

## KSURSF BOARD MEETING MINUTES

October 18, 2018

Attendees: President Pam Whitten, Chair; Interim Provost Ron Matson, Interim CEO and Assistant Treasurer; Interim VP Research Don McGarey, Interim COO; Chief Business Officer Julie Peterson, Treasurer; Deputy Legal Counsel Andrew Newton, Member; Dean Mark Anderson, Member; Chief Legal Affairs Office Nwakaego Nkumeh, non-voting participant (for this meeting); John Marshall, non-voting participant; Madhavi Rajdev, non-voting participant; Jaimie Ward, non-voting participant; Charity Bryan, non-voting observer; Carolyn Elliott-Farino, non-voting Secretary.

The meeting was called to order by the CEO, Ron Matson, at 11:01 AM.

Approval of minutes of previous meeting: The first order of business was to approve the minutes from the July 2018 meeting. They were approved and are attached.

Report of the Chairperson: The chair informed the Board that KSU had launched the search for a new Vice President for Research. She also mentioned that the first draft of the White Paper Plan on how to become the best R3 in the country would be completed by October 26 and the plan launched in October.

Report of the Chief Executive Officer: Nothing to report.

### Report of the COO:

- a. The Sr. Vice Provost position is currently vacant which has reduced the number of KSURSF check signers, who must be Board officers, to three. Since checks must be signed by two officers, it would be helpful to have a fourth check signer. A discussion about whether the Sr. Vice Provost position would continue, thereby providing a fourth check signer, was tabled until a new Provost is in place and able to decide about the future of this position.

Two faculty members need to be identified to serve on the Board per Article Four, section 4.2. The Board voted to revise section 4.2 (6) to clarify (i) that the member appointed by the Faculty Senate does not have to be on the Faculty Senate; (ii) that the member must have graduate status; and (ii) that the Executive Committee of the Faculty Senate should be empowered to make the appointment. The current language states:

The Faculty Senate of Kennesaw State University shall appoint one faculty member who shall, at the time of appointment to the Board of Directors, be a tenured member of the Corps of Instruction holding the rank of associate professor or professor, and shall have full voting power;

The proposed rewording for Board approval is the following:

The Executive Committee of the Faculty Senate of Kennesaw State University shall appoint one faculty member who shall, at the time of appointment to the Board of Directors, be a tenured member of the Corps of Instruction holding the rank of associate professor or professor with graduate status, and shall have full voting power; the appointed member does not have to be a member of the Faculty Senate;

Don McGarey will contact the president of the Faculty Senate for this position.

The Board voted to revise section 4.2 (8) to state that (i) the Deans' Council would make this selection in lieu of the Board and (ii) that the member must have graduate status. The current language states:

The Board shall elect one faculty member who shall, at the time of appointment to the Board of Directors, be a tenured member of the Corps of Instruction holding the rank of associate professor or professor, and shall have full voting power;

The proposed rewording for Board approval is the following:

The Deans' Council shall elect one faculty member who shall, at the time of appointment to the Board of Directors, be a tenured member of the Corps of Instruction holding the rank of associate professor or professor with graduate status, and shall have full voting power;

Don McGarey will contact the Deans' Council about this position.

The Board also voted to set term limits and stagger these two positions. Accordingly, section 4.3 will be revised to reflect these changes. The current language is:

Section 4.3 Term of Office. Those directors who hold their position on the Board of Directors by virtue of their position as officials of Kennesaw State University shall serve on the Board for unlimited terms, as long as they hold their positions in good standing at Kennesaw State University. The board member appointed by the Faculty Senate of Kennesaw State University as provided by section 4.2 above, shall serve on the Board of Directors for a term of three (3) years duration. The faculty board member elected by the Board as provided by section 4.2 above, shall serve on the Board of Directors for a term of three (3) years duration. Other members of the Board may be elected at any time by the affirmative vote of a majority of Board members, or as authorized by resolution of the Board, and shall serve for terms of three (3) years duration.

The proposed rewording for Board approval is the following:

Section 4.3 Term of Office. Those directors who hold their position on the Board of Directors by virtue of their position as officials of Kennesaw State University shall serve on the Board for unlimited terms, as long as they hold their positions in good standing at Kennesaw State University. The board member appointed by the Executive Committee of the Faculty Senate of Kennesaw State University as provided by section 4.2 above, shall serve on the Board of Directors for a one year term commencing at the start of the fall semester and for no more than two consecutive terms. The faculty board member elected by the Deans' Council as provided by section 4.2 above, shall serve on the Board of Directors for a one year term commencing at the start of the spring semester and for no more than two consecutive terms. Other members of the Board may be elected at any time by the affirmative vote of a majority of Board members, or as authorized by resolution of the Board, and shall serve for terms of three (3) years duration.

- b. The Board discussed the proposed policy and rubric to determine which funds will be handled by KSURSF and decided to revise point 4 to include a defined end date. The current language reads:

A legacy project administered by KSURSF. Legacy projects are projects currently administered by KSURSF

The proposed rewording for Board approval is the following:

A legacy project administered by KSURSF. Legacy projects are projects currently administered by KSURSF that have a defined end date when the project will discontinue or be transferred to KSU.

The Policy and Procedures Manual under revision and slated to be completed by December will include this policy.

- c. There are some minor changes to be made to the Intellectual Property policy and once it is finalized, the Board will recommend it to the President. Nwakaego Nkumah advised the Board that the policy needs only the President's approval, i.e. other university bodies act only as advisory entities, and that once she signs off on the

policy, it will be effective immediately. Input and feedback has already been received from numerous constituents and changes incorporated as applicable.

- d. The board discussed raising KSURSF's management fee from 3% to 5% but decided to keep it at 3% for now and revisit this at a later time.
- e. The vacant Sr. Vice Provost position was discussed at the start of the COO's report when it was decided that the future of this position should be decided by the next Provost; consequently, the Board referred this item to the incoming Provost, once hired.
- f. The proposal to revise Section 12.9 of the Bylaws, Gifts and Donations, was approved with the addition of the phrase "in consultation with legal and finance." This section will now read:

The Board of Directors may accept on behalf of the corporation, pursuant to the authority of a general or special resolution of the Board of Directors, any contribution, gift, bequest or devise for the general purposes or any special purpose of the corporation. The Chief Operating Officer, in consultation with legal and finance, has the authority to accept gifts and donations up to \$10,000 on behalf of the Board of Directors and will report to the Board at the subsequent Board Meeting. Gifts and donations above \$10,000 must be approved by a majority of the Board.

- g. A discussion about the authorization process for committing KSURSF funds – who and how – was tabled until the January meeting.

Report of other offices: Nothing to report.

Report of the Executive Committee: Nothing to report.

Reports of other committees: Nothing to report.

Unfinished business: Nothing to report.

New business: None.

There being no other business to conduct, the meeting was adjourned at 12:04 PM.