

BOARD OF TRUSTEES FOR ALABAMA STATE UNIVERSITY
MINUTES OF CALLED MEETING
August 25, 1999

The Board of Trustees for Alabama State University convened in a called meeting on August 25, 1999 in the Board Room of the Joe L. Reed Acadome at Alabama State University. Chairlady Wright called the meeting to order at 9 a.m. and declared a quorum present—**Agenda Item A**. In attendance were Trustees James C. Cox, Oscar Crawley, Buford Crutcher, Toreatha M. Johnson, Robert A. Jones, Jr., Larry H. Keener, Patsy B. Parker, Joe L. Reed and Donald V. Watkins. Absent were Trustees B. Maxine Coley and Lanny S. Vines.

Trustee Reed was recognized and he stated that he wanted to serve his credentials on the Chair and Secretary to the Board. He asked that the Secretary read the letter into the minutes and make it a record therein. President Harris read a letter to Trustee Reed from Governor Siegelman dated July 27, 1999. (A copy of the letter as read is attached hereto as Attachment 1.) Trustee Reed asked that a copy be sent to him and that the original copy be placed in the University's files. President Harris stated that it would be handled as appropriate. Chairlady Wright congratulated Trustees Reed on his reappointment and stated that the letter would be entered into the minutes as a matter of record.

Chairlady Wright called for **Adoption of the Agenda—Agenda Item B**. President Harris informed the Board that there was circulated but not referenced on the Agenda a request for a special citation by Trustee Watkins. He proposed that it go under Item G—Resolutions. There were no other amendments to the agenda and Trustee Parker moved that the agenda be adopted as revised. The motion was seconded by Trustee Cox and carried by unanimous vote.

Agenda Item C—Adoption of Minutes of Previous Meetings. Chairlady Wright called for adoption of minutes of previous meetings dated February 6, 1998, May 8, 1998, September 30, 1998, February 5, 1999, April 9, 1999, May 7, 1999 and July 14, 1999. Trustee Watkins asked for a division of the vote on the minutes so that they could be voted on individually.

Trustee Watkins moved the adoption of the **July 14, 1999 Minutes**. The motion was seconded by Trustee Crutcher. Chairlady Wright called for questions. In response to Trustee Reed's question, Chairlady Wright stated that there was no attachment to the minutes. On the call for the vote, the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Johnson, Jones, Parker, Reed and Watkins. Abstaining was Trustee Keener who stated that he abstained because he was not present at the July 14th meeting.

Trustee Watkins moved the adoption of the **Minutes of May 7, 1999**. The motion was seconded by Trustee Crutcher. The motion was carried unanimously.

It was moved by Trustee Watkins and seconded by Trustee Jones that the **Minutes of April 9, 1999** be adopted. Chairlady Wright called for questions. Trustee Reed questioned whether the motion spoke to two different items—the session called by Governor Siegelman which ended when the agenda was not adopted, and a post session. Chairlady Wright responded affirmatively. Trustee Reed then inquired about the authority for including a post session.

Adopted
9/20/99

Chairlady Wright stated that the meeting was based on the legal Counsel that the Trustees were within their rights to continue the meeting. Reed asked the General Counsel, Attorney Kenneth Thomas, on what basis could another group call a meeting after adjournment. Attorney Thomas responded that the authority was that there was a quorum of the Board present and they moved to continue the meeting despite the Chairman's declaration of an adjournment. In response to Trustee Reed's question to Attorney Thomas, the Trustees disagreed that the meeting was adjourned. Trustee Reed further stated that the Governor called the meeting and put nothing in the call. He asked the Secretary to verify his statement. President Harris stated that the Governor called the meeting without an agenda. Trustee Reed stated that the meeting was convened, a motion was made to adopt the agenda after some amendments were made but the agenda was not adopted. He asked the Secretary if the record reflects that the agenda died on a six to six vote and was not adopted. President Harris responded that the agenda as amended by Trustee Watkins was not adopted. Trustee Reed then stated that the Chair informed the Trustees that in light of the call and the fact that the agenda was not adopted, they stood in adjournment. He stated that after the agenda failed, another meeting was called. The Trustees disagreed that another meeting was called.

Trustee Reed further stated that there was another meeting and that he believed that the current chair was elected chair at that time. He noted that subsequent to that there was some pending litigation and the Court ruled that the then-current chair (Reed) could continue serving and he did serve until May 7. He again asked the General Counsel by what parliamentary authority can a meeting be called because six people are gathered. Attorney Thomas responded that following the series of events at that Board meeting he circulated an opinion addressing the issues raised and citing **Robert's Rules of Order**. He indicated that he disagreed with Trustee Reed regarding Judge Reese's ruling; that there was extensive testimony and the issues were raised and that he did not recall Judge Reese stating one way or another that the meeting on April 9 was not legally called. Attorney Thomas stated that the litigation is still pending, and that he was not prepared to retract from any arguments he made at the trial court which are presently pending before the appellate court.

Trustee Watkins was recognized to speak to his motion. He stated that there were some legal questions regarding the April 9 meeting. He stated that a legal opinion was requested and issued regarding the matter and the legal opinion said that the second part was a continuation of the first part. He noted that the minutes of the meeting accurately reflect the events that took place and those minutes and the legal opinion were the basis for his motion to approve the minutes as circulated.

Trustee Reed said that he thinks there are two sets of minutes and that the minutes he signed do not recognize the events that took place after adjournment and the Chairlady may want to divide the question. Trustee Watkins stated that he opposed dividing the question and that the Board's lawyer had given his opinion and those who believe in following the advice of the General Counsel ought to vote on the motion; those who were absent from the meeting may wish to abstain on the basis of not being knowledgeable about the actions that took place at the meeting. Trustee Keener stated that he disagreed with the University Counsel and thinks he is wrong on the particular issue. Trustee Reed was recognized to ask another question and he inquired as to on what basis was the

meeting not adjourned. Chairlady Wright responded that the members who remained based their actions on advise of counsel. Trustee Reed stated that he respected the General Counsel's knowledge of civil and criminal law but parliamentary law was a different matter. He asked that they read what **Robert's Rules of Order** says about adjournment. Chairlady Wright called for a vote on the motion that was on the floor. The motion was carried by majority vote. Voting aye were Trustees Crawley, Crutcher, Jones, Watkins, and Wright. Voting nay were Trustees Keener and Reed. Abstaining were Trustees Cox, Johnson, and Parker.

It was moved by Trustee Watkins, seconded by Trustee Crutcher, that the **Minutes of the February 5, 1999** meeting be adopted. Chairlady Wright called for questions and discussion. There were none. On the call for the vote, the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Jones, Keener, Reed, Watkins and Wright, Johnson and Parker. Trustee Crutcher abstained. Trustees Johnson and Parker subsequently changed their votes to abstain because they were absent from the February 5th meeting.

Trustee Watkins asked that the **Minutes of the September 30, 1998** meeting be carried over to the September 20, 1999 meeting and asked that the General Counsel give some assistance to the Board on the accuracy of the minutes in light of the litigation that has been concluded which directly impact the vote count reflected in the minutes. He moved that the minutes be carried over to the September meeting with guidance from the lawyer as to whether the minutes need to be corrected and if so what corrections need to be made in light of the successful litigation regarding whether Watkins and Jones or Figures and Tucker were Trustees. Trustee Watkins stated that the subsequent court decision was that ~~these~~ Trustees Jones and Watkins were Board members on the date of the meeting. President Harris noted that there were 13 votes and 12 seats.

Trustee Crutcher was recognized and he stated his agreement with Trustee Watkins' statements. He said that as a proviso the recognition of Messrs. Figures and Tucker as trustees was mooted, and that it could be noted that Messrs. Figures and Tucker were present at the meeting but not as trustees; that the votes of Trustees Watkins and Jones should be counted. President Harris stated that as secretary he needed an analysis done by the Counsel so that a recommendation can be adequately prepared and the Trustees can make whatever decision they wish. He felt the recommendation needed to be grounded in fact as much as possible. Trustee Watkins explained that he wanted the matter referred to the lawyer because the minutes indicated that the votes of Watkins and Jones were not counted and their votes on a item on the agenda, if counted, would have made a difference. Chairlady Wright restated the motion that was seconded by Trustee Crawley. She called for the vote and the motion was carried unanimously.

It was moved by Trustee Watkins, seconded by Trustee Crutcher, that the **Minutes of the May 8, 1998** meeting be adopted. Chairlady Wright called for questions. There were none and the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Jones, Keener, Parker, Reed, Watkins and Wright. Abstaining was Trustee Johnson.

Trustee Watkins moved the adoption of the **Minutes of February 6, 1998**. The motion was seconded by Trustee Crawley. Chairlady Wright called for questions. There were none and the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Johnson,

Jones, Keener, Reed, Watkins and Wright. Abstaining was Trustee Parker.

Trustee Watkins commended the person recording the minutes and Chairlady Wright asked that the minutes reflect the commendation and thanked Mrs. Royster.

Agenda Item D—President’s Report. President Harris expressed his gratitude to the Trustees for their adoption of the several sets of minutes. He expressed relief that some actions that had been taken as reflected in the minutes were now legal. He told the Trustees that most of the items for his report are itemized on the agenda. He reported that registration for the Fall Semester is currently in progress and indications are that the total enrollment will exceed last year; that the number of students residing in campus housing is ahead of last year’s number.

President Harris reported that the Executive Committee asked him to make a review of the matter of the tennis team not participating in the NCAA Tournament. His investigation revealed that there were a series of misconnections between the athletic administration and the tennis team coach. He further stated that there was no issue of institutional policy or available resources and that he has directed that appropriate safeguards be put in place to prevent a recurrence of such a situation in the future.

He informed the Trustees that since the Legislature passed a law requiring certain relocation efforts by government entities for homeowners and tenants who are displaced from their residences, he has been working with Counsel to determine what is required of ASU in connection with its Bel Air property acquisition efforts. President Harris informed the Trustees that he has been advised that ASU must establish and staff a relocation office that is easily accessible and at which individuals can receive help and timely information concerning the relocation process and ASU’s responsibilities to them. He stated that a building on Hall Street has been identified that can serve as a relocation office; that he has asked T.C. McClammy to head the operation, and that an office manager will have to be employed to handle walk-in traffic.

President Harris stated that the lottery issue has been reported in the press as having four-year colleges presidents at odds with the Governor. In a meeting he attended yesterday, the presidents reaffirmed their commitment to do all that they can to help the Governor’s program to go forward. He gave information about their concerns regarding students going to community colleges with scholarships

without regard to their grade point averages whereas students going to four-year institutions must have a B or better grade point averages to qualify for scholarships from the same source. He told the Trustees it will put the four-year institutions in a difficult situation with their freshman classes, and that the Governor has assured the presidents that he will continue to discuss this matter with them..

The President commented on the **Allen, et al v. The Alabama State Board of Education** case and his report at the last meeting of a pending settlement. He told the Trustees that the settlement had fallen apart and since the situation changes from day to day, he asked David Long, the University’s attorney in the case, to briefly discuss the case.

Mr. Long gave a brief report on the **Allen**. He informed the Board that in July a settlement agreement was reached with the State which would allow the state to begin teacher testing in an area called basic skills. Praxis I, the test that was going to be used, was agreed upon by everyone and a revised consent decree was submitted to the judge who tentatively entered an order approving it. He stated that it was later learned that the company that produces Praxis I did not want its test used for the intended purpose in and this caused a dilemma. He said they could go forward with the consent decree as it was because there was a provision in the decree--Par. 19-- which would allow the parties to select another examination. However there was very clear guidance from the Court indicating the wish that the consent decree would be revised so that it would not have in it an examination that everyone knew could not be used. Mr. Long further stated that about two weeks ago the parties met again and a tentative agreement has been reached to remove the word "praxis" from the examination and substitute a basic skills examination with the parameters of (1) the State would select a basic skills examination, (2) that examination would be submitted to the monitoring committee, (3) the monitoring committee with an ASU representative on it would approve or not approve, (4) if the monitoring committee did not approve, the examination would then be submitted to all parties and the parties would have to decide upon the examination, (5) if the parties agreed then the examination would go to the Court for final selection of the basic skills examination.

Mr. Long told the Board that they threw in a subject matter examination that is a little different from the initial consent decree. This examination would allow the State Department of Education to test prospective teachers in various subject matter areas as a prerequisite for teacher certification to determine if the teacher knew basic skills and content in the subject area. He said that that provision is incorporated in the revised decree. For the subject matter component to be implemented, he said, a heightened level of scrutiny has been implemented. The monitoring committee and the parties will have to approve such a test. This will protect the interest of ASU and will ensure that any subject matter testing implemented by the State Department of Education will have ASU's approval.

President Harris told the Board that work cannot begin on the subject matter test until after the other test has been fully implemented and working. Mr. Long further explained that the decree is drafted in such a manner that the basic skills examinations is to be implemented before they can begin to think of subject matter testing with notification to ASU, if the decision is made to do subject matter testing. The approval process would also have to be employed. He stated that there is a five-year implementation period for the basic skills test.

Mr. Long gave information regarding some agreements reached with the State. Those being that both decrees require remedial training sites for those persons who had not passed the test to receive remedial training. There have been an agreements with the State Department of Education that there would be a remedial center at ASU for the State of Alabama and for all expenses of ASU with respect to the litigation to be borne by the State Department of Education. He told the Board that he has drafted the revised consent decree and it has been submitted to the State Department of Education lawyers but he has not received their final review which he expects will have some minor word changes. There were questions raised and answers from Mr. Long regarding the difficulty level of the proposed basic skills test, names of other parties involved in the case, including ASU as a plaintiff intervenor. He noted that ASU's role is stronger than it was in the original consent decree. ASU is the only party with independent class rights; has its own class representative and a

member of the monitoring committee. Trustee Reed wanted it known for the record that there are other parties who will have to sign off on the consent decree, including the teachers of the State of Alabama. Mr. Long reiterated that the revised consent decree presents ASU with the opportunity to have a first-class remedial center and its location and to have veto rights over any subject matter examination and approval of the basic skills examination.

Trustee Watkins made complimentary remarks about Mr. Long's short tenure with the case and the outstanding manner in which he is handling it.

Trustee Jones moved that the attorney be authorized to proceed to adopt the revised consent decree as presented to the Board and to consent on behalf of the University. The motion was seconded by Trustee Crutcher. Chairlady Wright called for questions. Trustee Watkins stated that he will recuse himself because he represents a party in the case. Trustee Reed stated his objections to the Board adopting the revised consent prior to reviewing it. He stated that the case is still in process and the lawyer has flexibility. He also noted that the faculty has not seen the consent decree and it is not known what is in the consent decree. Trustee Watkins inquired if there was another Board member who has an organization that has a financial interest in the outcome of the litigation or is paying lawyers who represent another party. He said that if there is such a Board member then he feels that it is not proper for that person to try to affect ASU's position on the Case one way or another. There was verbal interaction between Trustees Watkins and Reed on the issue. Trustee Reed further stated that his concern is that there are several parts to the litigation and going on record approving the consent decree is premature; that a time will come for that to be done; that all of the details have not been worked out.

Trustee Keener inquired of Mr. Long whether he needed any Board action in order to proceed with what he has to do. Mr. Long responded that it would be helpful to have the Board's guidance at this time. He stated that they are moving into the third consent decree and it is a little different from the consent decree that the Board approved in July. He wants to make sure before he goes too far that the Board is at least giving some counsel as to whether he is going in the direction that the Board desires for ASU. There was a question from Trustee Reed regarding whether with Board approval now, Mr. Long could go forward and settle the case. Mr. Long stated that he could say that as far as the parties he represents are concerned, the document is approved. But, that out of prudence he would come back to the Board with the final document for the Board to approve or disapprove. He stated that what he wants at this time is guidance to make sure that he is not going off track and to know that if ASU wants to give the State the authority to engage in subject matter examinations; to have a representative on the monitoring panel, and to have a remedial center at its location under the revised consent decree. He stated that these are important issues he would rather have guidance on before they try to reach some resolution with the State.

Trustee Parker stated that when the Board gives endorsement it would be according to how it is worded and that she did not think he was asking the Board to endorse something blindly. She asked if the Board could endorse those things that Mr. Long indicated and vote on endorsing those principles would be acceptable and refer the others to the Executive Committee to look at the final proposal. She expressed concern about voting on anything that she, voting officials, or the faculty have not seen. She could endorse the basic principles.

Trustee Jones was recognized to explain his motion. He stated that the essence of his motion was to allow the counsel to proceed based upon what he reported today as those particular points that are being agreed to and whatever the final order would come back to the Board. He wanted to give Mr. Long some sense that he can go forward to settle the case in regards to those items being addressed on behalf of the University.

President Harris noted that the center would not be called a remedial center. It would have a better name and a name needs to be determined. He said it would be a teaching center. Trustee Reed said that the University did not need a remedial center.

Trustee Keener stated that he thought they are clear now regarding what Trustee Jones' motion is since it has been restated and that the Board would have an opportunity to look at the final form of the consent decree and approve or disapprove it. Chairlady Wright responded that is her understanding of Trustee Jones's motion. She called for the vote and the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Johnson, Jones, Keener, Parker and Wright. Abstaining were Trustees Reed and Watkins.

Agenda Item E–Status Reports. Chairlady Wright called for **Status Report on Knight v. State–Agenda Item E-1.** President Harris reported that one of the most significant involvements that the University has undertaken in the last several years is **Knight v. State** which was filed 18 years ago and resolved in a decree by Judge Harold Murphy in 1995. He thought for the Board to fully understand the impact and ramification of the decision and how it involves the University and how it is on going, he asked people who are involved in it on behalf of the Court to come to give a report on the Case. He told the Board he invited Mr. Carlos Gonzalez, who is the Court's Monitor and represents Judge Murphy and General Julius Becton, who is a member of the Court's Oversight Committee appointed by Judge Murphy to make this implementation succeed, to talk briefly about the issues of the case, what the University has had to do, what has been done and what remains to be done in order to make ASU meet the letter and spirit of the law in implementing Knight v. State. He called for General Becton to make his comments.

General Becton expressed his and Mr. Gonzalez delight to be back on campus. He noted that last year as the May Commencement Speaker, he talked in part about the decree. He stated that he thought it would be helpful to review what he said at the Commencement Convocation and then Mr. Gonzalez would comment on details. He stated that he has served on the Oversight Committee for the last several years with the duty to assist Federal Judge Harold Murphy in the implementation of the federal court's remedial decree in the Case of **Knight v. State of Alabama**. General Becton named Dr. Robben Fleming, former President of the University of Michigan, Dr. Harold Enarson, former President of The Ohio State University, and Dr. Bryce Jordan, former President of Pennsylvania State University, as the other members of the Oversight Committee. He said that as a result of the **Knight** decree, Alabama State will move into the next century a very different institution than what it was four years ago. He said that because of the decree the University would have an expanded curriculum including programs in allied health and accountancy. It would have two new Ph.D. programs that are now being planned as a result of the Court action and the University has been given a jump start on the establishment of a trust that will provide ASU with financial security at a time when state support for higher education is under increasing attack. He

noted, especially from his experience as President at Prairie View A&M University, that it is very difficult for an HBCU to raise money. He also said that the Court ordered the State to provide several million dollars to upgrade the University's facilities. General Becton further stated that he encouraged the Trustees to not dilly dally with the appropriations. He noted the recently renovated Paterson Hall and the Buskey Allied Health construction as examples of the work that was going on. He said that he ended his Commencement comments by saying that those changes would do much to ensure that Alabama State remains a strong, proud and vibrant institution and he encouraged the Board to recognize the gem it has and not drop the ball; and that there is the opportunity to make a significant contribution and change in Montgomery and the State of Alabama. He introduced Mr. Gonzalez who he said would discuss the issues of the decree and the current problems, including the Tompkins Case and the future challenges.

Mr. Gonzalez stated that the case is almost 20 years old. He said that what is happening at ASU is the emergence of a new focus for Alabama higher education, and the efforts of John Knight and many others have permanently altered the landscape of higher education in Alabama. He expressed his high regard for President Harris, his administration and the Board for facing the challenges that the Court's decree has before ASU. He commented on the new program development; substantial capital infusion into the University and some significant fund raising opportunities and efforts that have been undertaken. He noted that the work has not always been easy, and that much has been achieved but much remains to be done. The Court ordered two Ph.D. programs and that process is well underway. He stated that considerable progress has been made but a good bit of work lies ahead and is far from being completed. He said that leadership will be required at every level of the University to bring the programs to fruition to make ASU a doctoral granting institution.

Mr. Gonzalez told the Board that ASU faces the recently filed challenge to the Court ordered diversity scholarship program which matter is pending before Judge Murphy and that he could say very little about it. He stated that Judge Murphy on several occasions has said that nothing that the court has attempted to do in Alabama at ASU, AAMU or any of the other institution in anyway is intended to diminish the historical traditions that ASU or the other institutions have followed over the years. He said that he came away from the trials and so did Judge Murphy with a firm and enlightened understanding of what ASU has done for the State of Alabama for over a century. He stated that there have been some successes and much of it is due to the leadership of the University, the Governor's Office and the other defendants. And John Knight, in particular, is to be commended.

Mr. Gonzalez asked for some dialogue if there were some questions or issues regarding how the process works. He noted that it is unusual for a federal judge to be sitting on top of program development and construction planning. He indicated how fortunate the Court is to have General Becton and his colleagues (the Oversight Committee) helping in the process and the number of years of experience they have. He extended greetings from the Oversight Committee and Judge Murphy, who sent greetings to everyone. He stated that he gets **ASU Today** which always shows progress and the efforts on the part of ASU to deal with the case in a constructive manner and he always sends it to Judge Murphy, who enjoys receiving it. He stated that he hoped they could engage in some dialogue and answer some questions. Mr. Gonzalez again noted that there are some problems with the Ph.D. programs that will have to be worked through with President Harris's and Mr. Knight's

help and then they will be able to present to the Board a quality program that all as well as the Court can be proud of and that hopefully the case will be completed soon.

President Harris commented that there was one issue he wanted to point out that he had mentioned to the Board previously; that starting back in early Spring CBS's 60 Minutes began to do a story on the Case and extensive interviews were held throughout the State. It is expected that the piece will run in late September or October. He informed the Board that the main emphasis is on the minority race scholarships. The rest of the Case, which is far more important, is as if it does not exist. Mr. Gonzalez stated that he spoke to the producer recently and he assured him that the piece will be a balanced approach and that he is not sure what that means. President Harris noted that of the many hours of taping done, the piece will get 12 minutes. There were no questions and President Harris and Chairlady Wright thanked General Becton and Mr. Gonzalez for their briefing.

Chairlady Wright called for a 10 minute recess.

The Board reconvened following the recess. Chairlady Wright called for **Agenda Item E2-- Center for Leadership and Public Policy Studies** status report. Trustee Watkins reported that he and Trustee Johnson along with the President's Office sent their first written report on the Center a couple of days ago. He noted that the Center was established by two resolutions at the July 14, 1999 Board meeting. He stated they have tried to outline the vision and goals for the Center with specific focus on five areas. He stated that he did not want to go into details about the five focus areas but that he wanted to make some comments about some things that had happened since the July 14th meeting. He said that a lot of work had gone into the report by a lot of people-- Trustee Johnson had read a large volume of information gathered by the administration. The President, John Knight and Robert Forbus had given invaluable assistance in helping to draft the document.

He stated that the Center has already caught on and everywhere he goes he receives favorable comments. He said that he told an investment banker in Birmingham about the Center and that banker made a \$5,000 contribution because of his interest in the internship component of the Center. Trustee Watkins indicated that it appears that as work continues on the Center we are on target to meet the goal to have it up and operating by October 1. He complimented President Harris, Messrs. Knight and Forbus for the efficient work they did in producing a first-class report and saving he and Trustee Johnson from having to do the writing. He also spoke highly of Trustee Johnson's experience and ideas in working with the report.

Trustee Watkins gave information regarding another positive development that he is still in the process of exploring in connection with his conversation with John Catapolis, who has a leadership position with the Harvard Kennedy School of Government, regarding the ASU Center and Harvard's interest in a joint program with the Center. Harvard would work with ASU in placing interns wherever their people of influence work, and can share office space in Washington, DC. if ASU wants office space there. He said that Harvard is not looking for anything from ASU except a good, cooperative relationship and feels that the Center is the kind of concept that can benefit ASU students and the University families. He will continue to pursue those talks with Mr. Catapolis and the Harvard Kennedy School of Government. Trustee Watkins also informed the Board that there has been a number of contacts and all were favorable. Those contacts generally perceived the effort as an exercise of leadership at the University. He told the Board that there is a need for the Center,

and ASU is leading the effort to fill that need and to make it a cost efficient operation, and one that does a lot of goodwill for ASU students and family. Trustee Watkins asked President Harris to make some remarks.

President Harris reported what he had done in view of the actions taken in July. He felt that ASU was fortunate as a result of those actions and he has had conversations with Dr. Richard Arrington who is excited about coming to help launch the Center. Dr. Arrington feels he can make an immediate impact on the Center and because of that President Harris invited him to take the leadership as the founding Director of the Center, effective September 1st. President Harris stated that he thinks space for the Center has been located in the Technical Center for the initial actions of the program. Also, he stated that ASU is close to having the first real action of the Center before the Director comes on board in a relationship being developed with the State Superintendent of Education to develop programs for distance learning in the Black Belt counties. Those programs will be initiated early next month.

Trustee Reed was recognized and he raised several concerns about the Center's budget for \$300,000 of which two-thirds was earmarked for salaries. He asked about the time the Executive Director-consultant will spend on the job for \$72,000; research director's salary at \$72,000 and over \$200,000, including fringe benefits, for three salaries. He asked how ASU students would benefit from the Center. President Harris responded that this is not a teaching center in that aspect of its operation but students would benefit from the internships, the practicum process that would be developed, and the research activities that would be available to them. President Harris replied to Reed's question that the research office in the Development Office cannot do the type of research being proposed for the Center and that the research office in the Development Office is for research on the institution itself; it is not set up for the type of research proposed for the Center. He said the research proposed for the Center would be different, indefinable type research which could be anywhere, anything. President Harris responded to Trustee Reed's question about the \$30,000 rent for the Center. Chairlady Wright explained that the Board passed a resolution to establish the Center and that when a building or property is acquired to conduct business, rent is paid if the property is not owned. Therefore since the property is not owned by ASU, it is obvious that rent will have to be paid. She also stated that the benefit to the University is that millions of dollars will be brought in to the University, and it will be recognized globally. Therefore the Board needs to think out of a box, have long range vision and be able to look at the benefits to the University; that students can be placed nationwide, if not worldwide; that there can be global markets, expanding the curriculum, and students need to understand international markets. She invited any other Trustees to give input to Trustee Reed's questions about the report. Trustee Reed asked if the Executive Director and Research Director will be required to live in Montgomery. President Harris responded that there is no residential requirement for the Executive Director to live in Montgomery; that the Research Director would be required to live in Montgomery.

Chairlady Wright informed the Board that she was limiting the discussion by individual Trustees to not exceed five minutes. She indicated that she felt that the bounds of the Center should not be limited since it is in the developmental stage; that she did not think there is any one who could today define the parameters and force themselves to live by those; that she thinks each Trustee should respect the fact that the Center is in the early development stages; and if there are issues that concern Trustees regarding the future of the Center, there is an implementation plan that is laid out

for one to eighteen months. She reemphasized the five-minute maximum discussion time for each Trustees so that they can get through the report.

Chairlady Wright recognized Trustee Keener who asked if it is feasible for the Center to be located on campus as opposed to being located off campus. President Harris responded no and explained that there is no space on campus now where the Center or anything else could be located; that if there is a crunch on anything it is on space; and that it is the view of the planners that the Center should be located off campus in a centralized location so it can be easily accessible to a large number of people.

Trustee Parker was recognized and she asked if the positions for the Executive Director and Research Director have to be advertised because of the amount of money for salaries. President Harris responded that the administration has to advertise the Research Director's position and intends to do so. He said that in the case of the Executive Director, the administration does not have to advertise for that position because it is being initiated as a consultancy. She suggested that a study on the elderly, which is becoming a grave concern, be included in the research of the Center. She feels that the Center will do well focusing on such a study.

Trustee Johnson was recognized and she responded to the questions asked by Trustee Reed. She stated that the question about housing had been cleared up. She further stated that her discussion with Trustee Watkins was centered around the original resolutions which stipulated that the President would find alternative suitable housing until such time when there is a permanent facility. In getting the proposal approved, their thoughts were that in the event the President could not find housing on campus they would have the option, with money budgeted, for alternative housing off campus. She said it did not restrict using space on campus, if space was available. The only stipulation the Committee placed on the proposal was that the Center would be located in Montgomery, she stated.

Trustee Johnson stated that regarding the day to day operations of the Research Director, that requirement would probably come from the person chosen for the position because some high level persons cannot be present on a daily basis. The Committee stipulated under the specific duties that the manager would manage the Center's day to day operations; that will be one of the standards they look at and they are assuming that the person will be in the Center on a day to day basis and possibly if in the Center daily, the individual will probably reside in Montgomery.

Trustee Reed was recognized and he asked President Harris if it was his understanding under the **Craig Case** that Alabama State does not have to advertise the Executive Director position. President Harris responded that under the **Craig Case** if a consultant is hired that position does not have to be advertised and the position that Dr. Arrington is being asked to take is for a consultant-founding director. Trustee Reed expressed concern that the person will be paid a full time salary and called a consultant and the administration not advertising is a matter he felt the President needs to talk with the Counsel about and if the Counsel does not know he needs to talk with Attorney Solomon Seay so that he can be told that the position has to be advertised under the **Craig Case**. Trustee Reed further stated that the President needs to refer to the University's policies on filling positions. He made additional comments about the research that could be done in the Development Office; what could be done with the \$300,000--e.g it could be used faculty salaries and raises. He

noted that tuition had been raised for this year and said that he questions that the first thing taken off the top is money for a project that no one has done a study on and that much of the research is already being done; and that students have been placed on internships as far back as ten years ago. He felt that the project is not a special service project but a special interest project at the expense of students and the faculty. He stated that the Board needs to develop ASU's mission.

Trustee Jones asked for the projected revenues of the Center to be reiterated. President Harris answered that the revenues projected were discussed in the July 14th meeting but that he thinks that any discussion about revenues in the first year will be speculative but it is not unreasonable to expect that money sufficient to fund the Center could come from contracts it will generate and that the Center will be self sustaining. President Harris further stated that the only thing he can be blamed for is carrying out an order of the Trustees to establish the Center and he was directed to proceed in doing so; that is what he has done and that is what the recommendation is a result of; that he intends to carry out the policy the Board established on the Center which is before the Trustees.

Trustee Watkins was recognized and he stated that the Center is not a departure from the ASU mission but an expansion of it; that historically ASU had to take care of everybody and a large part of taking care of everybody was remediation; little effort was placed on grooming leadership in the future. The Center is an expansion of grooming for leadership in the future. He noted that the Center can benefit students in ways that they have never been benefitted before. He said that for the first time privileges that children of Board members have enjoyed because of family, business or political contacts can now be afforded to any ASU student who demonstrates excellence and they can be placed in the White House, Mayor's Office in City Hall, the UN, etc. and will be a direct benefit to students who are not connected and whose father is not a lawyer or in some organization or having to incur favor from some individual. He further stated that rent is an administrative matter and Trustees should not be allocating office space, and dealing with how the interior of buildings should look. He noted that those who have been involved in government know that reapportionment as a function will occur at all levels of State government and that it is an opportunity to make money and that people contract that function out. If ASU wants to be involved it has to have a vehicle with which to get involved. Trustees know that they have the expertise through in-house personnel and connections and contacts to do demographics work in connection with reapportionment; that there is no reason why ASU should not be involved. Trustee Watkins stated that Trustee Parker made a good suggestion regarding studies on the elderly which was just overlooked in the Center's mission. He indicated that there may be other suggestions; that the Center is an evolving concept and will continue to grow; that a reference was made to the \$300,000 budget that has been passed. He noted that a program, a new direction cannot be started without investing some funds in order to receive some dividends. From his vantage point, he stated that with the exception of one or two people, everybody is commending ASU for leading in this direction. He thinks it will be a positive experience and will give people who have been locked out an opportunity to be groomed and exposed in the halls of influence all over the country.

Chairlady Wright called for other comments from other Trustees who had not spoken. There was none. Trustee Crutcher moved that the report be accepted. The motion was seconded by Trustee Jones. Trustee Reed called an unreadiness and asked about the Committee. President Harris and Chairlady Wright explained that a two-member Ad Hoc Committee was appointed by the Chairlady on Implementation of the Center composed of Trustees Johnson and Watkins. Trustee

Keener asked if it was necessary for the Board to accept the report in that it did not accept the report on **Knight v. State**. Trustee Watkins asked if he might make comments. He stated that he thought it would be helpful because the report outlines focus areas and programs and would be the Board's expression of where the University needs to be going with the project and not just the ideas of two Board members. Trustee Watkins stated that he needs to properly thank Jim White of Porter and White of Birmingham for the \$5,000 contribution. There was no other discussion and the Chairlady Wright called for the vote. The motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Johnson, Jones, Keener, Parker, Watkins and Wright. Voting nay was Trustee Reed.

Chairlady Wright called for **Agenda Item E-3--Report on the National Center for the Study of Civil Rights and African American Culture**. President Harris reported that about two years ago the administration began the idea of trying to routinize the process of studying the history of African Americans and civil rights and gathering papers and artifacts and other evidence of that long history and to make ASU a center for research and study. He said that he asked Dr. Janice Franklin, Director of the Library and Learning Resources, to head the effort and he asked her to talk briefly about the project.

Dr. Franklin distributed some exhibits to Board members about the Center. She stated that she has been working with the committee that has been active for about two years in developing the Center. She gave information about the promises and progress. She gave the overview and stated that it has been an imperative to set up the Center from the community and students to know more about their history and in recognition of the work that has been done through the years in keeping the legacy alive. She told the Trustees of the Steering Committee that President Harris formed in 1997 to look at how it could apply for a National Endowment for the Humanities Challenge Grant for the purpose of endowing a Center. She gave information on the programs of the Committee during the past year-- sponsoring an MIA forum, Morris Dees and Rev. Robert Gratz, a local minister, who was active in the Montgomery Bus Boycott on campus. Dr. Franklin reported that the mission has been developed and refined and called the Board's attention to the handouts and the slide presentation; explained how the Center would operate and gave some detailed information on the efforts that are being undertaken in implementing the Center activities. She thanked Representative John Knight who secured \$300,000 for the initial budget this year so that staff can be hired and develop programs. She stated that they need the following from the Board, direct support from the Board for the Center to give it a very high priority, assistance in pursuing fund raising activities and opportunities, assistance in publicizing the Center, assistance and support as an advisory board and organizational structure are developed, help in securing additional funds which may be required for an operating budget, and aggressively seeking to secure additional acquisitions--prestigious collections or additional locations for expanding the Center, in sponsoring distinguished lecturers and to make it a first class Center to secure and preserve the collections as they should be.

Trustee Reed was recognized and he asked about the \$1.5 million match that will be required of the University if the NIH Challenge Grant is received. President Harris explained the NIH Matching Grants Programs and indicated that a proposal has been submitted that if funded will provide \$500,000 from the government which will require ASU to find a way to raise \$1.5 million to develop a \$2 million endowment for the Center. It is expected that ASU will have a response to

the proposal some time in December. President Harris responded to Trustee Reed's question that it does not matter from where the matching funds come; that it could be any source other than the federal government sources. He stated that the funds could be housed in the Trust for Educational Excellence.

Trustee Watkins was recognized and he commended Dr. Franklin and the administration for the hard work put into the project. He also thanked Representative Knight for the \$300,000 from the Legislature. Chairlady Wright thanked Dr. Franklin and Mr. Knight.

Chairlady Wright called for **Agenda Item E-4--Athletic Facility**. President Harris said that regarding the Athletics Facility that the project is on schedule; the site work is being completed and the facility is to be delivered shortly after the first of September.

President Harris reported that regarding the **Lockhart Renovation--Agenda Item E-5--**the bid request has been published and the architect expects to have the bids opened on September 14th with the low bid being made available to the Board when it meets on September 20th. He stated that this is the schedule he asked the architect to work on.

Agenda Item E-6--Buskey Allied Health Construction. President Harris informed the Board that the construction can be seen as they pass the site. He has been advised of no new issues on that facility; regular meeting are held with Tiger Construction Company and progress is going well.

President Harris informed the Board that construction of the Maintenance Facility is not on the agenda but that he wanted to let them know that there have been some delays because of politics. He told the Board that a state representative held up the appointment of the state architect's contract and this caused them to have to delay the project. The work is now being done on the project and the administration has been assured as much as possible that the contractor will meet the schedule Trustee Reed asked if the project is being paid from the Murphy money. President Harris responded affirmatively. President Harris noted that the Buskey Building and the Lockhart Building are also being funded from the Murphy funds.

Chairlady Wright called for the **Report on Institutional Analysis--Agenda Item F-1**. President Harris stated that he did not think that there is an issue that needs to be reported on at this meeting. He stated that it was just placed on the agenda in the event some Trustee wanted to talk about it. Chairlady Wright stated that a packet of information was provided by the administration to the Trustees and she wanted the Trustees to consider when going through the information that institutional analysis refers to the resolutions to have expert consultants look at the health of the University in the areas of academic affairs, fiscal affairs, human relations and distance learning. She indicated that there is a great deal of information and that the Trustees might want to look at and think of having subcommittees to review it and delve into it and bring consultants in on an as needed basis. President Harris said he thought her committee structure was already set for that kind of review and he suggested that she sit with the administration and determine which of the existing Board committees should review the various items. Trustee Reed agreed with President Harris's statements that each standing committee could review the area that pertains to the appropriate committee. Chairlady Wright stated that she would proceed in that direction. Trustee Parker stated

that the reports given at the Retreat are updated forms of information about the institution and can also be included as part of the analysis.

President Harris indicated that there was a portion of his report that did not get in the printed version he read and it was that the University expects that \$1 million would be made available for capital purposes, according to an announcement made by the Governor at Point Clear. President Harris informed the Board that he has told his staff and students and now the Board he intends that the first use of those funds will go to the residence halls. He stated that he wants to put in place a plan whereby during the Christmas holidays all furniture in two of the dormitories—Benson Hall and the second one to be identified—will be replaced because the furniture has been in those dormitories since they were built. Chairlady Wright asked each chairperson along with their committee members to take both the information that has been provided to them from the University and the reports from President Harris and incorporate them in their assignments and the work that the committees will be doing and report back to the full Board so that it can proceed from there. Trustee Parker noted that the underlining theme of each report was exactly the same. President Harris stated that Trustee Parker might have some information that had not come to his attention; that he wanted to point out that about four week before the students were to return, he and the administrative leadership went to every residence hall and the staff who runs the residence halls were instructed to do a weekly review of every building noting everything that needed to be repaired. Everything on those lists were repaired before the students came to campus, with the exception of furniture replacement.

Chairlady Wright called for **Report from the Faculty Senate—Agenda Item F2, Non-Academic Staff Council—Agenda Item F3 and Student Government Association—Agenda Item F-4** respectively. Dr. Caroline Yelding-Howard, Chairperson of the Faculty Senate, stated that she would not repeat the report made at Point Clear but asked the Board to look at the minima rank salary issue because the faculty is owed money by the University for last year. She gave information about the issues. She stated that the faculty wants to sit with the Board and discuss issues because they are one of the lowest paid faculty and the administrators are the highest paid in the State of Alabama according to regional standards and their research; that there are committees formed and experienced faculty are not placed on those committee. She cited the choice of the Dean for University College and there not being one tenured or experienced faculty member on the selection committee, and she alleged that adjunct faculty with no experience in the area are being used to teach graduate courses. She stated that she had written letters about this situation and nothing has been done about it. She told the Board that the retention consultant indicated that it is ridiculous that the majority membership of the Retention Committee are not faculty.

Trustee Johnson was recognized and asked the Chairlady which of the Board's standing committees would be most appropriate to examine the salary concerns of the faculty which she has heard for about three or four years. She doesn't know if there has been a committee to try to come to some resolution. Chairlady Wright asked President Harris for his thoughts on the matter and he stated that he had very strong thoughts on the matter but would reserve them; that the Finance Committee of the Board had paid very real attention to the issue of salary over the last three years and the committee understands all of the conditions. He has suggested to the chairperson that he wants to sit down with her and to make sure that she understands all of the ramifications of the issue. He said that he hopes that at the Finance Committee meeting scheduled for September 1 to have the

issue fully reviewed. Regarding the other items mentioned by the Senate Chairperson, President Harris stated that the accurate review committee is the Academic Affairs Committee. Trustee Johnson stated that she and Dr. Steptoe will work something out regarding the Committee's duties. Chairlady Wright stated that both the Academic Affairs and Finance Committees would need to deal with the issues. She told Dr. Yelding-Howard that she and President Harris have had more than casual conversations about the issues and are trying to work their calendars so that they both can review the issues. Chairlady Wright also stated that she understands that Dr. Yelding-Howard wants to address the full Board regarding the faculty concerns in more detail. She said that they are working in that direction and that she and the President agree that this needs to be done soon. Dr. Yelding-Howard responded that the Senate does not necessarily need to meet with the full Board they just want to get a meeting. Chairlady Wright explained that her plans are to have all of this done prior to the September 20th meeting.

Trustee Watkins was recognized and he noted that the concerns impact several committees and he saw that two committees—Academic Affairs and Finance are going to have meeting and he asked if the Chairpersons would notify interested parties before the meetings. President Harris responded that they have been and are on the standing list for notification.

The Non-Academic Staff Council President indicated that this report is a first for her and that she is excited about being recognized. She echoed the same concerns as the Faculty Senate that the staff wishes to be considered, respected; they have needs and issues which were given at the Retreat. She expressed thanks to President Harris for his support of the Council and to the Administrative Council for its support. She stated that it is understood that the students and faculty are critical but that ASU as a family, if it going to be well-rounded and balanced, needs to consider not only the faculty and students but also the staff. If the University wants good, effective, efficient quality customer service then the people who are a part of the support area need to be taken into consideration. She asked that when the Board meets and makes plans to keep the staff in mind and the Council also would like to have an audience with the Board, those who can deal with their issues, because the staff is concerned about raises, and opportunities for training. She noted that the morale is low among the staff because the majority of the time staff feel they are considered as second class citizens; that staff are not considered when decisions and communications are sent out. She asked that they review the information given at the retreat; find some time when they can meet with the eleven members elected from the various areas so that their concerns and issues can be presented.

Trustee Watkins was recognized and he thanked Mrs. Coles for her remarks and apologized that he had not made a push to have the Non-Academic Staff Council included in past Board meetings. He acknowledged that the staff is an integral part of the ASU family. He said that as one chairperson his view is that the entire family is in a partnership together. He apologized for the oversight on his part because he had not sought out and asked for the input of a whole segment of the University family; that she has made him aware of that today and that he will not make that oversight again. He wants to make sure that every family member has a voice in the decision making and he wants to hear their thoughts. Trustee Reed was recognized and said that he also was glad to have Mrs. Coles report to the Board; that four or five years ago the Board asked that Non-Academic employees have planning on school time; set aside at least two seminars a year in June and December for anything the Non-Academic staff and whatever they wanted to do could be done and he thought that was being done. Mrs. Coles responded that that is being done but that this was

the first opportunity to report before the Board. Chairlady Wright stated that the Non-Academic Staff Council report will be a part of the Board's agenda. Trustee Watkins asked if the Board did the right thing to reduce the probationary period to six months. Mrs. Coles stated that it was one of the best things that could have ever been done.

The Student Government Association President, Dmark Liggins, stated that the biggest concern the Student Government wants to express to the Board regards the student activity fee being lumped into tuition which is great. However, they are concerned about the money that was allocated to student fees and what policies and procedures are being put in place to insure that that money is still going to student activity fees and if they do have concerns about the fees, to whom can they address the concerns; what is going to be done about the SGA budget. He noted that in the status reports, he did not hear anything about the University Center and that is a concern of students. If it is not being addressed, the students would like for it to be addressed.

President Harris responded regarding the University Center and noted that he discussed with the Board at the last meeting his views about the University Center; that he hopes to have those views refined by a report from the consulting architects. He feels that rather than spending several million dollars in the present University Center, a new one ought to be built.

Trustee Parker stated that one of the things she noticed from the SGA's report at the Retreat was the lack of activities as well as the activity fee and she invited Mr. Liggins to attend the Student Affairs Committee meeting on August 31st. She announced that the meeting is scheduled for 6 p.m. in the President's Conference Room. She invited him to bring any other issues or concerns to that meeting because a year-long, goal orientated program is being set up and the Committee wants input from the SGA.

Agenda Item G—Resolution. Chairlady Wright called for the Item and Trustee Watkins moved the adoption of the resolution which commends Willie James and Bertha Miles Smith for 50 years of service to Alabama State. He told the Board that the resolution, with background information attached to it, speaks for itself. The motion was seconded by Trustee Jones. There were no questions. The motion was carried by unanimous vote. The resolution is to be framed and sent to the Smiths.

Chairlady Wright called for the **Resolution on Reimbursement of Legal fees.** Attorney Thomas was recognized and he stated that without getting into any specific facts that caused the resolution to surface, he was asked at the July 14th meeting to prepare a resolution for the Board's review that would encompass the concerns that Trustees have had when they have been involved in litigation regarding their office as Trustees. He presented the resolution to them and indicated that he would entertain any questions. Trustee Keener was recognized and he asked that the Board look at the first paragraph on page 3 and he read it. He questioned why it should take nine votes of the Board on the issue as to whether or not someone should be paid for legal services when this is not done on any other issue. He stated that this is a super majority, not even three fourths of those at the meeting. Attorney Thomas responded that the mind set in drafting it was basically to give to University Counsel recommendation on the fee and the reasonableness of it. Trustee Keener further stated that the recommendation would require the Board to get nine votes if the Counsel recommend not to pay something that the Board thought should be paid. He

thought that a simple majority could deal with that issue as is done for other issues that the Board confronts. Chairlady Wright called for comments from the Board. Trustee Reed indicated that he thought the resolution was a bad one in the sense that every time something is to be done, the University Counsel has to be consulted; that the University Counsel does not run the school; that there is a President and the Board to run ASU. He feels that no resolution is needed on an issue like this and that when such an issue comes up the Board should deal with it; that the University Counsel has no authority to hire and fire. He inquired who wrote the resolution and Attorney Thomas responded that he drafted it. Trustee Reed indicated that he felt the resolution was self serving and it is not needed at all and it makes the University Counsel a czar. He stated that there is no document at ASU that requires nine votes; that this is from a person who is not on the staff but serves at the pleasure of the Board. If the Board votes to do something, the Counsel does it and if the Board wants to stop it, it can.

Trustee Watkins was recognized and he commented that he feels a resolution is needed as opposed to doing things on an ad hoc basis as in the past. He stated that there was no policy when the Board took a personal liability judgment of \$400,000 off of one of its members; that the University has had a lot of litigation and a system is needed rather than handling legal issues on an ad hoc basis of who has the votes at a given time to get someone bailed out. He stated that the resolution is a logical approach; he agreed with Trustee Keener that rather than a super majority, it ought to be a simple majority of the Board members present and voting. Trustee Watkins asked if there was any problem with changing the wording to simple majority. Attorney Thomas indicated that he had no problem with the change. It was moved by Trustee Crawley that the resolution be adopted as amended. The motion was seconded by Trustee Crutcher. There were no questions and the motion was carried by majority vote. Voting aye were Trustees Cox, Crawley, Crutcher, Keener, and Wright. Voting nay was Trustee Reed. Abstaining were Trustees Johnson, Jones and Parker and Watkins. A copy of the Resolution, as approved, is attached hereto.

Chairlady Wright called for the Board to go into **Executive Session—Agenda Item H** to discuss the good name and character of certain individuals and legal matters.

Agenda Item I—Report from Executive Session. The Board reconvened in open session and Chairlady Wright called for a report from that session. President Harris reported that the only item to be reported out of the Executive Session was the matter of building plaques and the representation that goes on such plaques of membership on the Board of Trustees and the Office of the President during the conception and construction of a building. He stated that it is the intent of the Board to pass a resolution in this session instructing the President to revise the plaque for the Joe L. Reed Acadome to include the names of all Trustees and all Presidents who were in office with their names, positions and dates of service during the conception and construction phases of the Joe L. Reed Acadome. If the resolution passes, President Harris stated that he will proceed do that and have the plaque in place as soon as possible. It was so moved by Trustee Crawley, seconded by Trustee Parker, and carried by unanimous vote.

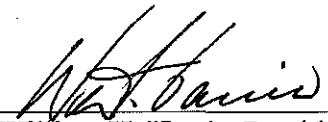
President Harris stated that he does now have all of the information on the members of the current Board after review and certification and he has asked Gene Parsons, the architect of record for the Buskey Building, to prepare the appropriate sign for the construction of that building which will be put in place very soon.

Chairlady Wright called for **Other Business—Agenda Item J**. Trustee Parker was recognized and asked that Agenda Item G be revisited and that her vote be changed to abstention. on the resolution that had to do with reimbursement of legal fees.

President Harris indicated that Trustee Crutcher had asked for a meeting of the Finance Committee on September 1, 1999. He distributed a draft of the budget proposal and indicated that there will be one or two copies short but that additional copies are being printed at this time. Vice President Gallot indicated that some additional backup information, the budget versus actual and summaries are being prepared for the budget.

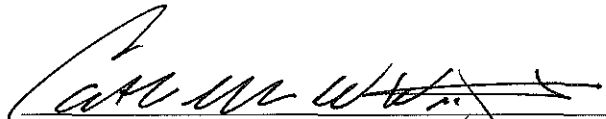
Chairlady Wright informed the Board that one other item is that the National Alumni Association President sent each Trustee a copy of a letter with attached resolutions. The NAA President asked the Board to do some things and Chairlady Wright wants to read the letter in more detail and she encouraged the Trustees to also read the letter and determine what the issues are. She wants to have the item placed on the agenda for the September meeting. President Harris said that he wished that items such as this would be reviewed by one of the Board Committees for thorough review and discussion rather than coming before the full Board. Chairlady Wright indicated that the Finance Committee would be the best committee to review the resolution and she so directed that it be placed on the agenda for that committee. Trustee Parker was recognized and stated that many of the committee assignments have things that the committees may want to discuss but may have impact on another committee and in such a case it should be cross referenced to the appropriate committee. President Harris stated that what they see him doing today is making all Trustees cognizant of all items being discussed by all committees so that if a Trustee has an interest though she or he is not on the committee the Trustee can have input but not have a vote in the committee's deliberations. He said that as soon as a chair provides him with an agenda and backup materials it will be disseminated to all Trustees in order to keep them as informed as possible. Chairlady Wright stated that if Trustees see something as information that is provided to them that should not be dealt with in a particular committee, the proper thing to do is to pass it on in a timely manner. She noted that in the letter from the NAA President there are several concerns that probably a single committee could not handle.

Chairlady Wright called for other business. There being none, she called for a motion to recess the meeting until call of the chair—**Agenda Item K**. It was so moved by Trustee Reed, seconded by Trustee Crawley, and carried by unanimous vote.



 William H. Harris, President of the University
 and Secretary to the Board

AFFIRMED



 Catherine W. Wright, Chairlady
 Board of Trustees for Alabama State University

Alabama State University
Board of Trustees

COPY

Resolution

WHEREAS, litigation against public officers, and, in particular, public officers who serve as members of the Board of Trustees of Alabama State University challenging their right and authority to hold office has become commonplace; and

WHEREAS, unsubstantiated, frivolous, and improperly motivated allegations of malfeasance and misfeasance in office, and accusations of wrongful, criminal or unethical conduct against members of the Board of Trustees of Alabama State University have also become commonplace; and

WHEREAS, public officers appointed to serve as members of the Board of Trustees of Alabama State University have themselves at times been required to seek redress and recourse in the courts to enforce their right to hold public offices to which they were lawfully appointed; and

WHEREAS, it has also at times become necessary for individual members of the Board to seek redress in courts in order to fully exercise the rights and privileges appertaining to their appointment; and

WHEREAS, the law provides that, upon certain conditions being met, it is permissible and in the best corporate interest of public institutions to provide a defense against claims challenging the right of individual public officers to hold office, or to reimburse costs reasonably incurred in the defense or prosecution of claims relating to the right to hold, or exercise the privileges of, appointed office; and, when it is in the corporate interest of the public institution to do so, to provide a defense against claims, especially unsuccessful, unsubstantiated, frivolous, or improperly motivated allegations of malfeasance and misfeasance in office, or accusations of wrongful, criminal or unethical conduct, *see City of Montgomery v. Collins*, 355 So.2d 1111 (Ala. 1978); and *City of Birmingham v. Wilkinson*, 239 Ala. 199, 194 So. 548 (1940); *Attorney General's Opinion to Honorable Stanley E. Munsey, Attorney, Colbert County Tourism and Convention Bureau*, dated January 25, 1999, A.G. No. 99-00091; and *see* Annotation, *Payment of Attorneys' Services in Defending Action Brought Against Officials Individually as Within Power or Obligation of Public Body*, 47 A.L.R. 553 (1997-98);

NOW THEREFORE, BE IT RESOLVED, that Alabama State University may, when in the opinion and sound discretion of University Counsel it is in the corporate interest of the University to do so:

- (1) provide a defense against claims, or reimburse costs reasonably incurred in the defense against claims, challenging the right of individual members of the Board of Trustees to hold office;
- (2) reimburse costs reasonably incurred in the defense or prosecution of claims relating to the right to hold, or exercise the privileges of, appointed office;
- (3) provide a defense against claims, or reimburse costs reasonably incurred in the defense against claims including unsuccessful, unsubstantiated, frivolous, or improperly motivated allegations of malfeasance and misfeasance in office, or accusations of wrongful, criminal or unethical conduct.

BE IT FURTHER RESOLVED, that in determining whether and under what circumstances it may be appropriate to either provide legal services directly, to authorize the expenditure of funds, or to reimburse the costs of legal services, in the defense or prosecution of claims against or on behalf of individual board members of Alabama State University, University Counsel shall exercise its sound discretion. When determining whether to provide, authorize or reimburse expenditures for legal services, University Counsel shall specifically set forth the reasons for such determination in writing to the Board and shall be guided by the following considerations, among others, including whether:

- (1) the University has a proper corporate interest in the matter that is being or is about to be litigated;
- (2) the actions allegedly committed were done by the board members in the discharge of their official duties;
- (3) the board members acted honestly and in good faith;
- (4) the claim or defense asserted against or on behalf of the board member was successful, and if so, to what degree;
- (5) the allegations of malfeasance or misfeasance, or accusations of wrongful, criminal or unethical conduct against the board member were filed without substantial justification, frivolous, or improperly

motivated, or were brought for purposes of harassment or for any other improper purpose.

simple majority
BE IT FURTHER RESOLVED, that the Board of Trustees of Alabama State University retains the discretion, by a ~~three-fourths~~ vote of all members of the Board, to overrule the determination by University Counsel whether or not to provide legal services directly, to authorize the expenditure of funds, or to reimburse the costs of legal services, in the defense or prosecution of claims against or on behalf of individual board members of Alabama State University.

BE IT FURTHER RESOLVED, that in the event the determination is made to authorize the expenditure of funds, or to reimburse the costs of legal services, in the defense or prosecution of claims against or on behalf of individual board members of Alabama State University, University Counsel shall audit and determine the reasonableness of all bills and expenditures incurred by outside counsel prior to submission for payment by the University, and that all expenses and expenditures submitted shall not be paid except as authorized and approved by University Counsel.

IN WITNESS WHEREOF, the Board of Trustees of Alabama State University has caused this Resolution to be executed in its name and on its behalf on this the _____ day of _____, 1999.