

BOARD OF TRUSTEES FOR ALABAMA STATE UNIVERSITY
MINUTES OF SPECIAL CALLED MEETING
APRIL 9, 1999

The Board of Trustees for Alabama State University convened in a special meeting called by the Governor on April 9, 1999 at Alabama State University in the Board Room of the Joe L. Reed Acadome. The meeting was called to order by the Chairman, Dr. Joe L. Reed at 10 a.m.

Invocation—Agenda Item II. Invocation was led by Chairman Reed.

In attendance were Ms. B. Maxine Coley, Mr. James C. Cox, Mr. Oscar Crawley, Mr. Buford Crutcher, Mrs. Toreatha M. Jones, Mr. Robert A. Jones, Jr., Mr. Larry H. Keener, Mrs. Patsy B. Parker, Mrs. Frankye H. Underwood, Mr. Donald V. Watkins, and Mrs. Catherine W. Wright. Chairman Reed declared a quorum present—**Agenda Item III—Roll Call.**

Chairman Reed noted that the meeting was called by the Governor pursuant to Section 1650-26 of the Alabama State University Statute in The Alabama Code. The notice was sent out on March 24, 1999 to all Trustees and the Secretary to the Board in ample time pursuant to the statute so that the called meeting could be held. Chairman Reed asked that the contents of the letter be noted in the minutes. The Governor's letter addressed to each Trustee stated "As you are aware, six members of the board have applied in writing for me to call a special meeting of the Alabama State University Board of Trustees. Alabama Code 16-50-26(2) requires the Governor to call a special meeting 'upon the application in writing of any four members of the Board...' Therefore, pursuant to statute, I hereby call a Special Meeting of the Board of Trustees for Friday, April 9, 1999 at 10 a.m. The meeting will be held in the Board Conference Room at the Joe L. Reed Acadome."

On call for **Adoption of the Agenda—Agenda Item IV**, it was moved by Trustee Watkins, seconded by Trustee Wright that the agenda be adopted. Trustee Watkins then moved to amend the agenda by deleting **Item #13, Election of Interim Officers**, and stated his desired to speak to the motion. The motion was seconded by Trustee Jones. Trustee Watkins stated that the Item deals with election of interim officers; that there is currently pending a legal dispute which is still in court; that a hearing was held on April 8, 1999 but no ruling was issued. Since the issue has not been decided on one way or the other, Watkins suggested that the item should be deleted so that the Board would not have to deal with it and also because the terms of offices end in May and the expirations may occur prior to any judicial ruling. Chairman Reed called for further discussion. Trustee Parker concurred with Trustee Watkins and stated that it would cause havoc to elect officers any other way. Trustee Crutcher stated that he wants to make sure that the Board is on legal grounds in connection with those remarks and that the Board is following the **Bylaws**. He requested a ruling from the General Counsel. Trustee Watkins stated that he does not intend for his remarks to be a waiver of any legal position. He thinks that the Board can facilitate the transaction of University business first and the legal dispute will take care of itself. By consensus and without objections, the Item was removed from the Agenda. Trustee Crutcher requested that pending House Bill 260 regarding the Bel Air property be added to the Agenda for discussion under Other Business. Trustee Watkins moved that

Agenda Item IX—Approval of Professional Services Contracts Over \$30,000 be the last item on the Agenda to be placed between Other Business and Adjournment. Chairman Reed asked if there were any objections. There being none and by consensus the Item was moved. Trustee Wright informed the Chairman that a resolution is not on the Agenda that she had forwarded to the President in a timely order to be placed on the Agenda for acceptance of the lowest responsible bidder for the construction of the Buskey Allied Health Sciences Building and that she would speak to the resolution if necessary. President Harris informed the Board that the resolution is not on the agenda and that he intends to speak to it and a whole set of things when he makes his report. Chairman Reed asked if there was anything else for the Agenda which is before the Board. Chairman Reed stated that the motion to adopt the Agenda was made by Trustee Watkins and seconded by Trustee Wright. Trustee Keener asked for the Aye and Nay votes. Chairman Reed called for votes of those in favor of adopting the Agenda. Voting aye were Coley, Crawley, Crutcher, Jones, Watkins and Wright. Chairman Reed called for votes of those opposed to adopting the Agenda. Voting nay were Cox, Johnson, Keener, Parker, Reed and Underwood. Chairman Reed stated that adoption of the Agenda had failed and he declared the meeting adjourned because there was no stated purpose of the meeting in the Governor's call, and since the Agenda had failed no business could be done.

Trustee Watkins stated that according to Roberts Rules of Order, it takes a motion, and a favorable majority vote, to adjourn a meeting. Chairman Reed rejected that position and declared the meeting adjourned. Trustees Watkins and Crutcher called for a point of order. Chairman Reed stated that there is one point of order to appeal the decision of the chair. Trustee Crutcher stated that there is business to be conducted for the University. Chairman Reed stated that Trustee Crutcher's question was on the agenda and that the agenda had not been adopted. Trustee Crutcher then moved that the meeting be adjourned to a date certain. Chairman Reed declared that the meeting had already been adjourned.

Trustee Watkins stated that he had a point of order and indicated that he wanted to make a comment and called to the attention of the Chairman that the Court Reporter is present. (NOTE -- Trustees Cox, Keener, Johnson, Underwood then left the meeting.) He made comments regarding Judge Murphy's order that the Board and not any committee of the Board should be involved in the implementation of his decree which includes the building that the Board has a low bid on and the Board has not accepted the low bid. Trustee Watkins stated that the Chairman can take a chance and let someone enter a contract without Board approval but that no governmental body can allow or delegate the function to contract to someone else, especially such a body under federal court order. Trustee Watkins stated that a few years ago Judge Murphy had summoned all Board members to a hearing and told them not to allow one person to make all of the decisions and that he was not going to send for the Board again; that the Board has an obligation to accept the low bid on a court-ordered building and to move that project along as expeditiously as possible; that that was one of the items mentioned in the letter to the Governor and that is one of the reasons that a called meeting was asked for and granted. He thought it irresponsible as Board members, if nothing else is done, not to conduct the business necessary to further a matter that is under court order and one that the Board has been specifically warned about with respect to the conduct of Trustees as Board members.

Watkins further stated that he wants the record to be clear that at least as far as Board member Donald Watkins, who is a lawyer, is concerned, that he did everything he could to comply with Judge Murphy's order and to try to advance the implementation of Judge Murphy's court decree. He does not want to second guess why people did not want to raise their hands to conduct business but he wants the record to be clear that he did all he could do.

Trustee Wright stated that she believes that there has to be a motion to close the meeting or to recess the meeting and she requested a roll call vote of that motion. Chairman Reed stated that the meeting had been adjourned, that there was nothing in the call, that the agenda was not adopted and for lack of business the meeting was adjourned. Trustee Crutcher stated that a quorum of the Board would remain. Trustee Wright requested information as to how the meeting could be closed without a motion and how the full Board does not have a vote on a motion to close or recess or adjourn the meeting. She asked for a roll call of that motion. Chairman Reed explained that there was no motion and that the meeting was adjourned.

Trustee Jones then took the floor and stated that Chairman Reed had concluded that the meeting was adjourned there was still a quorum present and as a Trustee he was going to exercise his fiduciary obligation to the University and call a meeting to order. He stated that the first item of that meeting was to elect an interim presiding officer. He then moved that Trustee Wright be elected as chairperson for the continuation of the meeting. The motion was seconded by Trustee Watkins.

Trustee Jones informed Chairman Reed that the meeting was continuing under a different presiding officer and he could leave the meeting if he desired. Jones then called for the vote on the motion. Trustee Watkins asked that the record indicate on a roll call basis which Trustees voted for the motion to carry on the business of the University. Trustee Jones indicated that he would determine who is present and asked Trustee Parker if she would be voting on the motion. Trustee Parker indicated that she desired to ask a question. Trustee Jones responded that he was presiding and put his question to her again as to whether she would be voting on the motion. Trustee Parker expressed her refusal to be rammed and stated that she was going to speak to her concerns. She then asked for a point of personal privilege. Trustee Jones granted the request.

Trustee Parker asked the reason for the rush to conduct the business when a regular meeting was scheduled for May 8. She stated that the Board will be having a meeting on May 8 and that will give Trustees time to look at the issues and the information on the bidding. She stated that she does not know who has been recommended as the high or low bidders and that she would like to know that. She asked why the information was not sent to Trustees so that they could study the information. She stated that her nay vote was for reason of not having received information about the bids. She asked again about the urgency of having that transaction handled today rather than on May 8. Trustee Jones responded that he is not sure there will be a meeting in May. Trustee Parker stated that there would be a meeting in May because it is mandated. She again asked what is the rush for having something blindly thrust upon her that she has not seen for vote. She asked for her question be answered.

Trustee Watkins asked if he could answer her question. He stated that her question was a good legitimate question. He indicated that there are two ways for Trustees to call a meeting—One is that any four Trustees can ask the Governor to call a meeting which is in the statute. The other way is that any four Trustees can ask the chairman to call a meeting. A letter went first to the

Chairman signed by five Trustees. The **Bylaws** require that the Chairman, upon receipt of the letter, must call a meeting within so many days. He reiterated that it doesn't depend on whether there is some urgent business, it just indicates that any four Trustees wanting a meeting for any reason may make the request in writing to the Chairman. This was done per the **Bylaws** and submitted to the appropriate people and there is no question that it was received. A meeting was not called. The second letter resulted in meeting today. Trustee Parker asked again if there is some urgency. Trustee Watkins informed her that in the February meeting President Harris reported on the Allied Health Sciences Building in connection with a couple of aspects-- bids were submitted and information was given on the low bid; (Trustee Watkins stated that he does not remember who the low bidder was) and President Harris indicated also that we were doing a project manager proposal and that during the month of March he would be in position to close that out and he stated that he wants to have a project manager on board before breaking ground on the Allied Health Sciences Building. This was one of the reasons for a called meeting. Trustee Watkins stated that he signed the letter because he is mindful of what Judge Murphy told Trustees when they were sent for. He stated that he knows there are two things Trustees need to do that can't wait until May. The Board could literally say it is going to wait until May to deal with the low bidder matter but when you wait until May no lawful authority has the power to accept the lowest responsible bid except the Board of Trustees that has the statutory power to accept and make contracts. The Board can authorize the President to sign something after the bid is accepted. He noted that groundbreaking should not be done until the lowest bid is accepted as a Board and the project manager is on board. He further stated that there is no legitimate reason why the Board should not go forward and that if the Board does nothing else it should at least address the things it is under court order to do. He stated that he does not care when officers are elected.

Trustee Parker indicated that she does not care who the officers are but wants the officers to be elected in May. Trustee Watkins invited Trustee Parker to help them conduct the business no matter how she votes. Trustee Parker stated that she did not want to; that she would like to but that she does not know enough about the issues that should have been sent by somebody. She stated that if there are three or four people who have bid, in order for her to vote intelligently she would need to read the material. She thanked him for his time and left the meeting.

Trustee Jones continued the roll call vote on the motion to elect Trustee Wright as interim presiding officer. Voting aye were Trustees Coley, Crawley, Crutcher, Watkins, Wright and Jones. The motion was carried by unanimous vote of the quorum present. He then turned the meeting over to Trustee Wright.

Trustee Watkins stated that an agenda needs to be adopted and that for a point of order that the person who held himself out as chairman and declared the meeting adjourned was out of order; that neither Robert's Rules of Order nor the **Bylaws** of the Board were followed and that is why he is participating in the continuation of the meeting. He noted that under the statute six people constitute a quorum and the public notice has been served that the Trustees are in meeting to conduct business pursuant to a gubernatorial call of a special meeting; there is an agenda that was sent out in advance and since the person who held himself out as chair abandoned his post Robert's Rules of Order together with a legal opinion received about a year or so ago the Board of Trustees may proceed to conduct business once it establishes through an election, which was just done, to elect interim or presiding officers to conduct this meeting. He further noted for the record that the person who holds herself out as vice chair abandoned the meeting also and by abandoning physically the meeting they in effect abandoned their duties as chair and vice chair respectively for the purpose of

carrying out this meeting thereby making it necessary and appropriate to conduct the election of temporary or interim officers.

Trustee Wright indicated that the meeting would proceed. Trustee Watkins was recognized and he moved that the agenda be adopted as amended with the amendments that the Trustees went over earlier. He then noted that there was one amendment that he made regarding removal of item on the election of interim officers. He indicated that he wants to put the item back on the agenda in case there is a legal question as to whether the item had to be on the agenda in order for the Trustees to go forward with the business today. He made an amendment to put the item back on the agenda and to move it up so it will be the next item and that when the item comes up he will explain that it is a ratification of what was just done. The other amendment he made was to move approval of Professional Services Contracts Over \$30,000 down to a category between Other Business and Adjournment. The motion amending the agenda was seconded by Trustee Jones. Trustee Wright called for votes of acceptance of the motion. The motion was carried by unanimous vote.

Agenda Item XIII—Election of Interim Officers. Trustee Watkins stated that the first item will be the election of interim officers. He moved that the Trustees ratify the election just held to get them started and that the person elected as chairperson, as interim officer, be Trustee Catherine Wright and he added to the motion that a vice chair be elected and he nominated Trustee Maxine Coley. The motion was seconded by Trustees Jones and Crutcher. Trustee Wright called for the vote to accept the motion. The motion was carried unanimously.

Agenda Item V—Adoption of Minutes of Previous Meeting. Trustee Watkins moved that the February 5, 1999 minutes be carried over to the May meeting and he noted that there are some errors in the draft he received and he also noted, for the record, that while the minutes have not been approved by the Board at any meeting that he is aware of they have been signed on the last page by Dr. Joe L. Reed, Chairman, Board of Trustees. The motion to carry approval of the minutes forward to the May meeting was carried by unanimous vote.

Trustee Wright called for the **President's Report—Agenda Item VI.** President Harris began his report by saying, for the record, that this was indeed one of the most remarkable situations he has faced in 17 years as a university president. He did not come to the meeting with a prepared statement about this or other situations because he came prepared to present to the University Trustees business that we would conduct pursuant to a call by the Governor. He stated that he has no position one way or another about what transpired this morning. He tried as best he could to maintain a position as President of the University who would stand as a person who would focus attention on it while political matters, whatever they be, were handled by people who are involved in political matters. He stated that he wished to make sure that all of them know exactly what his position is concerning this; he further stated that he thinks he has been unrelenting in it and he wants to make sure that he especially expresses his neutrality in anything that is happening here and when it is over and done with his job eventually is to work for the Board of Trustees for the University and to carry forward the goals and plans that have been made.

President Harris stated that most of what would be before the committee will come out in the agenda before them. Except just for information, he told the Trustees there are two things he would like to say. One, he reminded them again that the administration has gone through the process for

the last several months under the leadership particularly of Vice President Gallot in making an evaluation of the current tuition rate of the University. In May he will have prepared for their consideration proposals for changing the tuition rate at the University. He informed the Trustees of this at the February meeting and now at this meeting. He stated that it is a critical issue for the

University. He also pointed out that as a part of that he intends to suggest that the Trustees consider changing from tuition and required fees to just a matter of plain tuition so that all required fees are tuition and nothing more. President Harris indicated that he will be recommending this for three reasons. First, this would be a way to make it possible for the administration to deal effectively with determining how best to use the money for what the University needs without it being specified. Second, if the lottery does pass it will call for payment of tuition and he told the Trustees that he firmly believes that the tuition interpretation means all required fees. He stated that for the matter of making it clear, if the administration doesn't have to explain it, the definition would then include just tuition and there wouldn't be any worry about fees when ASU would present its documentation.

The President then reported that the appropriations committee of the House Ways and Means Committee has voted its recommendation and currently the proposal is for approximately a 6.2% increase for state universities. There is still some hope that there can be some additional funding for the universities in the Senate as that process goes forward and that the administration will continue to work and see what happens.

On another matter, President Harris informed the Trustees that just yesterday the final closing sale on the Montgomery School Board building on West Fifth Street was concluded and the administration intends to convert it to a maintenance facility. Possession of that building will be gained on April 15 and the administration will proceed forthwith after that to begin the needed renovations.

Trustee Watkins was recognized to ask President Harris some questions. Prior to asking the questions, he complimented President Harris for his neutrality. He indicated that he has never seen a college president in a more difficult situation; that he has observed his neutrality for the last five years which he appreciates because what is going on is a Board matter and not a president-board matter. Trustee Watkins stated that he has the upmost empathy for the President's situation and he has done a most masterful job under the most difficult circumstances he has seen with a college president anywhere. He stated that he appreciates the posture the President is in and the way he has conducted himself in this posture. He further stated that he applauds the President and stated that while the President does not take sides in a board fight he has always chosen the University first even when he had to do that and rise above the Trustees to do so even when some people at the Board level make it difficult for him to do that. Trustee Watkins said that he appreciates the President's putting the University first during a period when it is going through one of the most difficult chapters in its history. He stated that he wanted to say these things publicly because he feels the people in the room and the people in the media need to know that the President is in a difficult spot but not withstanding the heat in the kitchen he conducts himself in a first class manner and that he wants these comments put in the record because a Court Reporter is present and he wants her to get the comments. Finally, he told the President that he for one will remember these things for a long time to come. Trustees Coley and Wright agreed with the comments made by Trustee Watkins.

Trustee Watkins stated that having made the comments, the Trustees still expects by the May meeting all of the things they asked for back in March. President Harris responded that we will be prepared.

Trustee Wright called for the next item--**Ratification of the Budget for Fiscal Year 1998-1999--Agenda Item VII**. Trustee Watkins moved that the Item be carried over to the May meeting.

The motion was seconded by Trustee Jones and carried by unanimous vote. Trustee Watkins informed the Trustees that his reason for making that motion is because the status of certain people will be determined at that time. There has already been a Supreme Court ruling that finalized the status of certain people and that there are three other people whose status is in limbo.

Trustee Wright called for **Agenda Item VIII--Selection of Master Planning Firm for Physical Plant Development for the University**. President Harris informed the Trustees that the administration has gone through a process of evaluation of responses to requests for proposals for people to serve as master plan consultant and that Vice President Frazier can give Trustees the backup documentation. Following the evaluation and interviews with the responding offerers, the administration recommends that the best firm to develop the master plan for ASU would be the firm of Parsons, Wible, Brummal & Alkire. In answer to Trustee Watkins's question, Vice President Frazier explained that the administration came prepared to give the backup information on the positions the Board designated back in March. It was noted for the record that Trustee Crutcher asked to be excused because of possible conflict of interest on the item. There was discussion on whether a quorum would be present to conduct business with Trustee Crutcher recusing himself. It was noted that the quorum is not lost because Trustee Crutcher has not left the meeting, he just stepped outside because of a possible conflict of interest. It was noted that once a quorum is established, action that is taken by a majority of those present and voting would be binding.

Vice President Frazier informed the Trustees that they had before them the President's recommendation for the project entitled Campus Facilities and Master Planning Services on the first sheet. Trustee Watkins noted that there are three different recommendations and that he was trying to find out if they wanted to focus on the one dealing with the court order for right now. Trustee Coley suggested that all of the recommendations be dealt with. Vice President Frazier explained that there is a sheet for the Campus Facilities and Master Planning Services, the Buskey Allied Health Sciences Construction Manager and the student center and dining hall architectural services. These constitute the recommendations of the President with respect to services for those three projects. In response to an inquiry from Watkins, Vice President Frazier stated that a number of proposals were received for the campus facilities projects and that information can be given as desired on the number of firms responding. Vice President Frazier informed the Trustees that a matrix and summary description of information on each firm was prepared for talking purposes. He was asked to make copies of that information available to the Trustees. Trustee Watkins asked if the administration is happy with the recommendations and whether they are administration recommendations. President Harris stated that the recommendations are his.

President Harris told the Trustees that representatives of the firms being recommended were present if Trustees wished to talk with them. President Harris stated that the administration had

extensively interviewed principals of the firms. In answer to questions from Trustee Watkins, President Harris told the Trustees that the financial terms have already been proposed in each case, except for the architect which is determined by standards. President Harris indicated that all three projects would be independent contracts in the amounts proposed, and that eventually the administration is saying it will proceed with them as soon as possible. Each construction contract will be brought to the Trustees later. Trustee Wright noted that there are no African American representation or history of African American representation with the recommended firm for Campus

Facilities and Master Planning. President Harris stated that the administration has had extensive conversation about this matter and that if this does not change there will be no further recommendations from ASU concerning the work of the recommended firm. In answer to questions, President Harris and Vice President Frazier stated that the firm was responsive to the administration's concern about African American representation; that the requests for proposals were circulated statewide. Vice President Frazier gave information on the statewide circulation for both print and electronic media. Action on this item was tabled until additional information could be provided.

Agenda Item X—Legislative Agenda. Trustee Crutcher returned to the meeting for the report. Taylor Harper gave a report on legislative matters. He informed the Trustees that the House Ways and Means Committee passed the budget out this week. He reported that there is a 6% increase over the current budget. The net spending increase for ASU is about \$1.6 million. Everyone seems pleased with the budget. Harper further reported that there is about \$36 million on the table for projections. He indicated that he feels that the lottery is going to end up being passed.

Lobbyist Erskine Brown thanked the Trustees for voting for him to be lobbyist to the Chairman, the ASU Board of Trustees and the President. He reported that to his knowledge nothing has been filed against the ASU Board of Trustees; that names have been submitted to the Governor's appointment secretary to replace individuals whose terms expired January 31, 1999. He does not know when the appointments will be made but from a close source, he indicated that he believes appointments will probably be made after the Governor gets his lottery out. Following his report, Lobbyist Brown made a \$500 presentation to President Harris for the ASU Trust for Educational Excellence.

Trustee Wright informed the Trustees that they would continue discussion and vote on Agenda Item VIII which was delayed so that copies of the list of firms that submitted proposals and President Harris's recommendations could be made for information to and review by the Trustees. Trustee Crutcher was asked by President Harris if he had a problem with all or just one of the firms that had submitted proposals. Trustee Crutcher stated that he had no problem with any of the firms nor a conflict with them, that he was leaving the room because he sometimes get involved in the kind of work that is being discussed. In response to Trustee Watkins's question whether he was trying to avoid the appearance of conflict in the event he has some involvement with one of the firms in the future, Mr. Crutcher responded that that is correct. Trustee Crutcher left the room. Trustee Watkins was recognized to ask the Counsel a question as the Trustees were getting ready to vote and he wanted to make sure that he was acting on advise of Counsel whether Trustees were in a lawful meeting and have the authority to act before he votes. Attorney Thomas answered that it is his

opinion that the meeting is a lawful one; that there is a quorum present and they have every right to exercise their right to vote, deliberate and carry on the business of the University. Trustee Wright asked if the Trustees were ready to vote or if more time is needed. Trustee Jones inquired if all of the proposals were for planning or some for actual work on projects and appointment of architects. Vice President Frazier asked if Trustee Jones's question was in reference to the matrix. Trustee Jones answered in the affirmative. Vice President Frazier explained that column by column the matrix shows the responses received and the headings at the top of column identifies the project. President Harris informed Trustee Jones that he could draw a line through the forensic sciences

column because he would not be making a recommendation today on it. He explained that the reason is that all of the conversations that ought to be held with the forensic sciences people have not taken place. Trustee Jones inquired whether all of the recommendations are for appointment of architects for the prospective projects. President Harris answered affirmatively. Trustee Watkins stated that he had heard the name McKissack. President Harris explained that McKissack is an old firm that operated mainly in Tennessee and that it is one of the oldest Black architectural firms in the country. President Harris explained, just to make certain that everyone understood that McKissack & McKissack and Barganier, Davis, Sims and Associates is a joint venture of the two firms—one a majority Black firm and one a majority white firm have come together with a proposal that is a very good one. Trustee Wright asked if the Trustees were ready for a motion.

Trustee Watkins indicated that he wanted to take the Buskey Allied Health Sciences Building first and moved that the recommendation of the President be accepted to award the Tiger Construction Company a contract for management services for the Buskey Allied Health Sciences Building, and the terms of which are to be negotiated by the Administration. The motion was seconded by Trustees Jones and Coley and carried by majority vote. Voting aye were Trustees Coley, Crawley, Jones, and Wright with one abstention (Trustee Crutcher).

Trustee Watkins stated that he wanted to go to the second one—the Student Center/Dining Hall Architectural Services. He moved that the recommendation of the President be accepted to award the contract to McKissack and Bargainer. The motion was seconded by Trustee Crawley and carried by majority vote. Voting aye were Trustees Coley, Crawley, Jones, and Wright with one abstention (Trustee Crutcher).

Trustee Watkins stated that on the third one—Campus Facilities and Master Planning Services—he wants to carry that one over to the next meeting in three weeks and he so moved. He told President Harris that with all due respect he wants to check around on his own to get more information outside of the evaluation process used by the Administration. President Harris responded that it was his purview. President Harris stated that the Trustees don't have to do anything on it, just don't approve it. Trustee Watkins indicated that he does not want to kill the recommendation, he just wants to carry it over to the May meeting and get more information on it. Trustee Wright asked if a second is needed to carry the item over. President Harris stated that he will withdraw the recommendation. Trustee Watkins stated that he wants the item on the agenda for the May meeting. President Harris indicated that he will delay his recommendation. Trustee Wright stated that for the record, the Trustees will defer the approval of the Campus Facilities and Master Planning Services contractor until the May meeting.

Trustee Crutcher returned to the meeting.

Agenda Item XI–Proposed Changes to Bylaws. Trustee Wright informed the Trustees that this item is a carry over from the previous meeting and that they should have before them Article One, Section 2–Officers of the Board. Trustee Watkins was recognized to make an inquiry and indicated that he understood that she proposed the change. He stated that he wants to be sure he understands the proposed change. He noted that currently there is no term limit on how long one can be chairman or vice chairman; and that under the proposed amendment an individual can serve one two-year term and maybe elected to a second two-year term. Trustee Watkins stated that he understands this amendment is designed to prevent the kind of situation the Board has now where the chairman’s term as a trustee expired on January 31, his term as an officer does not expire until some time in May, 1999. He further stated his understanding that for this amendment the term as an officer expires on the calendar date that the term as a Board member expires. Trustee Wright answered affirmatively. It was noted by President Harris that the amendment does not say that. He told the Trustees that he wants to make sure that the record is clear in the future, that he has no concern about what the Trustees do with it. There was much discussion regarding the precise wording for expiration of a term for an officer and the expiration of term as a trustee. Attorney Thomas was asked by Trustee Watkins if he had read Trustee Wright’s amendment and if it could defend it. Attorney Thomas answered affirmatively. It was moved by Trustee Watkins and seconded by Trustee Crutcher that the amendment be adopted. Great discussion continued. Trustee Watkins stated that he had a recommendation because he did not want to withdraw his motion which received a second. He recommended that Attorney Thomas along with Trustee Jones, who is also a lawyer, work on it to get the precise language. It was the consensus the item be moved to the end of agenda for this meeting and with the lawyer working on the language the agenda item will be continued. Trustee Watkins noted that the language that will be prepared will be an amendment to Trustee Wright’s amendment.

Agenda Item XII–Certification of Expenses Incurred by Certain Trustees. Trustee Watkins asked if certification of expenses of certain trustees could be carried over to the May meeting. He stated his reason for proposing that the item be tabled and so moved. The motion was seconded by Trustee Coley. There was discussion regarding certification of expenses and by whom. Trustee Crutcher raised one question regarding certification for attending the current meeting and other meetings. He asked who will certify until May and if certifications are to be delayed until May. President Harris informed the Trustees that if they have travel expenses, other expenses associated with their membership on the Board, that they should submit the forms to his office and they will be handled appropriately. Following much discussion, it was the consensus that the item be taken off the agenda. Trustee Wright stated for the record that Agenda Item XII was deleted from the Agenda.

The Board went into **Executive Session–Agenda Item XIV** to discuss the good name of individuals and legal matters at 11:35 a.m. and reconvened at 12:40 p.m.

Trustee Wright called for the next item–**Agenda Item XV–Personnel Actions.** President Harris informed the Trustees that personnel actions are mainly routine and are in their folders.

Trustee Watkins asked how should the items be taken and President Harris stated that the items are taken by groups. Trustee Watkins moved the approval of the President's recommendations on New Non-Academic Hires—**Agenda Item XV-A**. The motion was seconded by Trustee Jones and carried by unanimous vote.

It was moved by Trustee Watkins that the President's recommendations on Non-**Academic Separations—Agenda Item XV-B** be adopted. The motion was seconded by Trustee Crawley and carried by unanimous vote.

It was moved by Trustee Watkins that the President's recommendations on new Academic Hires—**Agenda Item XV-C** be adopted. The motion was seconded by Mr. Crawley and carried by unanimous vote.

Trustee Watkins moved the adoption of the President's recommendations on Academic Separations—**Agenda Item XV-D**. The motion was seconded by Trustee Jones and carried by unanimous vote.

It was moved by Trustee Watkins and seconded by Trustee Crutcher and carried by unanimous vote that the information on deceased and retiring employees be received as information **Agenda Item XV-E**.

Trustee Crutcher asked President Harris to explain what they have regarding new hires for Southern Normal. President Harris informed the Trustees that the new hires at Southern Normal are Upward Bound employees for a federal program at Southern Normal that is wholly supported by the Federal Government. The program is in operation on the campus of Southern Normal and has nothing to do with any other kind of operation.

Agenda Item XVII—Reports of University Architects. President Harris informed the Trustees that both architects for the two pending programs are in the building--Major Holland who is the architect of record for the Lockhart Building is prepared to speak with the Trustees or answer any questions; Gene Parsons who is the architect of record for the Buskey will give a report and answer any questions. Trustee Watkins indicated that he had one question about the Lockhart project. He asked if the Trustees set a budget and scope of the work. President Harris responded that this was not done in formal action. In response to a question from Trustee Watkins, President stated that a scope of work has been planned that Mr. Holland has been asked develop plans for achieving the activities in those plans. President Harris stated that he would be pleased to have Mr. Holland talk with them about where ASU is with that project.

President Harris informed the Trustees that Vice President Steptoe had just reminded him that despite the fact that Upward Bound people at Southern Normal are there, they are on the payroll of the University and need to be approved. He asked that they be approved as well. President Harris further explained that the Southern Upward Bound Program people are paid just like the ASU Upward Bound people through the University. Trustee Watkins so moved and Trustee Jones seconded the motion which was carried by unanimous.

Mr. Holland expressed his appreciation of the opportunity to come before the Board. He stated that he had been working on Lockhart for some time and was a little concerned as to how he should approach this because the directions on Lockhart have been changed three times and that involves budgeting and scope of the work. He had decided to present the latest charts that he has but he felt in view of questions and under the circumstances to go back to square one as to the entire project. Mr. Holland gave information on the scope of the project and charges given him. Following Mr. Holland's presentation, there were questions and answers regarding the project, including whether Lockhart would be integrated an athletic complex for the football program. In response to question from Trustee Wright regarding cost estimate for the project, President Harris stated that the cost will be more like \$4.5 million, including the swimming pool renovation. It was moved by

Trustee Watkins, seconded by Trustee Jones that the the scope of the work as outlined by Mr. Holland and based on the recommendation of the President be approved. The motion was carried by unanimous vote. Trustee Wright thanked Mr. Holland.

It was moved by Trustee Watkins that the lowest responsible bidder for the Allied Health Sciences Building reported by the President at the February meeting be accepted and affirmed. The motion was seconded by Trustee Jones and carried by unanimous vote.

Trustee Crutcher inquired about the status of House Bill 360 that has to do with the relocation of residents of Bel Aire and monies to be paid to them for relocation expenses and its impact on ASU. Mr. John Knight, the sponsor of the bill, was asked to give some information. Mr. Knight informed the Trustees that and the Court Reporter that he wanted anything he said to reflect that he spoke in his position as a member of the Alabama Legislature and not an employee of ASU. He stated that the bill deals with the issue of eminent domain and state entities and gave some details about the bill. Mr. Knight was thanked for providing the information.

Trustee Watkins was recognized by Trustee Wright and he stated that he had two motions. He moved that the University Counsel be authorized to defend the integrity of this meeting and any subsequent court challenges, if any, that grow out of this meeting. The motion was seconded by Trustees Jones and Coley and carried by unanimous vote. Trustee Watkins moved to authorize the University Counsel to respond to the charge that deals with a group of Trustees (hiring a lobbyist) and a Board vote and take all necessary and proper acts to address it administratively, and if necessary, in court. The motion was seconded by Trustee Crutcher. And carried by unanimous vote.

Trustee Watkins requested information regarding a contract for a person working with the demolition of Bel Aire. President Harris informed the Trustees that Mr. Thad McClammy is working on a special arrangement with the President of the University in the demolition and acquisition of property in the Bel Aire area; the term of the contract is year to year (month to month) at an annual salary of \$50,000. He responded that the work is benefitting the University to Trustee Watkins's question. Trustee Watkins moved the approval of the contract with a second by Trustee Coley. The motion was carried by unanimous vote.

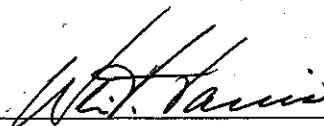
President Harris reminded the Trustees that there was need to report, for the record, that during the Executive Session no actions were taken other than that allowable by law and had

discussions of legal matters and of the good name and character of certain individuals.

Trustee Jones informed the Trustees that the Bylaws Item need to be revisited. Attorney Thomas reported some language he wanted to share with them and see if it meets their approval. Article I, Section 2 – The chairman and Vice Chairman shall serve one two-year term and may be reelected to a second two-year term. No trustee shall be eligible for election to an office if the terms of said office goes beyond January 31st of the year in which said Trustee's term on the Board expires. President Harris added a comma at end of the first sentence and "but no more." Trustee Watkins moved the original amendment that Trustee Wright offered to the Bylaws and that work be done on the language between now and the next meeting. The motion was seconded by Trustee Jones and carried by unanimous vote.

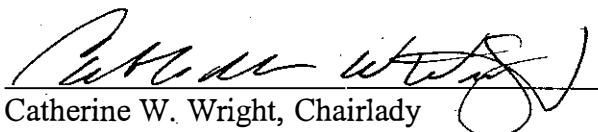
Trustee Watkins moved that the Board recess until May 7, 1999 at 2 p.m. in the Joe L. Reed Acadome. The motion was seconded by Trustee Coley and carried by unanimous vote.

Trustee Wright adjourned the meeting.



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

Attest:



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