

SPECIAL TELEPHONE MEETING OF THE WESTERN CAROLINA UNIVERSITY BOARD OF TRUSTEES

VIA TELEPHONE

The Board of Trustees of Western Carolina University met in in a Special Telephone meeting on August 19, 2020. Chair Kinney called the meeting to order at 9:00 a.m.

ATTENDANCE

The following members of the Board were present: Chair Bryant Kinney, Ms. Joyce Dugan, Mr. Kenny Messer, Mr. Bob Roberts, Mrs. Haden Boliek, Ms. Becky Brown, Mr. Ken Hughes, Mr. John Lupoli, Mr. Tim Haskett, Mrs. Rebecca Schlosser, Ms. Kathy Greeley, Mr. Casey Cooper, and Mr. Dawson Spencer, SGA President.

Also, present: Chancellor Kelli R. Brown, Provost Richard Starnes, Mr. Shea Browning, General Counsel; Dr. Melissa Wargo, Chief of Staff; Mr. Mike Byers, Vice Chancellor for Administration and Finance; Dr. Sam Miller, Vice Chancellor for Student Affairs; and Ms. Jessica Woods, Assistant Secretary to the Board of Trustees.

ROLL CALL

Ms. Woods called the roll of the Board members in attendance. A quorum of the board was present.

Chair Kinney reminded everyone that the meeting will be conducted pursuant to the new amendments to the Open Meetings Act that apply during states of emergency. The amendments were signed into law earlier this year, allowing for public bodies to meet via electronic means. The new law does require, however, that all votes are taken via roll call. Additionally, pursuant to the amendments to the law, all chats, instant messages, texts, or other written communications between members of the board regarding the transaction of the public business during the remote meeting are deemed a public record. Chair Kinney asked all committee members, Board members, and participating staff to please identify themselves before participating in deliberations -- including making motions, proposing amendments, and raising points of order.

ETHICS STATEMENT

Chair Kinney read the Ethics Statement as follows:

“As Chair of the Board of Trustees, it is my responsibility to remind all members of the Board of their duty under the State Government Ethics Act to avoid conflicts of interest and appearances of conflicts of interest as required by this Act. Each member has received the agenda and related information for this Board of Trustees’ meeting. If any Board member knows of any conflict of interest or appearance of conflict with respect to any matter coming before the Board of Trustees at this meeting, the conflict or appearance of conflict should be identified at this time.” **No conflicts of interest were disclosed.**

Chair Kinney reminded everyone that the meeting is a public meeting and is being live streamed and being recorded.

APPROVAL OF THE WCU BOARD OF TRUSTEES BYLAWS AMENDMENT

Chair Kinney recognized Mr. Shea Browning for the report on the Bylaws Amendment as reported in TAB-1. Mr. Browning presented the proposed Amendments to the Bylaws of the WCU Board of Trustees consisting of changes enabling trustees to meet via videoconference or other electronic means when necessary because of the ongoing global health crisis. The bylaws previously limited electronic attendance of board meetings to once per year.

Chair Kinney asked for a motion to approve the proposed Amendment to the Board of Trustees Bylaws in TAB B-1 of the Trustee materials. Mrs. Schlosser made a motion to approve the proposed Amendment to the Board of Trustees Bylaws. Mr. Messer seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Bryant Kinney – Aye
Haden Boliek – Aye
Becky Brown – Aye
Casey Cooper – Aye
Joyce Dugan – Aye
Kathy Greeley – Aye
Tim Haskett – Aye
Ken Hughes – Aye
John R. Lupoli, Jr. – Aye
Kenny D. Messer – Aye
Bob Roberts – Aye
Rebecca Schlosser – Aye
Dawson Spencer – Aye

The proposed Amendment to the Board of Trustees Bylaws was unanimously approved as written by the board. Motion carried.

ELECTION OF CHAIR

Chair Kinney opened nominations for Chair. Mr. John Lupoli made a motion to nominate Mr. Bryant Kinney for Chair of the Board of Trustees. Mr. Kinney was reelected Chair of the Board of Trustees by acclamation.

ELECTION OF VICE CHAIR

Chair Kinney opened nominations for Vice Chair. Mr. Messer made a motion to nominate Mr. Bob Roberts for Vice Chair of the Board of Trustees. Mr. Roberts was reelected Vice Chair of the Board of Trustees by acclamation.

ELECTION OF SECRETARY

Chair Kinney opened nominations for Secretary. Mr. Cooper made a motion to nominate Mrs. Schlosser for Secretary. Mrs. Schlosser was reelected Secretary of the Board of Trustees by acclamation.

APPROVAL OF COMMITTEE CHAIRS AND VICE CHAIRS

Chair Kinney appointed three committee chairs and three committee vice chairs. Mr. Kinney appointed Mr. John Lupoli for Chair of Academic Affairs and Personnel Committee, Mr. Bob

Roberts for Chair of Administration, Governance, and Trusteeship Committee; and Mr. Kenny Messer for Chair of Finance and Audit Committee. Mr. Kinney appointed Ms. Haden Boliek for Vice Chair of Academic Affairs and Personnel Committee, Ms. Joyce Dugan for Vice Chair of Administration, Governance, and Trusteeship Committee; and Mr. Casey Cooper for Vice Chair of Finance and Audit Committee.

Chair Kinney asked for a motion to requesting confirmation of the Chairs and Vice Chairs as listed in TAB B-2 of the Trustee materials. Mr. Messer made a motion to request confirmation of the Chairs and Vice Chairs. Mr. Lupoli seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Bryant Kinney – Aye
Haden Boliek – Aye
Becky Brown – Aye
Casey Cooper – Aye
Joyce Dugan – Aye
Kathy Greeley – Aye
Tim Haskett – Aye
Ken Hughes – Aye
John R. Lupoli, Jr. – Aye
Kenny D. Messer – Aye
Bob Roberts – Aye
Rebecca Schlosser – Aye
Dawson Spencer – Aye

The committee Chairs and Vice Chairs appointments were unanimously approved as written by the board. Motion carried.

Chair Kinney appointed the individuals listed in TAB-2 to their respective committees under the Administration and Governance Committee, Academic Affairs and Personnel Committee, and Finance and Audit Committee. Chair Kinney asked for a motion to approve the appointment of the individuals to their respective committees as listed in TAB-2 of the Trustee materials. Mr. Roberts made a motion to approve the appointment of the individuals to their respective committees. Mr. Spencer seconded the motion. Ms. Woods conducted a roll call vote and recorded the votes as follows.

Bryant Kinney – Aye
Haden Boliek – Aye
Becky Brown – Aye
Casey Cooper – Aye
Joyce Dugan – Aye
Kathy Greeley – Aye
Tim Haskett – Aye
Ken Hughes – Aye
John R. Lupoli, Jr. – Aye
Kenny D. Messer – Aye

Bob Roberts – Aye
Rebecca Schlosser – Aye
Dawson Spencer – Aye

The appointments of the individuals to their respective committees were unanimously approved as written by the board. Motion carried.

ADJOURNMENT

Chair Kinney asked for a motion and a second to adjourn. Mr. Spencer made a motion to adjourn. Mr. Cooper seconded the motion. It was approved unanimously. The meeting was adjourned at 9:21 a.m.