

Saint Mary's University of Minnesota

Winona, Minnesota

BOARD OF TRUSTEES

**Meeting of
May 9, 2008**

- 1. General Summary**
- 2. Official Resolutions**

Minutes of the May meeting of the Saint Mary's University of Minnesota Board of Trustees, May 9, 2008.

1. General Summary

The meeting was called to order by Mr. Michael Meagher, Chair of the Board of Trustees.

1. Br. Lawrence Humphrey, FSC, Lasallian-Scholar-in-Residence, began the meeting with a Lasallian reflection/opening prayer.
2. The roll call was taken by Ms. Mary Becker, Administrative Assistant to the President. A quorum was declared.

Present: Br. Gustavo Ramirez Barba, FSC, Ms. Mary Burrichter, Ms. Cynthia Calderon, Br. Francis Carr, FSC, Br. Michael Collins, FSC, Mr. James Coogan, Mr. Lyle Delwiche, Br. Louis DeThomasis, FSC, Mr. Michael Dooley, Mr. Thomas Dyer, Mr. John Ehlert, Mr. Rob Figliulo, Mr. Michael Gostomski, Mr. Tim Horan, Mr. Mark Jacobs, Mr. William Jungbauer, Br. Michael McKenery, FSC, Mr. Michael Meagher, Mr. Paul Meyer, Ms. Rhoda Olsen, Mr. Sal Polizzotto, Br. David Poos, FSC, Ms. Mary Ann Remick, Mr. Loras Sieve, Br. Stan Sobczyk, FSC, Mr. Oscar Straub, Ms. Celeste Suchocki, Mr. Bernie Wagnild, Mr. Robert Wheeler

Br. William Mann, FSC – President-elect

Absent and Excused: Br. Konrad Diebold, FSC, Ms. Karen George Ms. Margaret Anne Houlihan, Mr. Richard Reedy, Mr. Joseph Ross, Mr. Patrick Salvi, Ms. Mary Ann Smith

Resource Persons and Guests: Ms. Mary Becker, Mr. James Bedtke, Ms. Gina Bilden, Mr. Robert Conover, Ms. Mary Gleich, Mr. Bill Herzog, Dr. Jeffrey Highland, Ms. Linka Holey, Br. Larry Humphrey, FSC, Mr. Chris Kendall, Dr. John Kerr, Dr. Thomas Mans, Ms. Cynthia Marek, Ms. Ann Merchlewitz, Mr. Anthony Piscitiello, Mr. Joseph Sweeney, Mr. Clay Tenquist

3. Mr. Mike Meagher called for comments from the public. Mr. Pat Bolen, Activities Director at Cotter, was present representing President Craig Junker. Mr. Bolen reported that Cotter recently sold their former Junior High school building and their RAC Center and purchased the 360 Vila Street complex on the Saint Teresa campus. Mr. Bolen wanted to extend a thank-you to the university from Cotter for the gift of Cotter Fields and Saint Mike's Fields.
4. The minutes of the February 9, 2008, meeting of the Saint Mary's University of Minnesota Board of Trustees were approved as submitted. (Official Resolutions 2.1)
5. Mr. Michael Meagher called for the committee reports:

5.1 **EXECUTIVE COMMITTEE** – reported by Mr. Michael Meagher

Br. Louis provided the committee with a presidential update of the university including information concerning the Cotter sale as well as enrollment projections. The Hendrickson Institute's first major event featuring John Micklethwait on April 30th in the Twin Cities was a tremendous success with approximately 400 people in attendance. There were no significant legal issues to report. An update was given on the status of the Veteran's Memorial, and dedication is slated to take place during Homecoming 2008 on June 14th. A resolution was brought forth for acceptance by the board concerning former trustee, Br. Vincent Malham, FSC. (Official Resolutions 2.2) A set of three resolutions was brought forth concerning the 2008-09 slate of officers for the Board of Trustees. (Official Resolutions 2.3, 2.4 and 2.5) A resolution concerning the completion of the work of the Compensation Task Force was brought forth for acceptance. (Official Resolutions 2.6) Lastly, a resolution was brought forth for acceptance concerning the outstanding service and many contributions of Br. Louis DeThomasis, FSC to the university. (Official Resolutions 2.7)

5.2 **UNIVERSITY MISSION AND TRUSTEES COMMITTEE** - reported by Mr. Robert Wheeler

It was determined that the proposed board retreat will be postponed until sometime after the February 2009 board meeting, and during the interim, use the upcoming academic year to do more planning. A board survey will be sent out early in the next academic year via email to all trustees. Special thanks were given to Br. Larry Humphrey, FSC for working with the board concerning our Lasallian mission. A resolution was unanimously approved granting an additional five-year term to trustee Br. Michael McKenery, FSC. (Official Resolutions 2.8) A second resolution was unanimously approved granting five-year terms on the board to Mr. Walter Smithe and Mr. Michael Dougherty. (Official Resolutions 2.9) The committee is hopeful to present some Brother candidates for board membership at the September board meeting.

5.3 **UNIVERSITY RELATIONS COMMITTEE** – reported by Mr. Michael Gostomski

Mr. Lindsay McCabe gave a report to the committee concerning the first Hendrickson Institute event held on April 30th and its phenomenal success. There was general consensus that we would try to develop new relationships with some of the constituents that were in attendance at that event. Mr. Bill Herzog, outgoing President of the Alumni Board, gave a brief report. Mr. Herzog will be replaced by Dr. John Domanico. The Alumni Board membership is now at 19, some of which are individuals from the Schools of Graduate and Professional Programs. A five-person development committee has been established within the Alumni Board for special fundraising projects. The re-design of the university website is progressing well and is expected to be ready by early fall. Trustees were asked to mark their calendars for the upcoming inauguration of Br. William Mann, FSC on September 26, 2008. Dr. Thomas Mans gave a brief presentation on the proposed new science facility. New dormitories, as well as the re-design of St.

Thomas More Chapel, were also discussed by the committee. A resolution was brought to the board for acceptance regarding the Philip Morris gift. (Official Resolutions 2.10)

5.4 **UNIVERSITY STUDENTS AND ADMISSION COMMITTEE** – reported by Br. Michael McKenery, FSC

The end of April admission statistics show that confirmations are running slightly behind last year, but applications and acceptances are strong enough that the slight deficit should be made up before the end of the summer. Registration for returning students for the fall remains strong. It was reported that \$10 million was awarded to undergraduate students this year which represents a 35.07% discount rate. The crisis in the student loan market was discussed and the committee felt that the impact on Saint Mary's students was minimal at best. Scholarships for veterans and children of veterans were discussed. It was the consensus of the committee that this concept should be extended to those outside the university who volunteer and contribute in ways demonstrating our mission of faith, service and community. This will be more fully discussed at the September meeting. The committee was pleased with the progress of the campus-wide wireless communication system enhancing the university's ability to respond to emergency situations. A facilities update was given as well as a staffing update. The track and soccer complex project is moving forward and a high ropes course is also being planned for future construction, which we feel will enhance our existing camps, enhance offerings to current students as well as form community partnerships with Winona. Enrollment continues to be very good in the Schools for Graduate and Professional Programs. New sites were discussed, particularly the Minnetonka site. The bachelor's completion program continues to grow.

5.5 **UNIVERSITY FINANCE AND FACILITIES** reported by Mr. James Coogan

A report on our endowment was given by representatives from Christian Brothers Investment Services. It was reported that it has been a very good year financially for both campuses. There has been favorable movement in the compensation ranges at the university thereby improving retention and our ability to recruit qualified personnel. The committee was provided with a tour of some of the residence halls.

5.6 **UNIVERSITY AUDIT COMMITTEE** – reported by Mr. James Coogan

The committee met to discuss the plan for the audit of the financial statements for the year ending May 31, 2008. A partner from Virchow Krause joined the committee by conference call, presented the plan and also some changes that are affecting financial reporting in the college and university. The plan is to move forward with Virchow Krause and complete the audit during the summer.

5.7 **UNIVERSITY FACULTIES AND ACADEMIC COMMITTEE** – reported by Ms. Celeste Suchocki

Commencement will take place this weekend, May 10, 2008 on the undergraduate campus as well as on the Nairobi campus. Br. Robert Smith, FSC will be our representative in Nairobi. Graduation on the Twin Cities campus will take place on June 8th. A resolution was brought forth for unanimous approval regarding the awarding of degrees. (Official Resolutions 2.11) Brother William's inauguration will be held on September 26, 2008 and the theme for the occasion will be, Lasallian Education – A World of Difference. A second resolution was brought forth for unanimous approval regarding Br. William's academic appointment and his position on the faculty. (Official Resolutions 2.12) The administration continues to work on the recommendations of the Higher Learning Commission concerning the self study and their onsite visit. The Human Resources activity on campus is being explored and a consultant will help us re-evaluate our current situation. The Twin Cities campus is in the process of opening a new site in Duluth focusing on bachelor's completion degrees. A resolution was brought forth regarding the granting of tenure to four faculty members. (Official Resolutions 2.13) A fourth resolution was brought before the board for unanimous approval regarding revisions to the Faculty Handbook. (Official Resolutions 2.14)

6. **OLD BUSINESS** – none

7. **NEW BUSINESS** – none

8. Meeting adjourned.

2. Official Resolutions Approved (General Session)

1. **Be it resolved** that the minutes from the February 9, 2008 Board of Trustees meeting be approved as previously submitted.

2. **Be it resolved:**
WHEREAS, Brother Vincent Malham, FSC, in his years on this earth, was a consummate De La Salle Christian Brother – a visionary, a man of faith, and a gifted teacher; and

WHEREAS, Brother Vincent, an insightful, and gentle man, always led by deed, not just by word; and

WHEREAS, Brother Vincent inspired us with his selflessness and his commitment to the poor and marginalized; and

WHEREAS, Brother Vincent was a thoughtful listener, intent on learning about and advancing the interests of the organizations to which he was dedicated rather than advancing any personal agenda; and

WHEREAS, Brother Vincent’s positive demeanor and ever-present smile was a blessing to each of us; and

THEREFORE, be it resolved that the Board of Trustees extends its sincere, heartfelt sympathy to his family, the De La Salle Christian Brothers, and to the trustees, faculty, staff, and students of Christian Brothers University community who both today and henceforth will remain in our thoughts and prayers.

3. **Be it resolved** that the Board of trustees elects the following slate of officers for the Board of Trustees for the 2008-2009 fiscal year: Chairperson – Michael Meagher (serving second year of two-year term); Vice Chairperson – Michael Gostomski; Secretary – Celeste Suchocki; Treasurer – Cindy Calderon.

4. **Be it resolved** that the Board of Trustees appoints Mary Becker to the position of Assistant Secretary for the Board of Trustees.

5. **Be it resolved** that the Board of Trustees appoints Cynthia Marek to the position of Assistant Treasurer for the Board of Trustees.

6. **Be it resolved** that whereas in February 2005 the Board of Trustees authorized the President to appoint a Compensation Strategy Task Force, and whereas the work of the Compensation Strategy Task Force has been submitted, be it resolved that the Board of Trustees extends its gratitude for the completion of the work of this task force.

7. **Be it resolved** that:
WHEREAS, in February 2007, Brother Louis DeThomasis, FSC, Chancellor, assumed the duties of the president of Saint Mary's University of Minnesota,

WHEREAS, Brother Louis has served the university with great distinction and devotion;
and

WHEREAS this Board recognizes his outstanding contributions and dedication to the university community as a whole,

THEREFORE BE IT RESOLVED, that the Board of Trustees acknowledge with deep appreciation his dedicated efforts on behalf of Saint Mary's University of Minnesota and wish him continued success and personal fulfillment in all future endeavors.
8. **Be it resolved** that the Board of Trustees appoints to additional five-year terms the following individuals: Br. Michael McKenry, FSC.
9. **Be it resolved** that the Board of Trustees appoints to five-year terms the following individuals: Michael Dougherty and Walter Smithe.
10. **Be it resolved** that the Board of Trustees designate the estate gift of Philip Morris to the Science Center initiative.
11. **Be it resolved** that the Board of Trustees, based on the recommendation of the Faculties, the Academic Administration, and the Provost, and with the approval of the President, authorizes the awarding of degrees from May 2008 to April 2009 as certified by the Registrars.
12. **Be it resolved** that the Board of Trustees appoints Brother William Mann, FSC, D.Min., as University Professor of Interdisciplinary Studies.
13. **Be it resolved** that the Board of Trustees grants tenure, beginning with the 2008-09 academic year, to Brett Bodsgard, Daniel Bucknam, John Kerr, and Robert McColl, based on the recommendation of the President, in consultation with the Academic Administration and the Faculty.
14. **Be it resolved** that the Board of Trustees approves the revisions to Sections 2.2.3, 2.2.4, and 2.3.3.1 of the Faculty Handbook, dealing with selection of officers, duties of officers, and duties of the executive committee of the faculty.

Document Purpose: To establish Handbook language that will facilitate the will of the faculty per Recommendations 1 and 2, discussed at a forum on 2.21.08.

~~Strike~~ = propose deleting language

Italics = propose adding language

2.2.3 ARTICLE III

Selection of ~~Officers~~ Faculty Council Members

Faculty governance, including committee service, is a valued dimension of faculty work. An effective governance system is one in which participation is accessible, exercise and delegation of authority are transparent, and decision-making is efficient. Implementation and management of such a system requires expertise and time. Members of the Council bear particular responsibility to act as partners in the stewardship of University resources, as advocates for the interests of the faculty body, and as effective, efficient managers of faculty business. The context in which they must render this service is characterized by significant institutional dynamism, and by high colleague expectations for integration, transparency and individual responsiveness.

Individuals elected to Faculty Council positions are asked to prioritize these roles as substantial service to the University. Persons who stand for election to these positions must recognize that these roles require engaged presence, and are expected to refrain from seeking or accepting other substantial commitments to scholarship or service. Concomitantly, the significance of service in these roles will be recognized as substantive in matters of faculty advancement. Likewise, academic departments and the academic administration commit to allocating resources such that every member of the voting faculty has equitable access to leadership via the Council.

Faculty Officers are uniquely responsible to present the face and voice of the faculty body within the University community. To do so with integrity, they engage with other constituencies at the College in ways that foster familiarity and a genuine sense of shared ownership of institutional concerns.

In recognition of the high expectations for and value of service provided by Council members (officers and at-large), the faculty and academic administration shall maintain a meaningful compensation plan for Council members, which may include stipends or reassignment.

~~A. The Chair, the Vice-Chair and the Secretary of the Faculty shall be elected.~~ *The Faculty Council shall consist of the Chair, Vice-Chair, Secretary and four (4) additional members. The election of Faculty Chair, Vice Chair, and two at-large members shall be staggered in alternate years with the election of the Secretary and two at-large members. Faculty officers and at-large Council members shall be elected at-large, each April from by and from among the full-time voting members of the Faculty. They assume office at the first meeting of the following contract on June 1 of the election year, to serve terms of two years, summers inclusive.*

B. A Parliamentarian shall be appointed by the Chair of the Faculty. S/He may be chosen from the members of the Faculty or from qualified persons who are not members of the Faculty. The appointment shall be reported to the faculty as a matter of faculty business via minutes, and as such is subject to a call for reconsideration [per Faculty Handbook Section 2.3.3.1 (d)].

2.2.4 ARTICLE IV

Duties of Officers

A. The Chair

1. The Chair of the Faculty shall be the chief officer of the Faculty.
2. The Chair shall convene and preside at meetings of the Faculty.
3. The Chair of the Faculty shall be the chair of the ~~Executive Committee~~ *Faculty Council*.
4. The Chair shall relay to the Faculty, *as a body or through its Council*, any information or communication which s/he judges to be of interest to the Faculty or which is directed to the Chair as chief officer of the Faculty.
5. The Chair shall represent the Faculty in conveying resolutions and recommendations of the Faculty to the Secretary of the Board of Trustees, the President of the University, the academic Vice President or other administrative officers.
6. The Chair shall represent the Faculty in any other matters in which the Faculty wishes its chief officer to speak or act on its behalf.

B. The Vice-Chair

1. The Vice-Chair of the Faculty shall preside at meetings of the Faculty whenever the Chair is absent.
2. The Vice-Chair shall assume all other powers and duties of the office of Chair for the duration of an absence from or vacancy in that office.
3. The Vice-Chair of the Faculty shall be the vice-chair of the ~~Executive Committee~~ *Faculty Council*.
4. *The Vice-Chair shall convene and serve on the Handbook Subcommittee of the Faculty Council.*

C. The Secretary

1. The Secretary of the Faculty shall keep the register of the members of the Faculty. Before the first regular meeting of each semester of the academic year, the Secretary shall obtain from the academic Vice President of the ~~University~~ *College* a list of the names and appointments of academic administrative officers, full-time faculty and associate academic faculty, and academic administrative personnel.
2. The Secretary of the Faculty shall be the secretary of the ~~Executive Committee~~ *Faculty Council*.
3. The Secretary shall conduct the correspondence of the Faculty, except as otherwise noted.
4. The Secretary shall assist the Chair of the Faculty and the chairs of Faculty committees in the preparation of communications and documents.
5. The Secretary shall notify all members, the President's Cabinet, and invited observers of the time and place of each meeting of the Faculty.
6. The Secretary shall circulate the agenda for meetings of the Faculty to all members, to the secretary of the Board of Trustees, to the director of public information and to other invited observers.
7. In the event of the absences of the Chair and Vice-Chair from a meeting of the Faculty, or their failure to call meetings as required, the Secretary shall call a meeting of the Faculty which shall elect its presiding chair for that meeting.
8. The Secretary shall call the roll at Faculty meetings when required.

9. The Secretary shall keep minutes of the proceedings and actions of Faculty and ~~Executive Committee~~ *Faculty Council* Meetings and circulate copies of the minutes to members of the Faculty.
10. The Secretary shall submit all approved Faculty Handbook revisions to the ~~Academic Dean's Office~~ *Vice President* for inclusion in the current online and subsequent print versions of the Handbook.
11. *The Secretary shall convene and serve on the Nominations and Elections Subcommittee of the Faculty Council.*

D. The Parliamentarian

1. The Parliamentarian shall attend all regular and special meetings of the Faculty.
2. The Parliamentarian shall advise the Chair and all other presiding officers regarding the conduct of Faculty meetings and, when requested by the committee chair, the procedural conduct of Faculty committees.
3. ~~The Parliamentarian shall serve as ex-officio, voting member of the Nominations and Elections Subcommittee.~~

Section 2.3.3 re: Duties of Faculty Committees.

2.3.3.1 ~~Executive Committee of the Faculty~~ *Faculty Council*

In general, The Council shall adhere to, advocate, and report on its efforts to advance, the documented priorities of the faculty body. The Council is charged to collaborate with the academic administration and other constituencies in the collegial and pragmatic spirit of shared governance as articulated in the Bylaws of the Faculty, Article II.

Duties of the ~~Executive Committee~~ *Faculty Council* include the following:

- a. ~~Receiving the reports~~ *Facilitating the work* of all standing committees of the Faculty through familiarity with Committee minutes and regular consultation with committee chairs.
- b. Acting on all advisory decisions received from the standing committees of the Faculty.
- c. Initiating studies as it sees fit and directing the appropriate committee to carry out these studies.
- d. Reporting all of its decisions, actions and recommendations to the Faculty in a timely fashion. The decisions of the ~~Executive Committee~~ *Faculty Council* regarding recommendations to the administration shall become the Faculty's final recommendations 30 working days after they are reported to the Faculty. *Decisions of the Council shall be reported to the faculty within 10 working days.* The decisions of the ~~committee~~ *council* can be brought before the Faculty for reconsideration by one of the following:
 1. A simple majority vote of the Faculty.
 2. A 2/3 majority vote by the committee ~~that issued the report~~ *with primary responsibility for the issue.*
 3. Upon the ~~committee's~~ *council's* own request.
 A simple majority of those present and voting in the Faculty is required to override the ~~Executive Committee~~ *Faculty Council* except as specified in Section 2.4.
- e. Determining the agenda of all regular Faculty meetings, *of which there shall be at least*

three each semester. The ~~Executive Committee~~ Faculty Council shall receive communications requesting Faculty study, advice or action. All items so communicated to it shall be placed either on the agenda of the next regular Council or the next regular Faculty meeting. The Council shall establish and publish criteria by which it makes agenda placement decisions.

- ~~f. Giving timely notice to each committee established by the Faculty that the committee's report is due to the Executive Committee.~~
- gf.. Inviting non-members *and guest speakers* to the Faculty meetings when the ~~committee~~ Council deems it appropriate.
- ~~h. Inviting guest speakers to speak to the Faculty.~~
- ig. Calling the initial meeting of all Faculty standing committees, unless otherwise specified.
- jh. ~~Electing two of its members to be present at~~ *Attending by invitation* meetings of the Board of Trustees, with authority to speak on behalf of the Faculty if requested by the Board of Trustees.
- i. *Maintaining a Handbook Subcommittee, comprised of two members elected from and by the Council, and the Faculty Vice Chair, who shall serve as convener.*
- j. *Maintaining a Nominations and Elections Subcommittee, comprised of one member elected from and by the Council, the Parliamentarian, and the Faculty Secretary, who shall serve as convener.*
- k. *Exercising the authority of the faculty in regular consultations with other constituencies of the College, subject to review by the Faculty body. In particular, the Council will initiate and report to the Faculty body on standing monthly meetings with the college Vice President for Academic Affairs; twice yearly meetings with the President of the University; and an annual meeting with Board of Trustees representatives.*