

**Lincoln University Board of Trustees
Regular Meeting
September 17, 2022**

MINUTES

The Lincoln University Board of Trustees held its Regular Meeting on Saturday, September 17, 2022, in the International Cultural Center Boardroom and virtually via Zoom.

Mr. Gerald W. Bruce, Board Chair, called the meeting to order at 9:00 AM Eastern. Trustee Robert Allen led the group in prayer. Trustee Jalila Parker, Secretary, called roll.

Trustees present: Mr. Gerald W. Bruce, Chair; Dr. Brenda A. Allen, President; Mr. James W. Jordan, Vice Chair; Mr. Robert A. Allen; Robert L. Archie Jr., Esq.; Mr. Steven Board; Mr. Owen Cooks; Mr. Van Corbin; The Honorable Andrew Dinniman; Dr. Tanya Garcia; Mr. Michael Hancock; Ms. Lisa MB Johnson; Ms. Nandi Jones-Clement (virtual); Mr. Henry M. Lancaster, II; Mr. Stephen Kenric Lewis; Honorable Doris Smith-Ribner (virtual); Dr. Charmaine Rochester (virtual); Mr. Jose Sabastro (virtual); Ms. Sandra F. Simmons; Mr. Kevin E. Vaughan; Dr. Corey D. B. Walker (virtual); Mr. Joseph V. Williams, Jr., Mr. Gregory Works; and Faculty Representative: Dr. Karen Baskerville. *A quorum was satisfied.*

Trustees excused: Mr. William F. Dunbar; Rev. Dr. Frances E. Paul; Mr. Drake Smith

MINUTES

A motion to approve the draft minutes from the Annual Board Meeting held April 9, 2022 was made and properly seconded. Trustee Jalila Parker conducted a roll call vote for the minutes.

Motion was approved unanimously.

PUBLIC COMMENT

There were no requests for public comment.

AALU REMARKS

Mrs. Charisse Carney-Nunes, President, AALU, provided an update on AALU events, including a tribute to recently deceased Lions, an update on the AALU Golf Tournament, alumni assistance with student move-in on the campus, her newly initiated AALU President's office hours where the discussion centered on strengthening support for the University and, particularly, the students. Mrs. Carney-Nunes also reported that three new alumni chapters have been formed in Atlanta, Harrisburg and Delaware.

CONFLICT OF INTEREST

Chairman Bruce read aloud the Conflict of Interest Statement.

CHAIRMAN'S REPORT

Chairman Bruce's report included an emphasis on the Board Retreat held in July 2022. He indicated that the Board reviewed and discussed President's Allen's 2022-2023 goals and objectives previously accepted by the Board. He thanked the Board Committee Chairs for submitting their 2022-2023 Priorities, which tied to the goals and objectives that Dr. Allen had submitted.

The Chair also reported that the Board made review/revision of the Bylaws a priority as past events and actions revealed that areas of the bylaws required clarity and/or revision so that the Board could perform in a more informed manner in line with sunshine laws and supportive of its role as a policy making body.

Also included in the Chair's report was Board giving, which was at nearly 100%. He stated that this 100% Board giving is important to demonstrate Board support of the University's mission and goals, especially when seeking financial support from individuals and corporations/organizations. He emphasized that this is not a one-time goal but a goal that the Board will strive to achieve every year.

Chairman Bruce concluded his report by acknowledging the resignation from the Board of three Trustees, Ms. Kimberly Lloyd, Ms. Felicia McDade, and Dr. Debra Thomas, and thanking them for their service.

PRESIDENT'S REPORT

Dr. Allen's report consisted of reports and updates on various projects and efforts underway at the University.

- Mr. Carl Jackson and Dr. Peter Buck from Prospect14 made a presentation on their proposal to construct a Utility Solar Panel Farm on land owned by Lincoln. Mr. Jackson reported on the workings of the solar farm and answered questions regarding the energy benefits that could be realized by the University. Dr. Buck spoke about the educational opportunities that could be generated for Lincoln's students.
- Dr. Tiffany Lee, Vice President and Chief Operating Officer provided an update on admissions including efforts that will be engaged to address issues faced in admissions since the Covid pandemic.
- Mr. Marc Partee, Director/Chief of Police, Public Safety, reported on efforts to address health and safety on the campus through Lincoln's Police K-9 Program. He introduced the Trustees to Loki, the Firearms Residue Detection K-9, who was present for the report. Chief Partee's report included statistics on firearms incidents on campuses nationwide, the training that Loki had to engage in to receive certification, Lincoln's policy on weapons

possession, and Loki's introduction to the Lincoln University community of students, faculty and staff.

- Mr. Harry Stinson, Athletics Director, introduced Joshua Dean, who will serve as Interim Athletics Director starting September 19th, and provided an update on the athletics division. His update included projects and programs underway to enhance the University's capabilities to reach a wider range of students and bring in funds for the institution.

TREASURER'S REPORT

Mr. Charles Gradowski, Vice President for Finance and Administration gave a summary of the Treasurer's Report. The Board of Trustees accepted the Treasurer's Report as information.

STANDING COMMITTEES

Trustees, Degrees and Nominations Committee

Trustee Henry Lancaster, Chair of the Trustees, Degrees and Nominations Committee presented the following resolutions to the Board for approval.

(Trustee Lancaster recused himself from presenting and voting on the following resolution)

APPOINTMENT OF UNIVERSITY TRUSTEE **RES701_091722**
MR. HENRY LANCASTER '76

RESOLVED, That the Lincoln University Board of Trustees approves the nomination of Mr. Henry Lancaster '76 to serve a second four-year term as a University Trustee, expiring June 30, 2026.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

APPOINTMENT OF ALUMNI TRUSTEE **RES702_091722**
MS. LISA MB JOHNSON '85

RESOLVED, That the Board of Trustees hereby approves the nomination of the Alumni Association for the appointment of **Ms. Lisa MB Johnson '85** as Alumni Trustee to serve for a four-year term to expire on June 30, 2026.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

ADOPTION OF TRUSTEE ROLES AND RESPONSIBILITIES

RES703_091722

RESOLVED, That the Lincoln University Board of Trustees hereby approves the recommendation of the Executive Committee to adopt the “Trustee Roles and Responsibilities” put forward by the Trustees, Degrees, and Nominations Committee.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

**PROPOSAL TO RESTRUCTURE THE TRUSTEE
NOMINATION PROCESS**

RES704_091722

RESOLVED, That the Lincoln University Board of Trustees hereby approves the “Proposal to Restructure the Trustee Nomination Process” submitted by the Trustees, Degrees, and Nominations Committee of the Board.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

Business Affairs Committee

Committee Chair, Trustee Van Corbin presented the following resolutions for approval by the Board of Trustees.

**COLLECTIVE BARGAINING AGREEMENT –
LINCOLN UNIVERSITY CHAPTER OF THE AMERICAN
ASSOCIATION OF UNIVERSITY PROFESSORS (LUC-AAUP)**

RES705_091722

WHEREAS, The Administration and LUC-AAUP, the Faculty Union of Lincoln University have negotiated a new Collective Bargaining Agreement; and

WHEREAS, The Collective Bargaining Agreement covers the period September 1, 2022 to August 31, 2025, and

WHEREAS, The Collective Bargaining Agreement outlines the terms and conditions upon which the two entities will collaborate to advance the mission, goals and objectives of Lincoln University; now, therefore be it

RESOLVED, that the Lincoln University Board of Trustees endorses the recommendation of the Business Affairs Committee for the adoption of the Faculty Union Collective Bargaining Agreement for the period September 1, 2022 to August 31, 2025.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

**COLLECTIVE BARGAINING AGREEMENT – RES706_091722
LINCOLN DISTRICT COUNCIL 88 AMERICAN FEDERATION
OF STATE, COUNTY AND MUNICIPAL EMPLOYEES Local 2377 (AFSCME)**

WHEREAS, The Administration and AFSCME, the Clerical Union of Lincoln University have negotiated a new Collective Bargaining Agreement; and

WHEREAS, The Collective Bargaining Agreement covers the period July 1, 2022 to June 30, 2025, and

WHEREAS, The Collective Bargaining Agreement outlines the terms and conditions upon which the two entities will collaborate to advance the mission, goals and objectives of Lincoln University; now, therefore be it

RESOLVED, that the Lincoln University Board of Trustees endorses the recommendation of the Business Affairs Committee for the adoption of the Clerical Union Collective Bargaining Agreement for the period July 1, 2022 to June 30, 2025.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

**COLLECTIVE BARGAINING AGREEMENT –
LINCOLN POLICE ASSOCIATION**

RES707_091722

WHEREAS, The Administration and Police Association, the Police Union of Lincoln University have negotiated a new Collective Bargaining Agreement; and

WHEREAS, The Collective Bargaining Agreement covers the period July 1, 2022 to June 30, 2025, and

WHEREAS, The Collective Bargaining Agreement outlines the terms and conditions upon which the two entities will collaborate to advance the mission, goals and objectives of Lincoln University; now, therefore be it

RESOLVED, that the Lincoln University Board of Trustees endorses the recommendation of the Business Affairs Committee for the adoption of the Police Union Collective Bargaining Agreement for the period July 1, 2022 to June 30, 2025.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

Buildings and Property Committee

PROSPECT14

RES708_091722

WHEREAS, the current Strategic Plan for Lincoln University focuses on Academic Quality, Student Success, Infrastructure, and Financial Resources; and

WHEREAS, the focus on Financial Resources calls for the diversification of revenue for the University; and

WHEREAS, the 2019 Lincoln University Campus Master Plan identified several out parcels of owned land adjacent to the campus and identified potential opportunities for the development of these parcels in support of their monetization in support of revenue generation; and

WHEREAS, a proposal brought forward by Prospect 14 for a solar power generation facility (“solar farm”) requiring several acres of land to develop their operation would produce revenue for the University; and

WHEREAS, Prospect 14 seeks to form a strong partnership with the University that directly supports all four of the Strategic Plan’s goals; and

WHEREAS, the proposal was favorably received by the full Board of Trustees after having been previously presented to both the Board and the Buildings & Property Committee Board for action;

Now, therefore, be it

RESOLVED, that the University Administration is directed to enter into such agreements as necessary to accomplish the attainment of revenue and achievement of Strategic Plan goals, consistent with the Campus Master Plan, with Prospect 14, and to report progress through the Buildings & Property and Business Affairs Committees of the Board of Trustees as appropriate. Nothing in this Resolution delegates authority already vested in the Board while executing the matters related to this Resolution.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

THINK AND GROW SOLUTIONS, INC.

RES709_091722

WHEREAS, the current Strategic Plan for Lincoln University focuses on Academic Quality, Student Success, Infrastructure, and Financial Resources; and

WHEREAS, the focus on Financial Resources calls for the diversification of revenue for the University; and

WHEREAS, the 2019 Lincoln University Campus Master Plan identified several out parcels of owned land adjacent to the campus and identified potential opportunities for the development of these parcels in support of their monetization in support of revenue generation; and

WHEREAS, a proposal brought forward by Think and Grow Solutions for sustainable farming and production including the need for land to develop their operation would produce revenue for the University; and

WHEREAS, Think and Grow Solutions seeks to form a strong partnership with the University that directly supports all four of the Strategic Plan's goals; and

WHEREAS, the proposal was favorably received by the Buildings & Property Committee of the Board of Trustees and by consent, without objection, was recommended to the Board for action; now therefore, it is hereby

RESOLVED, that the University Administration is directed to enter into such agreements as necessary to accomplish the attainment of revenue and achievement of Strategic Plan goals, consistent with the Campus Master Plan, with Think and Grow Solutions and to report progress through the Buildings & Property and Business Affairs Committees of the Board of

Trustees as appropriate. Nothing in this Resolution delegates authority already vested in the Board while executing the matters related to this Resolution.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

Ad Hoc Bylaws Committee

Trustee Robert Archie provided an update on the proceedings of the Ad-Hoc Bylaws Committee and presented the following resolution for adoption by the Board.

PROPOSED AMENDMENTS TO THE FEBRUARY 9, 2019 RES710_091722 AMENDED AND RESTATED BY-LAWS OF LINCOLN UNIVERSITY – OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION

WHEREAS, the current By-Laws of Lincoln University – of the Commonwealth System of Higher Education (the “Lincoln University”) were adopted by the Board of Trustees on November 20, 1999 and amended and restated on February 12, 2011; September 15, 2018 and February 9, 2019 (collectively, together, the “By-Laws”); and

WHEREAS, the Board of Trustees of Lincoln University (the “Board of Trustees”) has determined based upon unexpected events and incidents that took place during the fiscal year of 2020 at various times at Lincoln University by the Board of Trustees that the By-Laws should be reviewed by an Ad Hoc By-Laws Committee (“Ad Hoc Committee”) and be amended and restated, if necessary, to be in compliance with the Commonwealth Court Order dated October 21, 2020; the Lincoln University – Commonwealth Act of July 7, 1972, P.L. 743, No. 176; the Sunshine Act, 65 Pa. C.S. § 703 and the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S. §§ 1501.

WHEREAS, after several meetings of the Ad Hoc Committee and combined with their review of the current amended and restated By-Laws, the Ad Hoc Committee proposes for consideration and adoption that the current By-Laws dated February 9, 2019 be amended and restated in their entirety so as to read in accordance with the amended and restated By-Laws attached hereto showing the proposed amendments and made a part hereof as Exhibit A; and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the new form of the Amended and Restated By-Laws identified as Exhibit A to this Resolution are hereby adopted and accepted as the Amended and Restated By-Laws of the Board of Trustees of Lincoln University and that the Secretary of the Board of Trustees is hereby authorized and instructed to insert said Amended and Restated By-Laws into the Board of Trustees’ corporate minute book to supersede the

existing current By-Laws for the regulation of the affairs of the Board of Trustees and Lincoln University.

Duly adopted this 17th day of September, 2022, by the Board of Trustees of Lincoln University – of the Commonwealth System of Higher Education.

A motion was made and properly seconded to approve the amendments to the By-Laws.

A roll call vote was conducted.

In Favor: 21 Opposed: 3

Motion passed.

CONSENT AGENDA

Chairs for the Audit, Investment, Planning and Development/External Affairs, Educational Policy and Academic Affairs, and Student Affairs Committees provided reports to the Board and addressed questions from Trustees. The Board accepted the Committee reports as information.

EXECUTIVE SESSION

The Board went into Executive Session to discuss personnel related matters. The public session reconvened following the close of Executive Session.

Chairman Bruce reported on the following:

VICE PRESIDENT, GENERAL COUNSEL, AND SECRETARY TO THE UNIVERSITY

RES711_091722

RESOLVED, that the Board authorizes the President to extend an offer to the successful candidate for the position of Vice President, General Counsel, and Secretary to the University as identified by the Search Committee.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

EVALUATION COMMITTEE

Trustee Kevin Vaughan, Chair of the Evaluations Committee presented the following:

EVALUATION AND SALARY PROPOSAL FOR PRESIDENT ALLEN RES712_091722

RESOLVED, That the Board approves the evaluation and proposal relative to salary adjustments for President Allen as submitted by the Evaluations Committee.

A motion was made and properly seconded to approve the resolution.

A roll call vote was conducted

Motion passed unanimously.

ADJOURNMENT

There being no further business, Chairman Bruce adjourned the meeting at 2:22 PM.