

Shepherd University Board of Governors

Minutes of the Meeting of June 10, 2004

The Shepherd University Board of Governors met on June 10 2004, in the Byrd Center for Legislative Studies, Shepherd University, Shepherdstown, West Virginia, in a regular meeting. Members participating were: Manny Arvon, Lauri Bridgeforth, Vicki Douglas, Doris Griffin, Andy Michael, Barbara Pichot, Lacy Rice (by phone), John Sherwood, and Dan Starliper. Also present were President David Dunlop, President Peter Checkovich, members of the executive staff, and others.

Chair Michael convened the meeting of the Board of Governors at 3:06 p.m.

1. MINUTES OF THE MEETING OF May 13, 2004

M (Pichot) S (Bridgeforth), PASSED, that the minutes of the April 8, 2004 meeting of the Board of Governors be adopted as presented in the agenda book.

2. SHEPHERD UNIVERSITY REPORT

President Dunlop announced that documents have been executed to provide for the transferal of Senator Byrd's papers now being held at WVU to the Center for Legislative Studies on Shepherd's campus.

Dr. Dunlop told the Board that the pool of candidates for Vice President for Advancement has been narrowed to two candidates. An offer will be made to one of them in the immediate future.

The President is hosting lunches with area school principals and guidance counselors to discuss the university name change and the new relationship with the CTC.

Dr. Dunlop briefed members on the statewide capital bonding program, through which Shepherd is expected to receive approximately \$12 million. There are limits on how long the institution can take to spend the money from this bond, however, which may complicate the goal of utilizing some of the funds for the Arts Center project.

3. COMMUNITY AND TECHNICAL COLLEGE OF SHEPHERD REPORT

President Checkovich outlined information for the CTC's self-study for the North Central Higher Learning Commission and distributed a handout with the current accreditation criteria.

Important dates related to the accreditation are:

August 1, 2004 - The Self-Study will be mailed to Higher Learning Commission;
October 4-6, 2004 - Visitation dates from Higher Learning Commission;
Late February 2005 - Dr. Checkovich and Ed Magee will visit HLC in Chicago;
March 2005 - The CTC should receive formal accreditation.

3A. CTC COURSE FEES

Dr. Checkovich reported on three course fees that the CTC Board of Advisors has approved and requested the approval of Shepherd's Board of Governors for the fees.

M (Starliper) S (Sherwood) PASSED, that the Shepherd University Board of Governors approves the adoption of the following special Course Fees:

EMS Practicum Fee	\$75
Microbiology Lab Fee	\$20
Portfolio Development II Fee	\$300

4. INFRASTRUCTURE AND SHAW/ THACHER HALL RENOVATION FINANCING

M (Sherwood) S (Arvon), PASSED, that the following two resolutions be adopted by the Board:

SUPPLEMENTAL RESOLUTION OF THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS WITH RESPECT TO THE ISSUANCE BY THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS OF NOT TO EXCEED \$3,900,000 IN AGGREGATE PRINCIPAL AMOUNT OF SHEPHERD UNIVERSITY BOARD OF GOVERNORS INFRASTRUCTURE REVENUE BONDS, SERIES 2004B.

WHEREAS, by Resolutions adopted on January 8, 2004, April 8, 2004 and May 13, 2004 (collectively, the "Prior Resolutions"), the Shepherd University Board of Governors (the "Board") approved, and by this Supplemental Resolution does hereby approve, the planning, design, acquisition, construction and equipping of certain roads, water and sewer system expansions, extensions and improvements and other infrastructure projects on the West Campus of Shepherd University (the "University") and other capital renovations and improvements to the University's Campus (the "Project") and the financing of the costs of the Project through the issuance of Infrastructure Revenue Bonds by the Board (the "Bonds"); and

WHEREAS, the Board desires to approve the forms of the Bond Trust Indenture and Security Agreement, the Preliminary Official Statement and the Bond Purchase Agreement relating to the Bonds, which shall be substantially in the forms presented at this meeting, with such additions, deletions, modifications or other changes as may be approved by the President of the University, the Chairperson of the Board or Vice Chairperson of the Board (each, an "Authorized Officer").

NOW, THEREFORE, BE IT RESOLVED BY THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS THAT:

- A. The form of the Bond Trust Indenture and Security Agreement (the "Indenture"), between the Board and a trustee to be designated by an Authorized Officer, substantially in the form presented at this meeting, is hereby approved and each

Authorized Officer is hereby authorized and directed to execute and deliver said Indenture on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Indenture by the Authorized Officer to be conclusive evidence of such approval.

- B. The form of the Preliminary Official Statement (the “Preliminary Official Statement”) relating to the Bonds, substantially in the form presented at this meeting, is hereby approved, with such additions, deletions, modifications or other changes as shall be approved by an Authorized Officer.
- C. The form of the Bond Purchase Agreement (the “Bond Purchase Agreement”), between the Board and Ferris, Baker Watts, Incorporated, substantially in the form presented at this meeting, is hereby approved and each Authorized Officer is hereby authorized and directed to execute and deliver said Bond Purchase Agreement on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Bond Purchase Agreement by the Authorized Officer to be conclusive evidence of such approval.
- D. Except as expressly supplemented, modified or amended hereby, the Prior Resolutions shall remain in full force and effect, and the same are hereby ratified and affirmed in all respects and all prior actions taken by the Board in connection therewith and in connection with the Bonds are likewise ratified and affirmed in all respects.

Adopted by the Shepherd University Board of Governors at a meeting held on June 10, 2004.

SUPPLEMENTAL RESOLUTION of THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS WITH RESPECT TO THE ISSUANCE BY THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS OF NOT TO EXCEED \$2,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF SHEPHERD UNIVERSITY BOARD OF GOVERNORS UNIVERSITY FACILITIES REVENUE NOTES, SERIES 2004A

WHEREAS, by Resolutions adopted on January 8, 2004, April 8, 2004 and May 13, 2004 (collectively, the “Prior Resolutions”), the Shepherd University Board of Governors (the “Board”) approved, and by this Supplemental Resolution does hereby approve, the planning, design, acquisition, construction and equipping of certain renovations and improvements to Shaw Hall and Thacher Hall and other capital renovations and improvements to the University’s residence halls (the “Project”) and the financing of the costs of the Project through the issuance of University Facilities Revenue Notes by the Board (the “Notes”); and

WHEREAS, the Board desires to approve the forms of the Bond Trust Indenture and Security Agreement, the Preliminary Official Statement and the Notes Purchase Agreement relating to the Notes, which shall be substantially in the forms presented at this meeting, with such additions, deletions, modifications or other changes as may be approved by the

President of the University, the Chairperson of the Board or Vice Chairperson of the Board (each, an "Authorized Officer").

NOW, THEREFORE, BE IT RESOLVED BY THE SHEPHERD UNIVERSITY BOARD OF GOVERNORS THAT:

- A. The form of the Bond Trust Indenture and Security Agreement (the "Indenture"), between the Board and a trustee to be designated by an Authorized Officer, substantially in the form presented at this meeting, is hereby approved and each Authorized Officer is hereby authorized and directed to execute and deliver said Indenture on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Indenture by the Authorized Officer to be conclusive evidence of such approval.
- B. The form of the Preliminary Official Statement (the "Preliminary Official Statement") relating to the Notes, substantially in the form presented at this meeting, is hereby approved, with such additions, deletions, modifications or other changes as shall be approved by an Authorized Officer.
- C. The form of the Notes Purchase Agreement (the "Notes Purchase Agreement"), between the Board and Ferris, Baker Watts, Incorporated, substantially in the form presented at this meeting, is hereby approved and each Authorized Officer is hereby authorized and directed to execute and deliver said Notes Purchase Agreement on behalf of the Board, with such additions, deletions, modifications or other changes as shall be approved by the Authorized Officer executing the same, the execution of said Notes Purchase Agreement by the Authorized Officer to be conclusive evidence of such approval.
- D. As further set forth in the Resolution adopted by the Board on May 13, 2004, upon the recommendation of the University's Underwriter, Ferris, Baker Watts, Incorporated, a Private Placement Agreement may be substituted for the Note Purchase Agreement described in 3 above and in such event each Authorized Officer is authorized and directed to execute and deliver on behalf of the Board such a Private Placement Agreement among the Board, the Underwriter and the original purchaser or purchasers of the Notes, in such form as such Authorized Officer shall approve. The execution of such Private Placement Agreement by the Authorized Officer shall be conclusive evidence of such approval. Further, a Private Placement Memorandum may, upon the recommendation of the Underwriter be substituted for the Preliminary Official Statement described in 2 above and for the related Official Statement and in such event each Authorized Officer is authorized and directed to execute such a Private Placement Memorandum on behalf of the Board and to deliver the same to the Underwriter for distribution, said Private Placement Memorandum to be in such form as an Authorized Officer shall approve. The execution of the Private Placement Memorandum by such Authorized Officer shall be conclusive evidence of such approval.
- E. The Board hereby directs that the Notes be publicly offered, privately placed or otherwise marketed as determined by an Authorized Officer after consultation with the University's Underwriter, Ferris, Baker Watts, Incorporated, as to which method

of marketing the Notes is most advantageous to the University, such determination to be set forth in the Certificate of Determination to be executed by an Authorized Officer pursuant to Section 7 of the Resolution adopted by the Board on May 13, 2004,

- F. Except as expressly supplemented, modified or amended hereby, the Prior Resolutions shall remain in full force and effect, and the same are hereby ratified and affirmed in all respects and all prior actions taken by the Board in connection therewith and in connection with the Notes are likewise ratified and affirmed in all respects.

Adopted by the Shepherd University Board of Governors at a meeting held on June 10, 2004.

5. **SALARY POLICY**

M (Sherwood) S (Pichot), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves Policy 26, *Salary Policy*, as presented in the agenda book; provided, that for any campus salary increases implemented prior to January 2, 2005, the President may authorize any variances in the timelines and sequencing of review processes necessary to implement the initial salary increases.

6. **NON-CLASSIFIED CRITICAL RETENTION DESIGNTION**

M (Sherwood) S (Pichot), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the position of Database Administrator as non-classified, critical retention.

7. **EXECUTIVE SESSION**

M (Pichot) S (Douglas), PASSED, that the Board of Governors enters into an executive session for the purpose of discussing personnel matters relating to specific employees.

Thereafter the Board adjourned its executive session and resumed regular business.

8. **NON-CLASSIFIED CRITICAL RETENTION DESIGNTION**

M (Sherwood) S (Pichot), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That the Shepherd University Board of Governors approves the position of Manager of Custodial Services as non-classified, critical retention, with the understanding that the search will be conducted as a classified position search, and that non-classified critical retention status will only be used if the search is otherwise unsuccessful.

9. **ACADEMIC AND ENROLLMENT DATA**

Mr. Arvon briefly reported on information that Vice President Mark Stern and Assistant Vice President Betty Myers had presented to the Board's Academic and Student Affairs Committee relating to course enrollment data.

10. **ELECTION OF OFFICERS**

Mrs. Pichot nominated Mr. Andrew Michael as Chair, Mr. John Sherwood as Vice Chair, and Mr. Robert McMillan as Secretary.

M (Starliper) S (Henriksson), PASSED, that the following resolution be adopted by the Board:

RESOLVED, That nominations for office be closed; and that Mr. Michael, Mr. Sherwood, and Mr. McMillan be duly elected as officers of the Board.

11. **NEW BUSINESS**

Chair Michael introduced alumnus Mr. Ken Lowe, of the Clarion Hotel, who is seeking to encourage the development of a Center for Excellence under the leadership of retiring Air Force General Fogelsong. Mr. Lowe invited Board members to attend a meeting with General Fogelsong at 5:00 pm. on June 30, at the Clarion. The executive staff members also were invited, and it was noted that Dr. Dunlop would be out of town at that time and, therefore, unavailable for the meeting.

The Chair updated members regarding the next Board Retreat – Dr. Varner will lead the Retreat again. No dates firmed up yet.

Mr. Michael thanked Mr. Rice for his service as vice chair. Although Mr. Rice's Board membership formally ends at the end of June, he will continue to be included in Board activity in anticipation of his return in the spring.

12. **PUBLIC COMMENTS**

There were no public comments made at the meeting.

There being no further business, the meeting was adjourned.

Signed

Andrew D. Michael
Chair

Signed

Robert McMillan
Secretary