

**The University of West Alabama
BOARD OF TRUSTEES
March 3, 2003, 10:00 a.m.
Bell Conference Center**

A G E N D A

- I. Call to Order
- II. Roll Call
- III. Approval of Minutes
- IV. President's Report
- V. Adjournment

THE UNIVERSITY OF WEST ALABAMA
Board of Trustees
March 3, 2003, 10:00 a.m.
Bell Conference Center

I. CALL TO ORDER

Mr. Preston Minus, Chairman pro tem, called the meeting to order.

II. ROLL CALL

Mr. Minus asked Mr. Noland to call the roll. Trustees present were as follows:

Mr. Terry Bunn
 Mr. Paul Hamrick
 Mrs. Lena Hardaway
 Mr. Preston Minus, Chairman *pro tem*
 Dr. Louise Nolen
 Dr. Doris Oliveira
 Mr. Alex Saad
 Mr. John Smith
 Mr. Thed Spree
 Dr. Tom Umphrey
 Mr. Nat Watkins

Trustees absent were: Mr. Dwight Duke and Mr. Robert Keahey Mr. Noland announced there was a quorum present. Mr. Minus requested Mr. Watkins to give the invocation.

III. APPROVAL OF MINUTES

Mr. Minus asked if there were any changes or corrections to the minutes from the last meeting; there were none, and Mr. Minus stated the minutes were approved as submitted.

Mr. Hamrick asked Chairman *pro tem* Minus what led to the events that happened at the prior Board meeting pertaining to hiring a new University attorney. Mr. Spree said it was done to save the University some money and he thought Drayton Pruitt was a far reaching attorney and a deep thinker. Mr. Hamrick said he certainly did not question the qualifications of Drayton Pruitt, but asked if anyone talked with Mike Kendrick, who had been serving as the University's attorney. He asked further if there had been any complaints about the job Mr. Kendrick was doing. Mr. Hamrick questioned the legal right of Mr. Minus to sign a contract with Mr. Pruitt, based on the minutes that were approved today. Mr. Minus said he had every right to enter into the contract with Mr. Pruitt. Mr. Saad asked what authority did Mr. Minus have to enter into a contract without Board approval or authorization. Mr. Hamrick stated that he would caution the University not to pay out any funds based on an invalid contract. Mr. Hamrick stated that the Chairman did not have approval to enter into a contract with Mr. Pruitt since the

motion that passed stated “under the same terms and conditions that apply to our present attorney” and the Board did not have a contract with Mr. Kendrick. Mr. Minus asked Mr. Noland to read the minutes pertaining to the hiring of Pruitt as the University attorney. Mr. Noland read an excerpt from the minutes of the Board meeting held on December 2, 2002, as follows:

“Mr. Thed Spree made a motion to hire Drayton Pruitt as the University’s attorney, under the same terms and conditions that apply to our present attorney, Mike Kendrick. Compensation for Mr. Pruitt is to be no more per hour than we are paying our present attorney and that Chairman Minus negotiate this rate per hour with Mr. Pruitt. John Smith seconded the motion.

Dr. Tom Umphrey questioned the need to make this change. He stated that Mr. Kendrick was doing a good job for the University and was very knowledgeable of University matters. Mr. Alex Saad also questioned the need to make a change and stated he was satisfied with Mr. Kendrick’s service. Mr. Thed Spree stated that we were paying too much and that Mr. Pruitt would do the work for less. Chairman Minus called for a voice vote and after the vote, declared the motion had passed.

Chairman Minus then stated that he would contact and negotiate with Mr. Pruitt, and let Mr. Noland know the effective date Mr. Pruitt would assume the role as University attorney. Mr. Noland stated that we had a couple of cases now in litigation that Mr. Kendrick is handling.”

At this time, Mr. Minus questioned the accuracy of the minutes that were approved in **Item III** of these minutes, and indicated there would be a court recorder at the next meeting of the Board to improve the accuracy. Mr. Hamrick and Mr. Saad pointed out to Mr. Minus that all Board members had previously received copies of the minutes and the minutes were approved without any changes or corrections, and if the minutes were not accurate, they should have been questioned at the time of approval. Mr. Minus stated he did not have any problem with the minutes, but he was given authority to negotiate with Mr. Pruitt. Mr. Hamrick said it appears that a few of the trustees are trying to make important decisions without consulting the other members of the Board.

Mr. Hamrick made a motion to amend the Board Agenda to consider removing the current Chairman *pro tem* and he asked for a roll call vote to amend the Agenda. Mr. Saad seconded the motion. Mr. Minus would not call for a roll call vote and Mr.

Hamrick appealed to the Board and asked for a show of hands of all in favor to amend the Agenda. Six members of the eleven members present voted for this motion to amend the Agenda. Mr. Hamrick asked that the minutes show that the motion carried. Mr. Minus would not recognize this action and asked Dr. Holland to proceed with his report.

IV. PRESIDENT'S REPORT

Dr. Holland reported that enrollment applications have increased and thanked the Office of Student Affairs and other faculty and staff for the good job.

Mr. Hamrick again made a motion to amend the Agenda to have a "no confidence" vote for the Chairman *pro tem* and said that according to rules of order, Mr. Minus had to allow the motion to be considered and acted upon and he called for a roll call vote. Mr. Bunn seconded the motion. Again, Mr. Minus would not recognize the motion. Mr. Hamrick then asked Mr. Minus why he would not recognize his motion. Mr. Minus stated he did not have two of his votes present at the meeting. Mr. Hamrick then called for a point of order and said that there was a legitimate motion on the floor that had been seconded, and called on the Board as a whole to recognize the point of order and allow a roll call vote on his motion. Again, Mr. Minus would not allow for a vote on his motion. Mr. Saad stated that rules of order are not being followed and that the vote at the last meeting to hire a new attorney was not on the Agenda and the Agenda was not amended to allow for this motion.

Mr. Smith made a motion to adjourn and Mr. Spree seconded the motion. Mr. Minus called for a voice vote and stated, "we are adjourned." Mr. Hamrick immediately asked for a show of hands of all members who did not vote to adjourn. Six people raised their hands not to adjourn (a majority voted not to adjourn). Mr. Minus then left the chair. Mr. Hamrick again called for a point of order and stated that based on the votes, the meeting was still in session and asked the Vice-Chair to take over the meeting in the absence of the Chair and requested the Board to consider his motion. Vice-Chair Tom Umphrey then conducted the meeting and called for a roll call vote on Mr. Hamrick's motion to amend the Agenda and add to the Agenda a no-confidence vote in Chairman Minus. The roll call votes were as follows: Ayes - Terry Bunn, Paul Hamrick, Louise Nolen, Alex Saad, Tom Umphrey, and Nat Watkins. Nays - Lena Hardaway and Doris Oliveira. The motion passed 6 to 2.

Mr. Hamrick then made a motion to have a no confidence vote in Chairman Minus by roll call vote. Mr. Saad seconded the motion. The roll call votes were as follows: Ayes - Terry Bunn, Paul Hamrick, Louise Nolen, Alex Saad, Tom Umphrey and Nat Watkins. Nays - Lena Hardaway and Doris Oliveira. The motion passed 6 to 2.

Mr. Hamrick made a motion by roll call vote to amend the Agenda and include the rescission of Mr. Minus as Chair for cause, the cause being that Mr. Minus signed a two-year contract for legal services with Mr. Pruitt in direct contradiction to what was authorized by the Board. Alex Saad seconded the motion, and the roll call votes were as follows: Ayes - Terry Bunn, Paul Hamrick, Louise Nolen, Alex Saad, Tom Umphrey, and Nat Watkins. Nays - Lena Hardaway. Motion passed 6 to 1.

Mr. Saad made a motion to amend the Agenda and to elect new officers, as follows:

Dr. Tom Umphrey - Chairman *pro tem*
Mr. Alex Saad - Vice-Chairman *pro tem*
Mrs. Lena Hardaway - Secretary
Mr. Nat Watkins - Treasurer

Mr. Bunn seconded the motion and the motion passed.

Mr. Hamrick recommended that the Chair amend the Agenda and appoint a new Executive Committee of the Board. Chairman Umphrey appointed the following trustees to serve on the Executive Committee:

Mr. Alex Saad - Chairman
Dr. Louise Nolen
Mr. Nat Watkins

Mr. Hamrick made a motion to accept these appointments, Mr. Saad seconded the motion, and the motion passed.

At 10:20 a.m., Mr. Watkins made a motion to go into an executive session, Mr. Bunn seconded the motion, and the motion passed.

The meeting re-convened at 10:30 a.m.

Mr. Saad said due to the nature of the motion of the last Board meeting and with the Chairman *pro tem* acting without authority of the Board and the no-confidence vote and the rescission vote against Mr. Minus that was passed today and the lack of confidence in Drayton Pruitt as the University's attorney, he would like to make a motion to amend the Agenda that the Chairman *pro tem* inform Mr. Pruitt that he did not represent the University and appoint a Committee to hire a new attorney and include some of the

University administrators in this process. Mr. Bunn seconded the motion, and the motion passed.

Mr. Hamrick said that there has been on-going concern of some trustees trying to be involved in the day-to-day operations of the University and, in his opinion, the Board needs to get back to their job of policy making instead of interfering. He said the Board has confidence in the Administration of the University and should only set policy and allow the Administration to operate the University. He stated too many members of the Board were trying to get involved in the day-to-day decision making process of the University.

Mr. Bunn recommended that there be more informative items on the agenda for the future meetings of the Board of Trustees.

Dr. Umphrey appointed Alex Saad as Chair and Richard Holland, Louise Nolen, and Clemit Spruiell as members of the Committee to Hire a New Attorney. He asked the Committee to meet today and report to him as soon as possible on their recommendation.

Mr. Bunn made a motion to amend the Agenda and that the Board authorizes Chairman Tom Umphrey to negotiate and proceed with the signing of a two-year contract with an attorney, whom the Committee recommends, to represent the Board of Trustees and the University; Mr. Hamrick seconded the motion; and the motion passed.

Dr. Holland presented a resolution approved by the University's Deans Council for Mr. Nathaniel Reed, a former administrator at the University of West Alabama who recently passed away. He asked that the Board consider adopting this resolution and sending it to the Reed family and local media. Mr. Saad made a motion to amend the Agenda to adopt this resolution, Mr. Bunn seconded the motion, and the motion passed.

V. ADJOURNMENT

A motion was made by Mr. Hamrick to amend the Agenda and to adjourn the meeting, Mr. Saad seconded the motion, and it passed. The meeting adjourned at 10:44 a.m.

Respectfully submitted,

Alex Saad, Secretary

T. Raiford Noland, Assistant Secretary