

**MINUTES
OF THE BOARD OF REGENTS
WESTERN KENTUCKY UNIVERSITY**

October 25, 2019

CALL TO ORDER

Required statutory notice having been given, a special called meeting of the Board of Regents of Western Kentucky University was held in the *Cornelius A. Martin Regents Room* at Jody Richards Hall. The meeting was called to order by Chair, Gillard B. Johnson III, at approximately 9:00 a.m. (CT).

ROLL CALL

The following Regents were present, representing a quorum of the Board:

Regents Present:

Mr. Gillard B. Johnson III, Chair
Dr. Phillip W. Bale
Ms. Linda G. Ball (via audiovisual)
Mr. David S. Brinkley, Secretary
Dr. Claus Ernst
Ms. Will Harris

Mr. Frederick A. Higdon, Vice Chair
Ms. Julie Harris Hinson
Mr. Jason L. McKinney
Mr. George Nichols III (via audiovisual)
Mr. J. David Porter

Others Present:

Dr. Timothy C. Caboni, President
Dr. Randy Capps, Parliamentarian
Ms. Julia McDonald, Assistant to the President for Board and Executive Relations

Action Item:

EX-1 Approval of Philanthropic Naming Requests for the WKU Golf Facility

REQUEST:

Approval of the philanthropic naming requests for the new golf facility:

- Naming of the new WKU golf facility as the Phillip Hatchett Golf Facility in recognition of his fundraising efforts for the facility as well as in memory of his coaching career at WKU.
- The Kragh Family Putting Green in recognition of a gift from Matthew Kragh and family.
- The Shirley Family Club Repair Station in recognition of a gift from Kyle Shirley and family.

FACTS:

- Phillip Hatchett of Russellville, Ky., died on Sunday, June 17, 2018. He was a WKU alumnus, earning a Bachelor of Arts degree in 1985. The four-year letterman for the Men's Golf program spent eight years as Head Coach of the program and led a resurgence since taking over the team in 2010. Under his leadership, the program recorded its highest conference finish since 2010 during the 2017-2018 season, and his teams had the highest team GPA among the school's men's teams three times since 2012.

He fostered the development of youth golf with the creation of the Phillip Hatchett Junior Golf Camp, which worked with more than 200 young golfers since its inception.

This philanthropic naming request is recommended in recognition of Coach Hatchett's legacy to the WKU Golf program and his impact on hundreds of golf-inspired youth in the community. His service and contributions to WKU make this a fitting tribute.

- Matthew H. Kragh, of Naples, Fla., is a WKU alumnus who received a Bachelor of Science degree in Architectural Technology in 1995. He is President/CEO of MHK Architectural Planning LLC.
- Kyle S. Shirley, of Bowling Green, Ky., is owner of Shirley Reality Group LLC.

BUDGETARY IMPLICATIONS:

Athletics will cover costs of the sign for building and each designated room/area.

RECOMMENDATION:

President Timothy C. Caboni recommends approval of the philanthropic naming of the new golf facility as the Phillip Hatchett Golf Facility and the designated rooms/areas.

MOTION

Motion to approve EX-1 was made by Regent Bale and seconded by Regent Porter.

VOTE / ACTION TAKEN

Approved Not Approved Other _____

Action Item:

EX-2 Amendments to the Bylaws of the Board of Regents / First Reading

REQUEST:

The *BYLAWS OF THE BOARD OF REGENTS* as Amended/Approved January 20, 2012, include Article VI, Responsibilities of the President. The proposal is to amend Article VI of the Bylaws to provide that the authority of the President, and Board oversight, will be set forth in separate written policies, subject to amendment, from time to time as appropriate. No other amendments or revisions are being proposed to the Bylaws, and all remaining language therein will remain unchanged.

FACTS:

During past retreat meetings of the Board of Regents, members of the Board discussed the content of Article VI of the Bylaws, and whether this content, as it relates to the authority of the President,

would be more appropriately contained in a written policy document separate from the official Bylaws of the Board of Regents.

Separating this content from the Bylaws is appropriate and will allow the Board to be more responsive and flexible in its ability to develop new policies and/or revised existing policies relating to the President's authority as needed and without continuous amendments to the Bylaws. The proposed amendment is being presented in compliance with Section 1 of Article VII of the Bylaws.

If the amendment is approved and adopted, following a first and second reading, the intent of the Board is to maintain the language now contained in Section 1 A and 1C of Article VI in a separate written policy and appoint an *Ad Hoc* Committee to develop new and revised written policies relating to the authority of the President, and rules and regulations governing officers, agents, and employees of the University in compliance with KRS 164.350(2), subject to subsequent approval and adoption upon approval of a simple majority of the Board.

RECOMMENDATION:

To recommend the approval of proposed amendments to Article VI of the Bylaws, as detailed herein.

MOTION:

Secretary Brinkley made the motion to amend the ***BYLAWS OF THE BOARD OF REGENTS WESTERN KENTUCKY UNIVERSITY***, as Amended/Approved January 20, 2012, by:

1. **Deleting Sections 1A and 1C of Article VI, in their entirety;**
2. **Amending Sections 1B and 1D of Article VI; and,**
3. **Inserting new Sections 1A and 1C of Article VI, to read as follows:**

ARTICLE VI

1. Responsibilities of the President. The President of the University is appointed by the Board of Regents and serves at the pleasure of the Board. The President is the chief executive and academic officer of the University and has direct charge of and is responsible to the Board for the operation of the University. The President shall submit to the Board, in writing, an annual report on the condition of the University.
 - A. In compliance with and pursuant to KRS 164.350(2), the Board shall adopt, and amend from time to time as appropriate, separate written rules, regulations, and policies relating to the governance of the officers, agents, and employees of the University.
 - B. The President is hereby designated as the official spokesperson and representative of the University. As the University's designated representative, the President is delegated the general authority to act on behalf of the University and Board of Regents.
 - C. The general authority granted to the President may be further subject to separate written rules, regulations, and policies, authorized by the Board from time to time pursuant to the authority of KRS 164.350(2) and Section 1A of Article VI of the Bylaws, which may be amended from time to time, as appropriate, and at the discretion of the Board.

D. The President may designate another University officer or employee to exercise, in whole or in part, the authority provided to the President herein, or in separate written policies, provided that the President shall be responsible for the actions of his/her designee.

Motion was seconded by Regent Ernst.

VOTE / ACTION TAKEN

Approved Not Approved Other _____

ADJOURN

MOTION

Motion to adjourn the meeting was made by Regent Brinkley and seconded by Regent Bale.

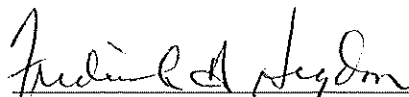
VOTE / ACTION TAKEN

Approved Not Approved Other _____

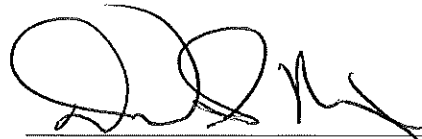
The meeting adjourned at approximately 9:15 a.m. (CT).

CERTIFICATION OF SECRETARY

I hereby certify that the minutes herein above set forth an accurate record of the special called meeting held October 25, 2019, in the *Cornelius A. Martin Regents Room* at Jody Richards Hall, and further certify that the meeting was held in compliance with KRS 61.810, 61.815, 61.820, and 61.825 (enacted as Sections 2, 3, 4 and 5 of House Bill 100, 1974 Regular Session, General Assembly).



Mr. Frederick A. Higdon, Chair
WKU Board of Regents
Approved on 12/13/19



Mr. David S. Brinkley, Secretary
WKU Board of Regents
Approved on 12/12/2019