

**BOARD OF REGENTS
OF
OKLAHOMA COLLEGES**

MINUTES

RETREAT AND REGULAR BOARD MEETING

September 25-26, 2005

**Marriott Waterford Hotel
Oklahoma City, Oklahoma**

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MINUTES

Sunday, September 25, 2005, 12:00 p.m.

Monday, September 26, 2005, 8:00 a.m.

Waterford Marriott Hotel
6300 Waterford Boulevard
Oklahoma City, Oklahoma

I. ANNOUNCEMENT OF FILING MEETING NOTICE AND POSTING OF THE AGENDA IN ACCORDANCE WITH THE OPEN MEETING ACT

The Board of Regents of Oklahoma Colleges met in regular session at 12:00 p.m., September 25, 2005 and 8:00 a.m., September 26, 2005, Waterford Marriott Hotel, 6300 Waterford Boulevard, Oklahoma City, Oklahoma. Notice of the meeting had been properly filed with the Secretary of State August 1, 2005, and a copy of the Agenda posted by 12:00 p.m., September 22, 2005 in compliance with the Open Meeting Act.

II. CALL TO ORDER AND REGENTS' ROLL CALL

Board Chair Holloway called the meeting to order. Roll call established the presence of a quorum with five Regents present.

Ann Holloway, Chair, Position 7
Steve Poag, Regent, Position 1
Richard Ryerson, Regent, Position 6
Mark Stansberry, Regent, Position 8
Sandy Garrett, Regent, Position 9

II. CALL TO ORDER AND REGENTS' ROLL CALL (Continued)

A. R. #34 – EXCUSE ABSENT REGENT

Regent Stansberry made the motion, seconded by Regent Garrett, to excuse Regents Belva Howard, Position 2, Joe Anna Hibler, Position 3, Jan Gordon, Position 4 and Mickey

Thompson, Position 5.

Voting for the motion: Regents Stansberry, Garrett, Poag, Ryerson, Holloway

Voting against the motion: None

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Regent Howard arrived at 3:00 p.m.

Regent Gordon arrived at 3:50 p.m.

B. INTRODUCTION OF GUESTS

Regent Mark Stansberry, Chair, Retreat Committee, introduced Dr. Cathy Trower. The purpose of the current retreat was to narrow that focus regents and presidents and how they govern.

Dr. Trower was very highly recommended to us. She has worked with many, many governing boards in higher education and her work has been a catalyst for changing how regents and presidents think and how they govern.

Dr. Trower earned a doctorate in Higher Education Administration at the University of Maryland at College Park in 1996. In addition to her Ph.D., Cathy has an M.B.A. and a B.B.A. from the University of Iowa. Dr. Trower has published numerous articles and several book chapters about faculty work life, and edited a book entitled *Policies on Faculty Appointment: Standard Practice and Unusual Arrangements* (2000, Anker Publishing). Prior to going to Harvard, Cathy was a senior level administrator of business degree programs, and an adjunct faculty member at Johns Hopkins University. At the Harvard Graduate School of Education, Cathy Trower is a co-principal investigator with Richard Chair for *The Study of New Scholars*.

GUESTS

Dr. Cathy Trower, Retreat Facilitator

II. CALL TO ORDER AND REGENTS' ROLL CALL (Continued)

OTHERS PRESENT

University Presidents

Bill Cole, President, East Central University, Ada, Oklahoma

Larry Williams, President, Northeastern State University, Tahlequah,
Oklahoma

Paul Beran, President, Northwestern Oklahoma State University, Alva,
Oklahoma

Glen Johnson, President, Southeastern Oklahoma State University, Durant,
Oklahoma

John Hays, President, Southwestern Oklahoma State University, Weatherford,
Oklahoma

Roger Webb, President, University of Central Oklahoma, Edmond, Oklahoma

Board Administrative Staff

Sheridan McCaffree, Executive Director

Pat Shiflett, Executive Assistant

III. GOVERNANCE AS LEADERSHIP – Dr. Cathy Trower, Facilitator

- Why Do Some Boards Under-perform?

Dr. Trower stated that some of the symptoms of underperformance by a board are disengagement, micro-management, dysfunctional dynamics, and confusion over roles and responsibilities. The retreat participants submitted a response as to why they thought non-profit boards under-perform which was used as a backdrop for the retreat.

- Governance Modes: Fiduciary, Strategic and Generative

Dr. Trower presented the following information on the three modes of governance:

1. Fiduciary

- Board's central purpose is stewardship of tangible assets
- Board's principle role is sentinel

III. GOVERNANCE AS LEADERSHIP (Continued)

- Governance Modes: Fiduciary, Strategic and Generative

1. Fiduciary Mode

- Board's core work is a) ensure efficient and appropriate use of resources, b) ensure legal compliance and fiscal responsibility, c) oversee operations, and d) select and evaluate CEO.

2. Strategic Mode

- Board's central purpose is strategic partnership with senior management
- Board's principle role is strategist
- Board's core work is a) scan internal and external environments, b) resolve priorities, c) review and modify strategic plan, and d) monitor performance.

3. Generative Mode

- Board's central purpose is a source of leadership for the organization
- Board's principle role is sense maker
- Board's core work is a) discern issues, b) direct organizational attention, and c) reconcile value propositions.

- Mutual Expectations

The Regents and Presidents divided into separate groups and discussed the following questions:

- What specifically could (or does) the other group do that would enable you to fulfill your responsibilities even more effectively?
- What is the most difficult aspect of the other group's role?
- What makes for great leadership, presidential or board?
- For what are you most grateful with respect to the other group?

Each group summarized key points and reported on similarities, differences, and practical implications.

III. GOVERNANCE AS LEADERSHIP (Continued)

The Board Chair declared a break at 2:20 p.m. The meeting reconvened at 2:35 p.m.

▪ **Creating Cohesion**

Regents and presidents engaged in several interactive exercises to identify the hallmark characteristics of units that work well together, and considered how to apply this knowledge as they work together.

The Board recessed at 6:00 p.m.

**CONTINUED MEETING
September 26, 2005, 8:00 a.m.**

IV. CALL TO ORDER AND REGENTS' ROLL CALL

Board Chair Holloway called the meeting to order. Roll call established the presence of a quorum with eight Regents present.

Ann Holloway, Chair, Position 7
Steve Poag, Regent, Position 1
Belva Howard, Regent, Position 2
Joe Anna Hibler, Regent, Position 3
Jan Gordon, Regent, Position 4
Richard Ryerson, Regent, Position 6
Mark Stansberry, Regent, Position 8
Sandy Garrett, Regent, Position 9

GUESTS

Edward Neparko, Oklahoma Conference American Association of University Professors (AAUP), Weatherford, Oklahoma
Steve Kreidler, Executive Vice President for Administration

OTHERS PRESENT

University Presidents

Bill Cole, President, East Central University, Ada, Oklahoma
Larry Williams, President, Northeastern State University, Tahlequah, Oklahoma
Paul Beran, President, Northwestern Oklahoma State University, Alva, Oklahoma

IV. CALL TO ORDER AND REGENTS' ROLL CALL (Continued)

OTHERS PRESENT

University Presidents

John Hays, President, Southwestern Oklahoma State University,
Weatherford, Oklahoma
Steve Kreidler, Executive Vice President for Administration, University of
Central Oklahoma, Edmond, Oklahoma, representing President Webb

Board Administrative Staff

Sheridan McCaffree, Executive Director
Pat Shiflett, Executive Assistant

V. MINUTES OF PREVIOUS MEETING

R. #35 – MINUTES OF JULY 29, 2005

Regent Poag made the motion, seconded by Regent Ryerson, to approve the minutes of the July 29, 2005 regular meeting.

Voting for the motion: Regents Poag, Ryerson, Howard, Hibler, Gordon, Stansberry, Garrett, Holloway

Voting against the motion: None

VI. REPORT OF BOARD COMMITTEE PROCEEDINGS

A. ACADEMIC AFFAIRS COMMITTEE REPORT – Chair Steve Poag
(Attachment A, Pages 30-31)

Regent Poag made the motion, seconded by Regent Howard, to approve the following academic affairs committee items submitted by submitted by Northwestern Oklahoma State University and the University of Central Oklahoma:

1. Northwestern Oklahoma State University

R. #36 – INTERLOCAL COOPERATIVE AGREEMENT

Enter into an Interlocal Cooperative Agreement between the Oklahoma Department of Corrections and Northwestern Oklahoma State University to collaborate in the planning, development, and implementing of residential substance abuse

VI. REPORT OF BOARD COMMITTEE PROCEEDINGS

A. ACADEMIC AFFAIRS COMMITTEE REPORT

R. #36

treatment services at the Charles E. "Bill" Johnson Correctional Center, Alva, Oklahoma, for a term of one (1) year. NWOSU will receive an amount not to exceed Two hundred fifty-five thousand dollars (\$255,000) for said services.

2. University of Central Oklahoma

R. #37 – MASTER OF SCIENCE IN ATHLETIC TRAINING

Submission of a new program proposal for the Master of Science in Athletic Training. The program was developed by the Department of Kinesiology and Health Studies and has been reviewed through appropriate channels at the university including the college, Academic Affairs, and the President. The proposal has gone through the Letter of Intent process with the OSRHE for the University of Central Oklahoma.

B. BUILDING COMMITTEE REPORT – Chair Richard Ryerson
(Attachment B, Pages 32-51)

Regent Ryerson made the motion, seconded by Regent Gordon, to approve the following building committee items submitted by Northwestern Oklahoma State University, Northeastern State University, Southeastern Oklahoma State University, Southwestern Oklahoma State University, East Central University and the University of Central Oklahoma:

1. **Northwestern Oklahoma State University**

R. #38 – REAL PROPERTY LEASE AGREEMENT

Lease agreement with Oklahoma State University for real property consisting of approximately 40 acres located in Woodward, Oklahoma. The property will be used for the construction of the Woodward Campus Educational Building. The lease term is 100 years and the lease payment is \$1.00 annually to be paid from E&G Funds.

VI. REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)

B. BUILDING COMMITTEE REPORT

2. **Northeastern State University**

a. **R. #39 – AMENDMENT TO BROKEN ARROW LEASE AGREEMENT**

Ratification of Amendment to Lease Agreement between the City of Broken Arrow and Northeastern State University. The amendments were unanimously approved by the City of Broken Arrow City Council on August 15, 2005. The revisions contemplate donation of 199 acres of land by the City of Broken Arrow to Northeastern State University. The proposed donation is to be submitted to Broken Arrow voters at a special election set for November 8, 2005. Board Chair Ann Holloway approved the amended lease on August 14, 2005.

2. **Northeastern State University**

b. **R. #40 - PERFORMANCE ENERGY CONTRACT SEMPRA ENERGY SERVICES - PROJECT #4850010**

Change Order #1 – Increase in the amount of \$126,326 to purchase and install an exterior boiler for the existing Science Building. Project will be funded with Master Lease Funds. (Board Approval Dates: 2003 R#188-Award of contract and

use of Master Lease Funds, 2003 R#181-Increase project amount, 1997 R#160-Increase project amount)

3. **Southeastern Oklahoma State University**

a. **R. #41 – REAL PROPERTY LEASE**

Authorize the President to execute the Real Property Lease by and between the University and the Southeastern Foundation, Inc., subject to approval by the Regional University System of Oklahoma General Counsel, for approximately 79.5 acres adjacent to the softball complex located on 1st street in Durant, Oklahoma.

VI. **REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)**

B. **BUILDING COMMITTEE REPORT**

3. **Southeastern Oklahoma State University**

b. **R. #42 – POLICY WAIVER**

Waive policy 5.10.1 - Policies on Naming Buildings and name the Oklahoma Small Business Development Center Building located at the corner of Third and University in Durant, Oklahoma the Grady Pennington OSBDC Building.

President Johnson requested that the information regarding naming the center the Grady Pennington Oklahoma Small Business Development Center be kept confidential until the dedication of the building on October 15, 2005.

4. **Southwestern Oklahoma State University**

a. **R. #43 - MEMORIAL STUDENT UNION PROJECT #6650023**

Bids awarded since the last Board meeting:

**Bid 18 – Terrazzo Flooring-Southwest Terrazo, Inc.
Bid 21 – Elevator-Thyessenkrupp Elevator
Bid 51 – Lighting Equipment-Emsco Electric Supply
Bid 53 – Carpet-Commercial Floors Direct**

b. **R. #44 – DECLARATION OF EASEMENT**

Declaration of Easement between Southwestern Oklahoma State University and the First Assembly of God Church regarding a mutual parking easement.

VI. **REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)**

B. **BUILDING COMMITTEE REPORT**

4. **Southwestern Oklahoma State University**

c. **R. #45 – CROWDER LAKE PARK PAVING PROJECT**

Bid and award the Crowder Lake Park paving project estimated at \$85,500 to be reimbursed by ODOT.

5. **East Central University**

a. **R. #46 - FINE ARTS CENTER - PROJECT #2300038**

Solicit bids for the construction of the Fine Arts Center project. The plans and drawing have been completed. The Center will house all the fine arts programs as well as providing for a performance hall with a seating capacity of approximately 1,000. (Revenue Bonds and Private Funds)

b. **R. #47 – MICKEY MCBRIDE GYMNASIUM ROOF REPAIRS - PROJECT #2300013**

Contract award to Coates Roofing Company, Inc. of Seminole, Oklahoma for \$55,740 as the lowest and best bid for the Mickey McBride Gymnasium room repairs. In the bid packet, we asked for proposals to repair the roof and added this sentence, "Although cost is an important factor, East Central University is interested in a solution that will provide for the protection of the assets of the University. East Central University will evaluate each proposed solution based on feasibility, timeliness and economics." (Section 13/New College funds)

VI. **REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)**

B. **BUILDING COMMITTEE REPORT**

5. **East Central University**

c. **R. #48 - ATHLETIC FACILITIES MASTER PLAN PROJECT #2300024**

After approval was given at the January 21, 2005 meeting and following established guidelines and procedures, ECU received ten letters of interest and selected three architect firms to interview. The three firms interviewed were Sparks Sports, LWPB Architects and Architects in Partnership. We request permission to award this contract to develop a master plan for ECU's athletic facilities to Sparks Sports. (Section 13/Student Activity Facility Fees)

6. **University of Central Oklahoma**

a. **Projects**

R. #49 - Roof Repair and Replacement Project #1200043

Final Completion of the Broncho III (IV) Roof Replacement project with Metro Roofing, Inc. as completed on August 19, 2005. The total cost of the contract is \$21,525. The Board approved the project April 15, 2005. (R#199). (Auxiliary

Funds)

b. **Change Orders**

1) **R. #50 - WANTLAND STADIUM IMPROVEMENTS-SPORTS COMPLEX
FLINTCO, INC. - PROJECT #1200032**

Change Order # 3 in the amount of \$59,287 for rerouting primary electric in conjunction with Edmond Electric, re-install stadium lighting, add deck coating, wall hydrants and fence emblems and special color louver and roof decking. Board approved the project June 2003. (R#219) (Student Facility Fees, Private Funds, Rental Revenue)

VI. **REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)**

B. **BUILDING COMMITTEE REPORT**

6. **University of Central Oklahoma**

b. **Change Orders**

2) **R. #51 - WANTLAND STADIUM IMPROVEMENTS-SPORTS COMPLEX
FLINTCO, INC. - PROJECT #1200032**

Change Order #4 in the amount of \$138,083 for east side curb and gutter, additional upper deck seating, revisions to grading at west and south areas, add secondary roofing to concourse, and additional concourse level roof hatches. Board approved the project June 2003. (R#219) (Student Facility Fees, Private Funds, Rental Revenue)

3) **R. #52 - WANTLAND STADIUM IMPROVEMENTS SPORTS COMPLEX
FLINTCO, INC. - PROJECT #1200032**

Change Order #5 in the amount of \$129,975 for stadium signage and graphics, revisions to west field drainage systems, modify plaza configuration and modify scoreboard speaker platform. Board approved the project June 2003. (R#219) (Student Facility Fees, Private Funds, Rental Revenue)

4) **R. #53 - WANTLAND STADIUM IMPROVEMENTS-SPORTS COMPLEX
UTILITIES PROJECT FLINTCO, INC.
PROJECT #1200032**

Change Order #1 in the amount of \$49,486 for water meter pit changes, water line size increases and to extend the sanitary sewer line and manhole locations to meet requirements of City of Edmond. Board approved the project June 2003. (R#219) (Student Facility Fees, Private Funds, Rental Revenue)

VI. **REPORT OF BOARD COMMITTEE PROCEEDINGS (Continued)**

B. **BUILDING COMMITTEE REPORT**

6. **University of Central Oklahoma**b. **Change Orders**5) **R. #54 - WANTLAND STADIUM IMPROVEMENTS-SPORTS COMPLEX UTILITIES PROJECT - FLINTCO, INC. PROJECT #1200032**

Change Order #2 in the amount of \$12,704 for costs associated with line conflicts, extended boring length of sanitary sewer and storm line on east. Board approved the project June 2003. (R#219) (Student Facility Fees, Private Funds, Rental Revenue)

6) **R. #55 - HOWELL HALL SCIENCE LABORATORIES - J.L. WALKER PROJECT #1200010**

Change Order #1 in the amount of \$14,344 for extensions to water, gas and vent lines to meet existing connections not installed per record drawings. Board approved the project February 2005. (R#163) (Private Gift and E&G Funds)

7) **R. #56 - PARKING, SIDEWALKS, LIGHTS & LANDSCAPING DIVERSIFIED CONSTRUCTION PROJECT #1200013**

Change Order #1 which includes three items. Item 1 is acceptance of Bid additive Alternate Number Eight in the amount of \$6,750 for sidewalks and gravel. This increases the project Base Contract amount to \$134,346. Item 2 and 3 are in the amount of \$5,168 and provide overtime labor for early completion of the project and for a cast stone sign to read "Plunkett Park". Board approved the project January 2005. (R#128) (Private Gifts, Section 13/Offset funds and E&G Funds.

VII. **PRESIDENTS' RECOMMENDATIONS**A. **R. #57 - NORTHWESTERN OKLAHOMA STATE UNIVERSITY**

Regent Gordon made the motion, seconded by Regent Ryerson, for approval of the President's Recommendations for Northwestern Oklahoma State University as presented by President Beran. (Attachment C, Pages 52-59)

Voting for the motion: Regents Gordon, Ryerson, Poag, Howard, Hibler, Stansberry, Garrett, Holloway

Voting against the motion: None

B. **R. #58 - EAST CENTRAL UNIVERSITY**

Regent Poag made the motion, seconded by Regent Garrett, for approval of the President's Recommendations for East Central University as presented by President Cole. (Attachment D, Pages 60-66)

Voting for the motion: Regents Poag, Garrett, Howard, Hibler, Gordon, Ryerson, Stansberry, Holloway

Voting against the motion: None

C. R. #59 - UNIVERSITY OF CENTRAL OKLAHOMA

Regent Hibler made the motion, seconded by Regent Garrett, for approval of the President's Recommendations for the University of Central Oklahoma as presented by Steve Kreidler, Executive Vice President for Administration, representing President Webb. (Attachment E, Pages 67-85)

Voting for the motion: Regents Hibler, Garrett, Poag, Howard, Gordon, Ryerson, Stansberry, Holloway

Voting against the motion: None

D. R. #60 - SOUTHWESTERN OKLAHOMA STATE UNIVERSITY

Regent Stansberry made the motion, seconded by Regent Howard, for approval of the President's Recommendations for Southwestern Oklahoma State University as presented by President Hays. (Attachment F, Pages 86-96)

VII. PRESIDENTS' RECOMMENDATIONS (Continued)

D. R. #60

Voting for the motion: Regents Stansberry, Howard, Poag, Hibler, Gordon, Ryerson, Garrett, Holloway

Voting against the motion: None

E. R. #61 - NORTHEASTERN STATE UNIVERSITY

Regent Ryerson made the motion, seconded by Regent Stansberry, for approval of the President's Recommendations for Northeastern State University as presented by President Williams. (Attachment G, Pages 97-113)

Voting for the motion: Regents Ryerson, Stansberry, Poag, Howard, Hibler, Gordon, Garrett, Holloway

Voting against the motion: None

F. R. #62 - SOUTHEASTERN OKLAHOMA STATE UNIVERSITY

Regent Stansberry made the motion, seconded by Regent Hibler, for approval of the President's Recommendations for Southeastern Oklahoma State University as presented by President Johnson. (Attachment H, Pages 114-122)

Voting for the motion: Regents Stansberry, Hibler, Poag, Howard, Gordon, Ryerson, Garrett, Holloway

Voting against the motion: None

R. #63 – RESOLUTION

Regent Garrett made the motion, seconded by Regent Poag, to approve a resolution from the Board, to be presented to Grady Pennington upon the dedication of and naming of the Grady Pennington Oklahoma Small Business Development Center.

Voting for the motion: Regents Garrett, Poag, Howard, Hibler, Gordon, Ryerson, Stansberry, Holloway

Voting against the motion: None

VII. PRESIDENTS' RECOMMENDATIONS (Continued)

F. SOUTHEASTERN OKLAHOMA STATE UNIVERSITY

President Johnson requested that the Board prepare a resolution for Grady Pennington, to be presented at the dedication of the Grady Pennington Oklahoma Small Business Development Center on October 15, 2005 at 12:30 p.m.

He also requested that the information regarding naming the center the Grady Pennington Oklahoma Small Business Development Center be kept confidential until the dedication of the building.

VIII. PRESIDENTS' COUNCIL REPORT – President Paul Beran

No report

IX. EXECUTIVE DIRECTOR'S REPORT

Sheridan McCaffree stated that the administrative office now has direct phone lines. She also stated that if anyone would like to have the CD, Oklahoma's Senior Regional Universities, The Best Investment for Oklahoma, please call the administrative office.

X. CHAIR'S REPORT

- Regent Holloway stated that three Regents and the Executive Director attended the Regents' Education Program held on September 21, 2005.
- Regent Holloway congratulated Dr. Cole on being inducted into the Oklahoma Educator's Hall of Fame.
- Regent Holloway stated she would like to change the date of the October Board meeting and committee meetings to Thursday, October 13, 2005. The Friday, October 14, 2005 meeting date is in conflict with the first Oklahoma Women in Higher Education Conference that several of the women would like to attend. The consensus of the Board was to reschedule the Board meeting and committee meetings for Thursday, October 13, 2005.

XI. REGENTS' COMMENTS AND ANNOUNCEMENTS

None

XII. NEW BUSINESS

None

The Board Chair declared a break at 8:35 a.m. The meeting reconvened at 8:45 a.m.

XIII. CONTINUED GOVERNANCE AS LEADERSHIP

Each retreat participant answered the question: "What is the single most important question/issue that the Board and the Presidents will need to answer/work on together in the next 12-18 Months?" The response to the question was in the form of a question.

Each group reached a consensus on the key issue and answered the following questions:

- What would be the single most persuasive evidence of success?
- What does the Board of Regents need to do to help ensure this success?
- What do the Presidents need to do to ensure success?

Each group was assigned one of the strategic priorities identified in an earlier session and asked to answer the following questions:

- What are the key policy questions and strategic decisions presented by this issue or challenge?
- Is the board currently well-organized to deal with the strategic priority?
- If so, who should do what? If not, how might the board be better organized?
 - What changes, if any, should be made in the board's standing committee structure and the use of ad hoc groups?
 - How should the work of these groups be coordinated with one another and with the strategic priorities?
 - When and how should the 'shelf life' of committees and work groups be reviewed?
 - What, if anything, is needed from the presidents?

Reports were given by each group on key policy questions and strategic decisions.

XIV. ADJOURNMENT

The meeting adjourned at 1:05 p.m.

Submitted by:

Ann Holloway
Board Chair

Belva Howard
Secretary

Minutes approved by the Regional University System of Oklahoma this _____ day of _____, _____.

The next regular meeting of the Regional University System of Oklahoma is scheduled for 1:00 p.m., October 13, 2005, East Central University, Ada, Oklahoma.