owners for \$42,000. A copy of the signed agreement is attached. The agreement requires that the closing occur by January 31, 2018. The closing of the proposed acquisition is conditioned upon the approval of the Board of Trustees.

The board unanimously adopted the following resolution upon motion by Shelia Vaught and second by Kay Hinkle:

“BE IT RESOLVED: That the Board of Trustees approves the transaction described above with Jeri Joann Nibs and Kiji Lujan Robertson for the sale and purchase of a house with a street address of 1953 Torreyson Street, Conway, Arkansas, for the sum of \$42,000, and the president and such other officials of the University of Central Arkansas, as the president may from time-to-time designate, are hereby authorized and directed to enter into and execute such other documents, agreements and instruments as are necessary and required to consummate the foregoing purchase.”



October 18, 2017

Jeri Joann Nibs and Kiji Lujan Robertson
c/o Ms. Shannon Brown
40 Raynham Road
Merion Station, PA 19066

RE: OFFER & ACCEPTANCE – 1953 Torreyson Street, Conway, AR 72034

Dear Ms. Brown:

Subject to the satisfaction of all of the provisions and conditions set forth herein, the Board of Trustees of the University of Central Arkansas (“**Buyer**”) offers to purchase from Jeri Joann Nibs and Kiji Lujan Robertson (“**Sellers**”) the property described below for the sum of Forty-Two Thousand Dollars (\$42,000), plus the Buyer’s share of the closing costs.

The property subject to this offer and acceptance consists of a house and land located at 1953 Torreyson Street, Conway, Arkansas, 72034, and is more particularly described as follows:

Lots 4 and 5, Block 3, College Oaks Addition to the City of Conway, Faulkner County, Arkansas.

The foregoing legal description shall be referred to as the “Property.” If a survey shall establish a different legal description, the parties agree to modify the legal description to conform to the survey, the intent of the parties being that the entire parcel owned by the Sellers is to be conveyed at closing.

The terms and conditions of this offer to purchase are as follows:

1. The closing date will occur at a mutually acceptable date to be agreed upon by both parties, but shall occur not later than **January 31, 2018**;
2. Buyer shall be entitled to possession of the Property at closing;
3. A policy of title insurance satisfactory to Buyer, insuring unencumbered fee simple title to the Property in Buyer as of closing shall be procured and paid for by Sellers;
4. Sellers shall deliver at closing (a) a warranty deed in standard form conveying fee simple absolute title to the Property (and any mineral interests owned by Seller), free from all liens, claims or encumbrances of any kind with the grantee being “The Board of Trustees of the

University of Central Arkansas” and (b) an assignment of any leases and all rents from the Property, if any;

5. Any and all taxes or assessments on the Property for the current year will be prorated at closing. Sellers shall be responsible for all real property taxes for previous years;
6. Buyer and Sellers will share the cost of closing fees and document preparation. No revenue stamps shall be required due to an exemption under Arkansas law for conveyances by or to a state agency (Buyer);
7. If any personal property shall be stored or situated on the Property, the same shall be removed prior to closing;
8. Sellers represent and warrant to Buyer that Sellers are the sole owner of the Property, and no other person or entity has any form of ownership interest in, or right to use or occupy the Property, and further, that Sellers are in sole and exclusive possession of the Property, except for leases, copies of which have been delivered to representatives of Buyer;
9. Sellers represent and warrant to Buyer that all liens against the Property and all money owed on the Property, if any, are the responsibility of Sellers, and if existing will be satisfied and paid in full at, or prior to, closing;
10. Sellers represent and warrant to Buyer that there are no unrecorded rights-of-way for roadway, utilities or other matters affecting the Property;
11. Sellers represent and warrant to Buyer that there is no loss arising from oil, gas, or other minerals conveyed, retained, or assigned, or from any other activity concerning sub-surface rights or ownership of the subject property, including but not limited to the right of egress or ingress for said sub-surface purposes;
12. Sellers represent and warrant to Buyer that there are no proceedings, either pending or threatened, which, if decided adversely to Sellers, would constitute a lien on the Property; nor are there any money judgments entered by a court against Sellers that constitute a lien on the Property.
13. Sellers represent and warrant to Buyer that there are no unrecorded contracts of sale, options to purchase, or any other kind of agreement with any person or entity, affecting the Property;
14. Sellers shall be responsible for all risk of loss to the Property and improvements thereon (if any) prior to closing;

Ms. Shannon Brown
October 18, 2017
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15. If Buyer desires to have a survey of the Property performed prior to closing, Sellers agree to cooperate in having the survey performed. Any survey shall be at the expense of Buyer;

16. Sellers represent and warrant that to the best of Sellers' knowledge, no hazardous wastes or materials of any kind have been generated, produced or stored upon the Property, and that to the best of Sellers' knowledge, no such hazardous wastes exist today on the Property; and

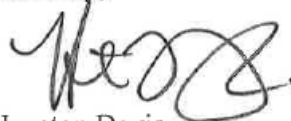
17. Sellers shall complete and deliver, prior to closing, the attached "Disclosure Form" which will become part of the Offer and Acceptance document. Failure to make any disclosure required by the Governor's Executive Order 98-04, or any violation of any rule, regulation, or policy adopted pursuant to that order, shall be a material breach of the terms of the contract. Any contractor, whether an individual or entity, who fails to make the required disclosure or who violates any rule, regulation, or policy shall be subject to all legal remedies available to the Buyer.

18. Buyer's obligations under this agreement are expressly conditioned upon the prior approval of the Board of Trustees of the University of Central Arkansas. This agreement and Buyer's obligations hereunder shall not be a valid and binding legal obligation of Buyer until approved by resolution duly adopted by the Board of Trustees of the University of Central Arkansas.

If the terms are agreeable to you, please sign and deliver the original to Warren Readnour, General Counsel, University of Central Arkansas, Wingo Hall 207, 201 Donaghey Avenue, Conway, AR 72035. If you have any questions, you may call Mr. Readnour at 501-450-5007.

This offer shall terminate and be of no effect unless it is signed by Sellers, and delivered to Warren Readnour, General Counsel, by 4:30 P.M. Central Time on Friday, November 10, 2017.

Sincerely,



Houston Davis
President

ACCEPTANCE BY SELLERS

The offer set forth above and all terms and conditions are hereby accepted on this 27 day of October, 2017, at 8 (A.M. or P.M.).

Jeri Joann Nibs and Kiji Lujan Robertson

By: Jeri J. Nibs

By: [Signature]

Acceptance of Legislative Audit Report for Fiscal Year 2016

In accordance with Act 4 of 1991, the Board of Trustees is required to review audit reports and the accompanying comments related to publicly-funded institutions. The act requires that the board take appropriate action related to each finding and recommendation contained in the report.

There were no audit report findings for fiscal year 2016. The audit was provided to management and was submitted for the board's review prior to the December 8, 2017 meeting.

The board unanimously adopted the following resolution upon motion by Bunny Adcock and second by Kay Hinkle:

“BE IT RESOLVED: That the Board of Trustees accepts the audit report for the fiscal year 2016 as prepared by the Arkansas Division of Legislative Audit.”

Capital Projects

The administration has established a list of capital projects to be considered if funding becomes available. These projects represent needs in various areas of campus and are listed in alphabetical order by Education and General (E&G) and Auxiliary classifications. Funding will be dependent on donor giving and bonds. State funds, if available will supplement the cost of the project.

The E&G projects along with technology and equipment needs will be included on the Biennial Legislative Capital Funding Request submitted to the State.

The board unanimously adopted the following resolution upon motion by Brad Lacy and second by Kay Hinkle:

“BE IT RESOLVED: That the Board of Trustees accepts the Capital Projects Priority list that is attached.

University of Central Arkansas			
Capital Priority Needs			
as of November 2017			
E&G Projects		Category	Estimated Cost
Fine Arts Building	E&G	New Construction	38,450,000
Health Sciences Building	E&G	New Construction	43,000,000
Lewis Science Center Renovation	E&G	Renovation	16,000,000
Mashburn Hall Renovation	E&G	Renovation	15,000,000
Old Main renovation	E&G	Renovation	18,000,000
E&G Total			130,450,000
Auxiliary Project		Category	Estimated Cost
Greek Village Phase II	Housing	New Construction	10,000,000
State and Carmichael renovation	Housing	Renovation	9,000,000
Auxiliary Total			19,000,000
Total			149,450,000

revised 11/7/17

Board Elections

(i) 2018 Officers

The following officers were elected for 2018 upon motion by Kay Hinkle and second by Brad Lacy:

Joe Whisenhunt, Chair
Bunny Adcock, Vice Chair
Cornell Maltbia, Secretary

(ii) Strategic Planning and Resource Council

The Strategic Planning and Resource Council's membership requires one trustee be elected by the board to serve a one-year term on the Council.

Elizabeth Farris was elected to serve on the council upon motion by Kay Hinkle and second by Brad Lacy.

(iii) Audit and Finance Committee - Board Policy No. 213 (election of one board member for 2017)

Board Policy No. 213 established an Audit and Finance Committee of the Board of Trustees.

The Audit and Finance Committee is composed of three members of the board. Under the board policy, the UCA Office of Internal Audit reports directly to the Audit and Finance Committee, and then to the UCA Board of Trustees.

Pursuant to Board Policy No. 213, the Board of Trustees is to select one board member to serve a one-year term on the Audit and Finance Committee.

The other appointments to the Audit and Finance Committee are (a) the board appointment made in January of the applicable year by the Governor of the State of Arkansas to a seven-year term on the Board of Trustees and such person shall serve a two-year term on the Audit and Finance Committee and (b) the continuing member from the prior year.

Currently, Cornell Maltbia is serving because of his January 2017 appointment to the board and will continue through 2018; Bunny Adcock is the chair of the Audit and Finance Committee and is serving his second year; and Brad Lacy was elected as the board's appointee for 2017.

The policy also provides that any elections by the Board of Trustees shall occur at the last board meeting of each calendar year with such persons taking office on the first day of the following calendar year.

It is necessary for the board to select one of its members to serve on the Audit and Finance Committee for 2018. The other two members of the Audit and Finance Committee for 2018 will be (a) Cornell Maltbia, who will serve a second year and (b) the trustee appointed by the Governor of Arkansas in January 2018 for a seven-year term.

Shelia Vaught was elected to serve as a member of the Audit and Finance Committee for calendar year 2018 upon motion by Kay Hinkle and second by Brad Lacy.

(i) Foundation Board Appointment

The University of Central Arkansas Foundation, Inc. bylaws require one trustee be designated by the board to serve a one-year term on the Foundation's Board of Directors.

Brad Lacy was elected to serve on the UCA Foundation Board of Directors for calendar year 2018 upon motion by Kay Hinkle and second by Joe Whisenhunt.

NOTIFICATIONS/DELETIONS

Notification: Deletion of the Humanities and World Cultures Institute

The College of Liberal Arts has proposed deletion of its Humanities and World Cultures Institute (HWCI). Established in 2001-02 as "a venue for interdisciplinary studies and collaborations and ... encouraging innovations in the college," HWCI is no longer serving any function within the college. Programs and projects formerly associated with it are now more effectively located with faculty in academic departments with, when appropriate, support from the dean's office. HWCI no longer has either a budget or a location on campus.

College of Liberal Arts leaders have unanimously recommended deletion of HWCI, and the provost and president have approved the deletion.

Supporting materials (following page): ADHE Form LON-05

LETTER OF NOTIFICATION – 5

DELETION

(Certificate, Degree, Option, Minor, Organizational Unit)

1. Institution submitting request

University of Central Arkansas

2. Contact person/title

Jonathan A. Glenn
Associate Provost

3. Phone number/e-mail address

(501) 450-3126
jona@uca.edu

4. Proposed effective date

Upon notification

5. Title of certificate, degree program, option, minor, or organizational unit

Humanities and World Cultures Institute (department code: 3280)

6–7: N/A

8. Reason for deletion

The Humanities and World Cultures Institute (HWCI), a unit within the College of Liberal Arts, is no longer serving any function within the college. Programs and projects formerly associated with it are now more effectively located with faculty within academic departments with, when appropriate, support from the dean's office. HWCI no longer has either a budget or a location on campus.

9–13: N/A

14. Indicate the amount of funds available for reallocation.

None.

15. Provide additional program information if requested by ADHE staff.

If requested.

President/Chancellor Approval date: 2017-10-16

Board of Trustees Notification Date: 2017-12-08 (next scheduled BOT meeting)

Chief Academic Officer:  Date: 2017-10-18

[UCA form updated 2017-10-18]

EXECUTIVE SESSION

The board unanimously declared an executive session to consider employment, appointments, promotions, demotions, disciplining and resignations of employees, upon motion by Joe Whisenhunt with a second by Kay Hinkle.

OPEN SESSION

The board unanimously approved the following motion made by Shelia Vaught with a second by Brad Lacy:

“I move that all appointments, adjustments to salary and title, and other matters set forth on the personnel action list discussed in executive session be approved.”

ADJOURNMENT

There being no further business to come before the board, the meeting was adjourned.

**The University of Central
Arkansas Board of Trustees**

Elizabeth Farris
Chair

Bunny Adcock, Secretary