

Christopher Newport University Board of Visitors Meeting June 22, 2012

The Board of Visitors of Christopher Newport University met on June 22, 2012 in the Board Room of the David Student Union with Rector John Conrad presiding.

Present from the Board

Mr. Carlos Brown

Mr. John A. Conrad, Rector

Ms. Jane Susan Frank, Vice Rector

Ms. Vicki Siokis Freeman

Ms. Ann N. Hunnicutt, Secretary

Ms. Frances Luter

Mr. Michael C. Martin

Mr. Bryan K. Meals

Mr. Scott Millar

Ms. Delceno C. Miles

Ms. Margo D. Taylor

Mr. W. L. Thomas, Jr.

Mr. Preston White

Present from the University

President Paul Tribble

Ms. Cynthia Perry, Chief of Staff

Mr. William L. Brauer, Executive Vice President

Dr. Mark Padilla, Provost

Mr. Maurice O'Connell, Vice President for Student Services

Ms. Adelia Thompson, Vice President for University Advancement

Mr. William Thro, University Counsel

Dr. Stephanie Bardwell, Faculty Senate President

Dr. Kevin Hughes, Dean of Students

Ms. Beverley Mueller, Executive Assistant

Ms. Lori Jacobs, Director of Public Relations

Ms. Amie Graham, Director of University Events

Mr. Bruce Bronstein, Director of Communications

Mr. Jason Houser, President of the Alumni Society

Absent from the Board

Mr. Gary C. Byler

Others

Mr. Robert Brown, Chair of the CNU Real Estate Foundation

Mr. James Haggard, Chair of the CNU Education Foundation

Mr. John Lawson, Chairman of the Comprehensive Campaign

Ms. Samieh Shalash, Daily Press Reporter

Rector Conrad called the meeting to order and welcomed everyone. President Tribble then introduced and welcomed the representatives from the Virginia Business Higher Education Council (VBHEC) -- Dr. Don Finley, President and Mr. John Wynne, a leader on the VBHEC and former CEO of Landmark Communications. He stated that the VBHEC has played a decisive role in strengthening higher education and making it a

priority in the Commonwealth. Dr. Finley and Mr. Wynne gave an overview of the mission and work of the VBHEC.

At 12:50 p.m. Vice Rector Frank called for a motion to enter closed session under the Freedom of Information Act Section 2.2-3711(a)(1) Personnel, (3) Real Estate, (6) Investments and (8) Gifts, Bequests and Fundraising. Ms. Taylor provided the motion, seconded by Ms. Miles and passed by unanimous vote of the Board.

The Board returned to open session at 2:55 p.m. and Vice Rector Frank asked for a roll call certifying that only public matters were discussed that were identified in the motion by which the executive or closed meeting was called. Board members Mr. Brown, Rector Conrad, Ms. Freeman, Ms. Hunnicutt, Ms. Luter, Mr. Martin, Mr. Meals, Ms. Taylor, Ms. Miles, Mr. Millar, Mr. Thomas, Mr. White and Vice Rector Frank certified to the above.

Rector Conrad reported that the Compensation and Review Committee had finalized its review of President Triple's performance and that he passed with flying colors. Rector Conrad said that the committee members were impressed with the President's excellence of process, his plans for the future of CNU, its future leadership and his role in continuing the gifted leadership he has provided the University.

Rector Conrad told the Board that the Compensation and Review Committee and the Finance Committee are recommending to the Board of Visitors three amendments to the employment agreement originally dated 12/15/2008.

It is recommended that President Triple be entitled to receive a success bonus based on the amount of pledges received in the comprehensive campaign and that in consideration of approximately \$11 million received to date, he is currently entitled to a \$50,000 bonus. In addition, President Triple will be reimbursed for the expense of long term care insurance.

The current term of the President's employment agreement shall be amended to state that the length of the contract runs for five years, in lieu of five one-year options, from

July 1, 2012 to June 30, 2017. On June 30, 2017 his contract will not terminate but will automatically renew for successive one-year periods of time effective on July 1, 2017.

Mr. Martin said the Finance Committee reviewed the recommendations from the Compensation and Review Committee and agreed with those recommendations. Mr. Martin moved that the Rector be authorized to negotiate and execute an amendment to the Employment Agreement consistent with the summary of Proposed Amendments to the Employment Agreement

of Paul S. Tribble, Jr., President of CNU, dated December 15, 2008 subject to the approval of the Real Estate Foundation and/or Education Foundation.

Mr. Martin said the motion comes to the Board at the recommendation of the Finance Committee and Rector Conrad called for approval; the motion passed by vote of the Board with the abstention of Ms. Luter.

President Tribble thanked the Board for their confidence in him and said he looks forward to continuing to serve the University.

Rector Conrad then called for approval of the minutes of the May 4, 2012 Board of Visitors Meeting and Executive Committee meeting. He reminded the Board that the Executive Committee was asked to provide a suggested slate of officers for next year's Board. He then asked the Executive Committee minutes be amended to reflect that the 2013 slate of officers term should be from 2013 to 2015 as opposed to 2013-2014. With that amendment noted, the Rector asked for a motion to approve the minutes of the full Board and Executive Committee held on May 4, 2012. Ms. Miles provided the motion which was seconded by Ms. Hunnicutt and passed by unanimous vote of the Board.

Rector Conrad then called for Ratification of Resolution 4: Changes to the By-Laws of the Board of Visitors which changes the name of "The Committee on Development" to "The Committee on Advancement" as presented and discussed at the last meeting. He called for further discussion or questions and the Resolution was then passed by unanimous vote of the Board.

President's Report

President Tribble reported to the Board that Commencement 2012 was a great and glorious day and thanked the Board members for participating in that ceremony which took place for the first time on the Great Lawn.

President Tribble recognized departing Board members Rector Conrad, Vice Rector Jane Susan Frank and Ms. Frances Luter for their leadership and commitment to the Board of Visitors and to the faculty, staff and students at CNU.

He reported that there are 1,401 students in the freshman class and their qualifications are extraordinary. President Tribble expressed his appreciation to the members of the Board and all of the people at CNU who are working so hard to pursue excellence and make CNU such a magical place.

Finance and Audit Committee Report

Mr. Martin, Chairman of the Finance and Audit Committee, said that there was an exit report from the State Auditor's Office and a copy of that report will be provided to all the Board members by e-mail. In the verbal review to the Committee, the auditor made it very clear that CNU continues to improve in every area and they were very complimentary of our staff and their quick responses to his requests.

There was also a review of the audit plan for 2013. Mr. Martin noted that they are in the final stages of interviewing for the internal audit staff position and would hope to have that position filled in the very near future. Mr. Martin reviewed briefly the audit report and said that the State Auditor had been very comfortable working with Ms. Belote and that she has done a great job.

Mr. Martin said the Finance Committee reviewed in detail the proposed 2012-2013 budget presentation and asked Ms. Perry for a brief overview for the entire Board. Mr. Martin said that Resolution 1: Budget 2012-2013 was unanimously approved by the Finance Committee and comes to the full Board for approval.

Ms. Perry provided the Board with a summary of the fiscal year 2012-2013 operating plan for CNU which included sources and uses of funds and identified the priorities, strategies and policies that drive the allocation of the University's resources. The proposed total operating budget of \$128,304,721 includes \$58,736,968 for educational and general programs; \$5,429,490 for student financial assistance, \$61,520,881 for auxiliary enterprises; \$1,498,882 for financial assistance for educational and general services and \$1,118,500 for the unrestricted contributions account. Mr. Martin applauded the administration for their conservative budget planning.

Rector Conrad reminded the Board that Resolution 1 comes to the Board at the recommendation of the Finance Committee and called for further discussion or questions. The Resolution then passed by unanimous vote of the Board.

Mr. Martin reported that the Finance Committee reviewed the Statement of Revenues and Expenditures and everything appears to be in line with projections and that there were no items of concern. The Committee also reviewed the SWaM report and had a good discussion on policies and procedures to ensure that CNU continue to improve in each area. The committee felt comfortable with the policies and processes that are in place and will continue to monitor goals and progress through the summer.

Student Life Committee Report

Chairman of the Student Life Committee, Mr. Carlos Brown, reported that 1,401 students make up this year's freshman class. He said this number of students will present some challenges but no students had problems getting necessary courses or housing. The Committee was informed about the success of our recent graduates and that approximately 70% of the 2011 graduates were employed as of November 2011.

The incoming class has an SAT range of 1090-1240 and GPA range 3.4-3.9. President Tribble noted that each year there is an improvement in the academic quality of our incoming students. The committee also discussed the numbers of in-state and out-of-state students and talked broadly about the pros and cons to continue the outreach to out-of-state students.

President Tribble said that he was pleased with the progress in alumni affairs and that last year we had the largest number of alumni to date attend Homecoming; this year even more alumni are expected to attend. He said that we now have several vibrant alumni chapters and three or four additional chapters will be established. He also reported that this year we have the highest percentage of alumni participating in the Annual Fund.

Mr. Millar said the Alumni Board was awarding to Mr. Maury O'Connell, who is retiring this year, the designation of Honorary Alumnus and that designation will also be bestowed upon Athletic Director, C.J. Woollum.

Rector Conrad thanked Mr. O'Connell for his service and said he has made truly lasting contributions to CNU. Everyone has a profound respect for his service and contributions to the University.

Mr. O'Connell thanked Rector Conrad for his comments and expressed his gratitude to all of the Board members and in particular, the members of the Student Life Committee. He said that he and Mary would continue to be strong supporters of CNU and Captains for Life!

There being no further business, the meeting was adjourned.