

Saint Mary's University of Minnesota

Winona, Minnesota

BOARD OF TRUSTEES

**Meeting of
October 3-4, 2013**

- 1. General Summary**
- 2. Official Resolutions
(General Session)**

Minutes of the October meeting of the Saint Mary's University of Minnesota Board of Trustees, October 4, 2013.

1. General Summary

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

1. The meeting began with an opening prayer.
2. The roll call was taken by Ms. Mary Becker, Executive Assistant to the President. A quorum was declared.

Present: Ms. Mary Burrichter, Brother William Clarey, FSC, Brother Kevin Convey, FSC, Mr. James Coogan, Dr. John Domanico, Mr. Michael Dougherty, Dr. Marilyn Frost, Mr. Michael Gostomski, Mr. William Herzog, Mr. James Horan, Mr. Mark Jacobs, Ms. Betty Kabara, Ms. Linda Kuczma (via teleconference), Brother William Mann, FSC, Brother Frederick Mueller, FSC, Ms. Kaye O'Leary, Brother David Poos, FSC, Mr. Hamid Quraishi, Bro. Gustavo Ramirez Barba, FSC, Mr. Richard Reedy, Mr. Terrance Russell (via teleconference), Brother Larry Schatz, FSC, Ms. Sandra Simon, Mr. Michael Slaggie, Dr. John Smarrelli, Mr. Walter Smithe, Ms. Mary Pat Wlazik

Absent and Excused: Ms. Karen George, Mr. Paul Meyer, Ms. Mary Ann Remick, Mr. Joseph Ross, Mr. Patrick Salvi, Brother Robert Schieler, FSC

Trustee Emeriti also present: Mr. Loras Sieve, Mr. Bernie Wagnild

Resource Persons and Guests: Dr. Donna Aronson, Ms. Mary Becker, Mr. James Bedtke, Ms. Gena Bilden, Mr. Scott Cowdrey, Ms. Genelle Groh Beck, Brother Lawrence Humphrey, FSC, Mr. Chris Kendall, Ms. Audrey Kintzi, Ms. Ann Merchlewitz, Mr. Ben Murray, Dr. John Pyle, Ms. Valerie Edwards Robeson, Brother Robert Smith, FSC, Dr. Karen Sorvaag,

On Thursday, October 3, 2013, there was an enrollment update for both the College and the SGPP given to the Board prior to an interactive session that was held with undergraduate students and trustees.

On Friday, October 4, 2013, there was an update given prior to the Executive Session of the Board meeting outlining the progress to date on Strategic Plan 2017.

3. Mr. Michael Gostomski, Chair, called for comments from the public. There were none.
4. The minutes of the meeting of the May 10, 2013 Saint Mary's University of Minnesota Board of Trustees were approved as submitted. (Official Resolutions 2.1)

5. Mr. Gostomski called for the reports from the committees

5.1 **EXECUTIVE COMMITTEE** – reported by Brother William Mann, FSC

Ann Merchlewitz gave the legal update. Brother William presented his report and upon the approval and recommendation of the President, the committee unanimously approved the reappointment of the Vice Presidents for a one-year term commencing June 1, 2013 until May 31, 2014. (Official Resolutions 2.2) Brother William informed the committee of his election as a delegate to the Brothers 45th General Chapter to be held in Rome in spring 2014. Mike Gostomski informed the committee of the positive review of the President by the Presidential Review Sub-committee conducted the morning of October 3rd.

5.2 **UNIVERSITY MISSION AND TRUSTEES COMMITTEE**

Mike Gostomski reported that the board will be receiving electronically a board evaluation to be filled out and returned. The trustees' interaction with students was deemed very successful and it was proposed that we continue this practice every other year. The Board retreat for February 2014 begins at 4:00 pm on Wednesday, February 12th until lunch on Thursday the 13th when the full meeting commences. The committee announced that it has a good pool of trustee candidates; however, the request is made for ideas for additional good women candidates since there is not a sufficient number in the current pool. Recommendations can be mailed or given to Ann Merchlewitz. The committee has begun looking at the trustee emeritus position and until the committee has time to establish a clear criteria, there are no plans yet to propose other additional emeritus trustees. The June 2013 meeting in Memphis of trustees and the LACUP presidents was discussed. There was a focus on recruitment from Lasallian secondary schools. Dr. John Smarrelli was acknowledged for hosting the event at which Mike Gostomski, Joe Ross and Brother William were present.

5.3 **UNIVERSITY ADVANCEMENT COMMITTEE** – reported by Mr. Walter Smithe

Three new committee members were welcomed, Jim Horan, Betty Kabara and Sandy Simon. John Pyle, Vice President for Enrollment, Marketing and Strategic Initiatives, provided a brief update on the branding initiative. The university is moving forward with the branding and identity project implementation. The proposals of the two finalist firms, Simpson Scarborough and Lipman-Hearne are being reviewed. Brother William addressed the committee and announced staffing changes that were happening in the department with the departure of Steve Titus, Bro. Ed Siderewicz and Meg Richtman. Restructuring has been completed with Alumni Relations and Development so that Marketing and Communications will now report to Vice President John Pyle and FGI will report directly to Vice President Audrey Kintzi. Additional staff has been added in Chicago with Adam Stasica, and Dominic Lawrence and Mark Rudolph will join the staff

working out of the Twin Cities. Audrey Kintzi reported to the committee progress on the 2014 Development goals with \$1.77 million currently toward a goal of \$8 million. Six firms are currently under consideration for capital campaign consultants. Interviews are scheduled for late October. Dependent on the results of the work of the consultant, the quiet phase of the campaign might be slated to begin as early as 2014.

5.4 **UNIVERSITY STUDENTS AND ADMISSION COMMITTEE** – reported by Mr. Michael Dougherty

The changes in Vlazny Hall and the Toner Center with the relocation of Student Life, Residence Life, Campus Ministry, and Health and Counseling Services were discussed and have proven to be a good transition for all involved. The success and implementation of the Living Learning Communities was also discussed with future plans to expand into all the freshman halls. Card access systems are now in place for Skemp, Benilde, St. Ed's and St. Joe's halls. Continuous systematic installation of these upgrades will be taking place. Campus Ministry reports that there is strong participation with volunteering, retreats, and mission work. The university at both the undergraduate campus and the SGPP is collecting data for student surveys regarding student satisfaction. Results will be presented at future meetings. The committee is committed to continuing the engagement of the students with the board members.

5.5 **UNIVERSITY FINANCE AND FACILITIES** – reported by Ms. Mary Burrichter

It was reported that at the close of the fiscal year 2012-13 we had a positive year. The budget for the current year is balanced and a resolution was brought forth requesting approval for it. (Official Resolutions 2.3) We continue to use Northern Trust for our investments. A second resolution was brought forth regarding financing of refunding certain bonds we hold. (Official Resolutions 2.4)

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

The Audit Committee met by teleconference in September to receive the report from Baker Tilly who is the university's auditor. The financial statements were gone through in detail and the committee received two reports from the auditor relative to the audit process. The committee was satisfied with the reports and the progress being made in the finance department in terms of preparation of financial statements for the audit. A resolution was brought before the board concerning the acceptance of the audit. (Official Resolutions 2.5)

5.7 **UNIVERSITY FACULTIES AND ACADEMIC COMMITTEE** – reported by Dr. John Smarrelli

The committee received an update from Brother Robert Smith concerning Deltak and new online opportunities along with an update on the new DBA doctoral program. The transition from Marcel Dumestre to Brother Robert has been seamless. Work has begun on the HLC reaccreditation process on the Winona campus and the FGI programs

continue to be successful. The Living Learning communities have been successful and positive feedback was received from the students during the small group conversations with trustees. Enrollment was a major part of the committee's discussions with a focus on programs we need to continue to foster, faculty involvement and recruitment of new students, and examination of programs that no longer prove to be viable at the institution. A resolution was brought forth regarding an amendment to sections of the Faculty Handbook regarding professor emeritus status. (Official Resolutions 2.6) Three follow-up steps that the committee will look forward to hearing about are **a)** Ways for faculty leadership to meet, promote, and award excellent teaching and engaged learning, **b)** Work by the administration in developing a Fellows Program, and **c)** Ways for Trustees and the President to recognize distinguished emeritus professors. Special thanks were expressed for the President and faculty leadership for their work on revising the handbook.

6. **OLD BUSINESS** – none
7. **NEW BUSINESS** – an update as to the university's progress on the HLC reaccreditation process was given by Bro. Robert Smith, Dr. Donna Aronson, and Tracy Lehnertz.
8. Meeting adjourned

2. Official Resolutions Approved (General Session)

- 2.1 **Be it resolved** that the minutes from the May 10, 2013 Board of Trustees meeting be approved as previously submitted.
- 2.2 **Be it resolved** that upon the approval and recommendation of the President, the following Vice Presidents be re-appointed for a one-year term commencing June 1, 2013 through May 30, 2014: Dr. Donna Aronson, Vice President for Academic Affairs, Mr. James Bedtke, Vice President for University Facilities*, Mr. Chris Kendall, Vice President for Student Life, Ms. Audrey Kintzi, Vice President for Development, Ms. Ann Merchlewitz, Executive Vice President and General Counsel, Mr. Ben Murray, Vice President for Financial Affairs, Dr. John Pyle, Vice President for Enrollment (College), Marketing and Strategic Initiatives, and Brother Robert Smith, FSC, Vice President for the Schools of Graduate and Professional programs

** Mr. James Bedtke also works half time as Executive Director of the Kabara Institute for Entrepreneurial Studies*

- 2.3 **Be it resolved** that the Board of Trustees approves the 2013-2014 budget for current operations, beginning June 1, 2013.
- 2.4 **Whereas**, the Chief Financial Officer of this Corporation has presented to this Board a proposal for the financing of refunding of certain bonds outstanding in the approximate amount of \$6,800,000 issued in 2004 as Series Five-U for the refunding of Series 3-Q Bonds.

NOW BE IT RESOLVED AS FOLLOWS:

1. The officers of this Corporation, acting individually or together, are authorized to prepare and submit a financing application to the Minnesota Higher Education Facilities Authority with all necessary exhibits, provided that the officers must obtain further approval from this Board or, subject to certain conditions described below, from the Executive Committee of this Board, as to the final terms and conditions of the borrowing.
 2. The Executive Committee is authorized to give such approval as to the final terms and conditions of the borrowing on behalf of this Corporation as may be necessary or desirable, in lieu of the Board approval, provided that approximate maximum principal amount of the bonds shall not exceed \$6,800,000 (plus additional principal amount necessary to provide for cost of issuance, net original issue discount, credit enhancement and any debt service reserve fund) and the true interest cost on the bonds shall not exceed 4.91%.
- 2.5 **Be it resolved** that the Board of Trustees, upon the recommendation of the Audit Committee, accepts the audit report of Baker Tilly Virchow Krause, LLP regarding the firm's audit of the financial statements of the University as of and for the year ending May 31, 2013.

2.6 **Be it resolved** that the Board of Trustees approves the amendment of Sections 3.1.4.1 (with the inclusion of the phrase, “that regular successful post-tenure reviews as per Section 3.5 are documented”) and 3.1.4.1.1 of the College Faculty Handbook.

Existing Language

Recommended Language

<p>Part III</p> <p>3.1.4.1 <u>Professor Emeritus</u></p> <p>All former presidents of Saint Mary's University shall be granted the rank of Emeritus Professor with the rights and privileges that are customarily associated with this title.</p> <p>This rank may be assigned to Associate Professors or Professors who have limited or terminated their responsibilities as a ranked faculty member for valid reasons (e.g., retirement, illness) after ten or more years of distinguished service to the University. A Professor Emeritus is so designated and appointed by the Board of Trustees, after recommendation by the President, the academic Vice President and the Faculty Advancement and Tenure Review Committee.</p> <p>No compensation accrues by virtue of this rank unless by mutual agreement between the President and the individual. S/he may be offered a part-time term contract by the President to teach or fulfill other duties. In such cases, supplementary benefits, if any, will be set forth in the contract and such term contract is limited to less-than-half-time faculty status.</p>	<p>Part III</p> <p>3.1.4.1 <u>Emerita / Emeritus Status</u></p> <p>All former presidents of Saint Mary's University shall be granted the status of Emerita / Emeritus Professor with the rights and privileges that are customarily associated with this title.</p> <p>This status shall be assigned to Associate Professors or Professors who request it, when or up to one year after they limit or terminate their responsibilities as a ranked faculty member for valid reasons (e.g., retirement, illness) after ten or more years of full-time service to the University.</p> <p>The Human Resources Office will include in faculty exit procedures and documents a clear opportunity for faculty members to indicate a “Request for Emerita / Emeritus Status”. Once the request is submitted on the appropriate form(s), Human Resources staff will confirm that the faculty member meets the rank and service eligibility requirement, that regular successful post-tenure reviews as per Section 3.5 are documented, and that no ineligibility criteria apply. Faculty who leave the College to teach full-time at another university or who terminate their services under a current letter of admonition (see Section 3.8.5, which includes Progressive Disciplinary Action and Dismissal for Cause) are not eligible for Emerita / Emeritus status.</p> <p>The faculty member will be notified in writing of her or his designation adding the term Emerita or Emeritus to the faculty rank held at retirement (e.g., Associate Professor Emerita/us or Professor Emerita/us). The Academic Affairs Office will maintain a list of Emerita, Emeritus, and retired faculty.</p> <p>No compensation accrues by virtue of this status unless by mutual agreement between the Dean and the individual. S/he may be offered a part-time term contract by the Dean to teach or fulfill other</p>
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<p>3.1.4.1.1 <u>Status and Privileges of Emeritus Faculty Members</u></p> <p>The University is committed to promoting close ties between itself and its faculty members who have reduced their teaching load or retired. To this end, the following assistance and privileges are available to these faculty:</p> <ol style="list-style-type: none"> a. The University will provide meeting facilities for such former faculty members who may wish to meet as a group. b. After retirement, such a faculty member will be accorded the same rights and privileges as full-time ranked faculty subject to the current policies, restrictions and fees. This includes access to the University recreational and athletic facilities, library, bookstore, campus parking permits, and its cultural, athletic and educational events. c. Such a faculty member may take any course(s) at the University tuition free. Further, if a spouse and/or dependent is pursuing an undergraduate degree program under the tuition remission plan specified in the <u>Faculty Handbook</u> in force at the time a ranked faculty member fully retires, such benefits will continue until the spouse and/or dependent(s) has(have) completed her/his/their degree program. d. The Director of Public Information, at the request of such a faculty member and provided that this person keeps her/his current address on file, will assure that notices of major campus activities are sent to the retired faculty member. e. Emeritus faculty members may attend the meetings and other activities of their former departments. However, only those who have active faculty status by current appointment may vote in these meetings and only in accordance with the voting rights attendant to the status they hold. 	<p>duties. In such cases, supplementary benefits, if any, will be set forth in the contract and such term contract is limited to less-than-half-time faculty status.</p> <p>3.1.4.1.1 <u>Status and Privileges of Emerita / Emeritus Faculty Members</u></p> <p>The University is committed to promoting close ties between itself and its Emerita / Emeritus faculty members. To this end, the following assistance and privileges are available to these faculty:</p> <ol style="list-style-type: none"> a. The Communication Director, at the request of such a faculty member and provided that this person keeps her/his current address on file, will assure that notices of major campus activities are sent to the retired faculty member. b. Emerita / Emeritus faculty members may attend the meetings and other activities of their former departments. However, only those who have faculty status by current appointment may vote in these meetings and only in accordance with the voting rights attendant to the status they hold. c. All such faculty members may participate in the University graduation and commencement exercises with appropriate academic dress if they so wish. d. Emerita / Emeritus faculty members may make use of the departmental secretarial services on a low-priority basis.
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g. Emeritus faculty members may make use of the departmental secretarial services on a low-priority basis.	