

Lincoln University  
BOARD OF TRUSTEES  
REGULAR MEETING  
Saturday, November 18, 2017

**MINUTES**

A regular meeting of the Lincoln University Board of Trustees was held on Saturday, November 18, 2017 in the International Cultural Center Board Room on the main campus. Chairlady Theresa R. Braswell called the meeting to order at 9:00 AM Eastern. Trustee Mack Cauthen led the group in prayer. Trustee Rachel E. Branson called roll.

Trustees present: Chairlady Theresa R. Braswell; President Brenda A. Allen; Mr. Robert A. Allen; Robert L. Archie, Esq.; Rachel E. Branson, Esq.; Mr. Gerald Bruce; Mr. Mack A. Cauthen; Ms. Terri Dean (via teleconference); Honorable Andy Dinniman; Ms. Dawn Holden; Mr. Dimitrius M. Hutcherson; Ms. Kimberly A. Lloyd (via teleconference); Honorable Nathaniel Nichols; Mr. Donald C. Notice; Mr. Noe Ortega; Reverend Dr. Frances E. Paul; Mr. Kenneth A. Poole; Ms. Sandra F. Simmons; Dr. Deborah C. Thomas; Honorable W. Curtis Thomas; Mr. Joseph V. Williams, Jr.; Emeritus Trustees: Dr. William E. Bennett; Dr. Walter D. Chambers; Student Representative: Mr. Gionelly Mills; and Faculty Representative: Professor Sophia Sotilleo.

*A quorum was satisfied.*

Trustees excused: Dr. Theodore Robb; Mr. William Robinson; Dr. Kenneth Sadler; Mr. Kevin E. Vaughan

Absent: Honorable Harry Lewis; Ms. Stephanie Mays-Boyd; Mr. James G. O. Sumner; Mr. Dwight Taylor

Guest: James A. Diamond, Esquire – Eckert Seamans

**MINUTES**

The draft meeting minutes from the Regular Meeting held September 16, 2017 were submitted to and approved by the Board.

**ATHLETIC DIRECTOR'S REPORT**

The University's Athletic Director, Mr. Harry Stinson, presented information to the Trustees regarding the vision, mission, purpose, and direction of the Lincoln University athletics program. Mr. Stinson reported on the academic success of Lincoln's student athletes and elaborated on strategies used to support positive outcomes of the athletic program.

**PUBLIC COMMENT**

There was no public comment at the meeting.

**CHAIRLADY'S REPORT**

Chairlady Braswell provided her report to the Board which was accepted as information.

## **PRESIDENT'S REPORT**

President Allen presented her quarterly report to the Board which was accepted as information.

## **TREASURER'S REPORT**

Mr. Charles Gradowski, Vice President for Fiscal Affairs and Treasurer, presented the October 31, 2017 Treasurer's Report.

A motion to accept the Treasurer's Report was properly moved and seconded.

Motion approved.

## **STANDING COMMITTEES**

### **AUDIT COMMITTEE**

Trustee Kimberly A. Lloyd presented the following resolution to the Board.

### **FINANCIAL STATEMENTS FOR THE PERIOD ENDING JUNE 30, 2017 AND 2016**

**RES560\_111817**

**RESOLVED**, That Lincoln University Board of Trustees accepts the Audits of Financial Statements and Federal Award programs (with independent Auditor's Reports) for the fiscal year ended June 30, 2017 and 2016, and the limited scope audit for the Lincoln University Defined Contribution Retirement Plan as of and for the year ended December 31, 2016, presented and reviewed by Baker Tilly Virchow Krause, LLP and the University's Administration at a meeting of the Audit Committee on November 8, 2017.

A motion to adopt the Financial Statements for the period ending June 30, 2017 and 2016 was properly moved and seconded.

Motion approved.

### **BUSINESS AFFAIRS**

Trustee Gerald Bruce presented the following resolutions to the Board.

### **2018-19 TUITION AND FEES INCREASE**

**RES561\_111817**

**WHEREAS**, Lincoln University administration has adequately substantiated the necessity for a 2.5% tuition and related fees increase for undergraduate students; and a 0.0% tuition and fees increase for all graduate students and programs; therefore, be it

**RESOLVED**, That Lincoln University 2018-19 tuition and fees increase described above are hereby approved.

A motion to accept the 2018-19 Tuition and Fees Increase presented was properly moved and seconded.

Motion approved.

**2018-19 ROOM AND BOARD INCREASE**

**RES562\_111817**

**WHEREAS**, Lincoln University administration has adequately substantiated the necessity for a 2.5% increase for Room and Board; therefore, be it

**RESOLVED**, That Lincoln University 2018-19 Room and Board increase described above is hereby approved.

A motion to accept the 2018-19 Room and Board Increase presented was properly moved and seconded.

Motion approved.

**ENDOWMENT FUND SPENDING AUTHORIZATION  
JULY 1, 2018 – JUNE 30, 2019**

**RES563\_111817**

**WHEREAS**, The Board of Trustees of Lincoln University has elected to be governed by the provisions of Section 5548(c) of the Pennsylvania Non-Profit Corporation Law of 1998, as amended, with respect to the endowment funds held by the University; and

**WHEREAS**, The provisions of Section 5548(c)(3) provide that if an election is made to be governed by that subsection, the term “income”, for the purposes of the endowment funds, shall mean a percentage of the value of endowment fund assets as the Board shall select annually, after determining that the percentages elected is consistent with the long-term preservation of the real value of the assets; provided, however, that the percentage selected shall in no event be less than 2% or more than 7% per year; now therefore, it is hereby

**RESOLVED**, That pursuant to Section 5548(c)(3) of the Pennsylvania Non-Profit Corporation Law of 1998, as amended, and for the fiscal year ending June 30, 2018, the Board of Trustees hereby determines that endowment fund income shall be 5% of the value of the endowment fund assets, to be determined in accordance with the provisions of Section 5548(c)(5), using the value of endowment fund assets on December 31, 2015 and averaged over a period of three (3) preceding years; provided however that if any assets have been held for less than three (3) years, the average shall be determined over the period during which the assets have been held; and be if further

**RESOLVED**, That the Board of Trustees hereby determines that the Board’s decision to treat 5% of the value of the endowment fund assets held by the University as income is consistent with the long-term preservation of the real Value of such assets; and further

**RESOLVED**, That this Resolution shall be maintained as part of the permanent records of the University.

A motion to adopt the Endowment Fund Spending Authorization July 1, 2018 – June 30, 2019 presented was properly moved and seconded.

Motion approved.

## EXECUTIVE COMMITTEE

The Executive Committee approved the following resolutions for the appointment of new trustees and for the re-nomination of candidates for appointment to the Board of The Barnes Foundation; as follows:

### **APPOINTMENT OF STUDENT REPRESENTATIVE TO THE BOARD OF TRUSTEES – MR. GIONELLY MILLS**

**RES564\_111817**

**WHEREAS**, Article I, Section 2D of the Lincoln University By-Laws (Revised November 20, 1999) provides that one of the eighteen University Trustees shall be a student representative who shall serve for a term of one year; and

**WHEREAS**, By Resolution dated February 19, 2000, the Board of Trustees approved the Student Government Association (SGA) process of determining the student representative to the Board of Trustees; and

**WHEREAS**, The process approved provides, pursuant to the Constitution of the SGA, that the SGA President will be the student representative to the Board of Trustees; now, therefore be it

**RESOLVED**, That, *Mr. Gionelly Mills* is hereby appointed Student Representative to the Board of Trustees in his capacity as President of the SGA, for a term expiring on June 30, 2018.

### **APPOINTMENT OF ALUMNI TRUSTEE MR. MACK CAUTHEN '75**

**RES565\_111817**

**WHEREAS**, Article II, Section 2, of the Lincoln University By-Laws (Revised November 20, 1999) stipulates that upon the expiration of the term of any Alumni Trustees, the Board shall elect an Alumni Trustee for a term of four years from nominations submitted by the Alumni Association; and

**WHEREAS**, The Alumni Association has nominated *Mr. Mack Cauthen '75* to serve as an alumni Trustee for a four-year term to expire June 30, 2021, and

**WHEREAS**, The Alumni Association has duly notified the Board of Trustees of said nomination; now, therefore be it

**RESOLVED**, That the Board of Trustees hereby approves the nomination of the Alumni Association for the appointment of *Mr. Mack Cauthen '75* as Alumni Trustee to serve in accordance with Article II, Section 2 (C) of the University By-Laws.

### **APPOINTMENT OF ALUMNI TRUSTEE MR. KENNETH POOLE '73**

**RES566\_111817**

**WHEREAS**, Article II, Section 2, of the Lincoln University By-Laws (Revised November 20, 1999) stipulates that upon the expiration of the term of any Alumni Trustees, the Board shall elect an Alumni Trustee for a term of four years from nominations submitted by the Alumni Association; and

**WHEREAS**, The Alumni Association has nominated *Mr. Kenneth Poole '73* to serve as an Alumni Trustee for a four-year term to expire June 30, 2021, and

**WHEREAS**, The Alumni Association has duly notified the Board of Trustees of said nomination; now, therefore be it

**RESOLVED**, That the Board of Trustees hereby approves the nomination of the Alumni Association for the appointment of *Mr. Kenneth Poole '73* as Alumni Trustee to serve in accordance with Article II, Section 2 (C) of the University By-Laws.

**APPOINTMENT OF UNIVERSITY TRUSTEE  
MR. GERALD BRUCE '78**

**RES567\_111817**

**WHEREAS**, Article VI, Section 11, of the Lincoln University By-Laws sets forth the functions of the Committee on Trustees, Degrees and Nominations; and

**WHEREAS**, The Committee on Trustees, Degrees and Nominations has made its recommendation for the appointment of one (1) University Trustee to serve in accordance with Article II, Section 2(D) of the University By-Laws; now, therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees hereby approves the recommendation of the Committee on Trustees, Degrees and Nominations for the appointment of *Mr. Gerald Bruce* as University Trustee to serve in accordance with Article II, Section 2 (D) of the University By-Laws for a term of four years expiring on June 30, 2021.

**APPOINTMENT OF FACULTY REPRESENTATIVE TO THE  
BOARD OF TRUSTEES - PROFESSOR SOPHIA SOTILLO**

**RES568\_111817**

**WHEREAS**, By resolution dated November 20, 2001 (RES041\_112099), the Lincoln University Board of Trustees established that subject to the provisions of the Resolution, a member of the faculty, to be selected by the faculty and subject to Board approval, may participate as faculty representative in meetings of the Board of Trustees and Committees of the Board in a non-voting capacity. The faculty representative may not participate in executive sessions of the Board of Trustees or of its committees; and

**WHEREAS**, By resolution dated November 17, 2001 (RES098\_111701) the Lincoln University Board of Trustees established a two-year term for the faculty representative to the Board of Trustees, with all other provisions of RES041\_112099 remaining intact and in effect; and

**WHEREAS**, The faculty has selected Professor Sophia Sotillo to serve as faculty representative to the Board of Trustees; now, therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees hereby approves the faculty selected of Professor Sophia Sotillo for the 2017-2018 and 2018-2019 academic years expiring on June 30, 2019.

**RE-NOMINATION TO THE BOARD OF THE BARNES FOUNDATION**

**MS. PAMELA D. BUNDY '84**

**RES569\_111817**

**WHEREAS**, The Lincoln University Board of Trustees has the responsibility for nominating candidates to five of the fifteen Trustee positions on the Board of the Barnes Foundation, and

**WHEREAS**, On November 21, 2015, the Lincoln University Board of Trustees approved the nomination of *Pamela D. Bundy '84* to serve the last two years of Dr. Ernest C. Levister, Jr. '58 on the Board of the Barnes Foundation, and

**WHEREAS**, The Lincoln University Committee on Trustees, Degrees and Nominations has put forth the re-nomination of *Ms. Pamela D. Bundy '84* to fill a vacancy; and

**WHEREAS**, as stipulated in Article II, Section 2(H) of the Lincoln University By-Laws, said nominees are not currently voting members of any Board of Trustees or Directors for which The Lincoln University Board of Trustees has nominating and/or appointment authority; now, therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees approves the re-nomination of *Ms. Pamela D. Bundy '84*, to the Board of the Barnes Foundation.

**RE-NOMINATION TO THE BOARD OF THE BARNES FOUNDATION**

**MR. JOHN AGLIALORO**

**RES570\_111817**

**WHEREAS**, The Lincoln University Board of Trustees has the responsibility for nominating candidates to five of the fifteen Trustee positions on the Board of the Barnes Foundation, and

**WHEREAS**, On April 12, 2014, the Lincoln University Board of Trustees approved the nomination of *Mr. John Agliodoro* to serve on the Board of the Barnes Foundation, and

**WHEREAS**, The Lincoln University Committee on Trustees, Degrees and Nominations has put forth the re-nomination of *Mr. John Agliodoro*; and

**WHEREAS**, as stipulated in Article II, Section 2(H) of the Lincoln University By-Laws, said nominees are not currently voting members of any Board of Trustees or Directors for which the Lincoln University Board of Trustees has nominating and/or appointment authority; now, therefore be it

**RESOLVED**, That the Lincoln University Board of Trustees approves the re-nomination of *Mr. John Agliodoro*, to the Board of the Barnes Foundation.

A motion was made to ratify the resolutions approved by the Executive Committee as follows:

- the appointment of Mr. Gionelly Mills as Student Representative to the Lincoln University Board of Trustees;
- the appointment of Mr. Mack Cauthen '75 and Mr. Kenneth Poole '73 as Alumni Trustees to the Lincoln University Board of Trustees;

- the appointment of Mr. Gerald Bruce '78 as University Trustee to the Lincoln University Board of Trustees;
- the appointment of Sophia Sotilleo as Faculty Representative to the Lincoln University Board of Trustees; and
- the re-nomination of Ms. Pamela Bundy '84 and Mr. John Aglialoro to the Board of the Barnes Foundation.

The motion to ratify was properly moved and seconded.

Motion approved.

### 2017-2018 Board Committees – Chairs and Members

At the October 31, 2017 meeting, the Executive Committee approved a proposed Board Committee structure.

At the November 10, 2017 meeting, the Executive Committee approved the appointment of Trustee Frances E. Paul as Assistant Secretary to the Board of Trustees and updates to the Board Committee structure presented by Chairlady Braswell, as follows:

- Trustee Kimberly A. Lloyd was appointed Chair, Audit Committee;
- Trustee Dimitrius M. Hutcherson was appointed Chair, Investment Committee; and
- Trustee Dr. Deborah C. Thomas was appointed Chair, Evaluations Committee.

Trustee Archie requested information regarding the Board Committee Chair assignments. To clarify the structure of the Board Committees, Chairlady Braswell added that Trustees who had provided a committee report at the November 18, 2017 Board meeting had been appointed as a Committee Chair, with the exception of the Investment Committee.

A motion was made to ratify the Executive Committee's decision to approve Chairlady Braswell's appointments to the 2017-2018 Board Committees – Chairs and Members, and the appointment of Trustee Paul as Assistant Secretary to the Board.

The motion to ratify was properly moved and seconded.

Motion approved.

### **CONSENT AGENDA**

The Chairs of the Educational Policy and Academic Affairs, Investment, Planning and Development, Student Affairs, and Trustees, Degrees, and Nominations Committees of the Board reported on their respective meetings. Dr. Deborah Thomas reviewed the charge of the Evaluations Committee with the full board.

### **EXECUTIVE SESSION**

The Board moved into Executive Session following which the Public Session briefly reconvened.

### **ADJOURNMENT**

There being no further business, the Chairlady adjourned the meeting at 12:56 pm.