

UNIVERSITY OF MAINE SYSTEM

Board of Trustees

University of Maine System

May 22, 2006

**Board of Trustees Meeting**

Present: Charles Johnson, Chair; Margaret Weston, Vice Chair; Judith Andrucki, Gregory Cyr, James Dowe, Jean Flahive, William Johnson, Chad Marquis, Barry McCrum, Marjorie Medd, Paul Mitchell, James Mullen, Victoria Murphy, Charles O'Leary, and Lyndel Wishcamper. **Absent:** Susan Gendron. **Chancellor:** Joseph Westphal. **Faculty Representatives:** Raymond Albert, Terry Colby, Gerard NeCastro, and Christine Standefer. **Student Representatives:** CJ Bernard, Michael Emery, and Leah Malave. **University Presidents:** Karl Burgher, Richard Cost, Cynthia Huggins, Theodora Kalikow, Robert Kennedy, Richard Pattenau, and Richard Randall. **Chancellor's Staff:** James Breece, Tracy Bigney, John Diamond, Tracy Elliott, Frank Gerry, Elsa Nuñez, Kelley Wiltbank, David Wilson, and Joanne Yestranski. **Press and Public.**

Trustee Johnson, Chair, called the meeting to order and welcomed everyone.

**Citizen Comment.** Citizen Comment is a time regularly set aside for comments from the public. The following people spoke during the citizen comment period:

Ron Mosely	Janine Bonk	Frank Wentheim
Alan Cobo-Lewis	Rosanna Libby	Wayne Ingalls
Kerry Ann Sullivan	Jim McClymer	Liam Riordan
Jim Bradley	Arthur Hill	Jack McKay
Madeline Winterfalcon	Cynthia Hook	Valerie Carter
Jen Moreau	Brent Hall	Jim Shue
Loraine Lowell	Rosemary Mahoney	

**Acceptance of Minutes.** On a motion by Trustee William Johnson, which was seconded by Trustee O'Leary, the minutes from the following meetings were unanimously approved as presented:

February 27, 2006 – Investment Committee Meeting  
February 27, 2006 – Strategic Planning Subcommittee Meeting  
March 19-20, 2006 – Board Meeting and Board Committee Meetings  
April 6, 2006 – Strategic Planning Subcommittee Meeting

**Chair's Agenda and Report.** Trustee Johnson congratulated Dr. Elsa Nuñez, Vice Chancellor for Academic and Student Affairs, on her new position as the first female President at Eastern Connecticut State University in Willimantic, Connecticut. He also congratulated Chad Marquis as a recent graduate of UMFK and Leah Malave of UMA. Mr. Richard Randall was congratulated on his appointment as President at UMA. Trustee James Mullen was presented a plaque acknowledging his service and contribution to the Board of Trustees. The resolution is as follows:

**Resolution for Trustee Mullen**

Be it known to all that we, the members of the University of Maine System Board of Trustees, offer our sincere gratitude and deepest appreciation to James D. Mullen –

Chair of the Board, 1999-2003; Vice Chair of the Board, 1998-1999; and Trustee, 1996-2006 for outstanding service, dedication, and commitment to the University of Maine System's mission, constituencies, and well-being. Approved this twenty-second day of May, 2006 at the University of Maine System headquarters Bangor, Maine.

On a motion by Trustee Cyr, which was seconded by Trustee Weston, the Board agreed to forward the resolution to the consent agenda.

**Chancellor's Report.** Chancellor Westphal thanked Mr. Ron Mosely, President of Associated Faculties of the University of Maine System, MEA/NEA (AFUM) and everyone who spoke during citizen comment for their thoughts. Chancellor Westphal commented that it has been a great privilege to work for the University of Maine System. There have been very complex issues that everyone has been dealing with and he expressed his thanks for the hard work the put forth by faculty, students, and staff. He thanked Dr. Nuñez for her efforts and dedication to the University of Maine System. Chancellor Westphal thanked the Board of Trustees for their support and commitment to the UMS.

**Committee Reports/Action.**

Academic Affairs Committee – Trustee Andrucki reported that the Committee agreed to forward to the consent agenda for approval Board Policy # 301 – Mission and the International Programs: Maine-France and University of Quebec. The Committee reviewed the University of Maine at Augusta Mission.

Audit Committee – Trustee Dowe congratulated Ms. Tracy Elliott on her appointment as Director of Finance and Controller. As a result of Ms. Elliott leaving the position of Director of Internal Audit some of the internal audit tasks will need to be outsourced to KPGM. The Internal Audit Department will continue to report to Controller and this will be reviewed periodically to see if that reporting structure is working appropriately. The A-133 audit was presented to the Audit Committee and the audit had a few issues that need further review. Mr. Ed Nobles provided a report on the risk management process which was started a few years ago by former Trustee Ed Fox.

Finance/Facilities Committee – Trustee McCrum reported the Committee agreed to forward the following items to the consent agenda: Bond Funding for Maine Center for the Arts at UM and University Commons at USM; Holocaust and Human Rights Education Center at UMA; Acquisition of Property at UMF; Land Transfer at University College at Bangor; Lease of Space at USM; FY2007 Budget and Recommended Student Charges; and two Distinguished Professorships – the Col. James C. McBride Distinguished Professorship of History and the John C. Bridge Engineering Professorship.

Human Resources and Labor Relations Committee – Trustee Flahive reported that the Committee agreed to forward to the consent agenda the Appointment of Ms. Sheri Stevens to the Retirement Committee and the following appointments for Trustee approval: William Geller, Vice President for Administration at UMF; Blake A. James, Athletic Director at UM; Richard Randall, President at UMA; Robin Russel, Director of School of Social Work at UM; and James B. Shaffer, Dean of the School of Business at USM.

Student Affairs Committee – Trustee William Johnson reported that the Committee agreed to forward to the consent agenda the Three-Year Review of the Student Code of Conduct and the Committee discussed the role and responsibilities of the Student Affairs Committee

Nominating Committee - Trustee Mullen thanked Trustee Charles Johnson for his leadership as Chair of the Board. The Trustee Nominating Committee members were James Mullen, Chair; Judith Andrucki, Gregory Cyr and Susan Gendron. The Committee was pleased to recommend Trustee Margaret Weston as Chair and Trustee Barry McCrum as Vice Chair.

Investment Committee – Trustee Wishcamper reported the Investment Committee will meet today following the Board meeting. The assets in the Endowment Fund stand at \$606 million as of the first quarter of the year and the assets in the Pension Fund stand at \$64 million.

Trustee Weston presented Trustee Charles Johnson with a plaque to recognize with appreciation his leadership, integrity, and the dedication as Chair of the Board.

Consent Agenda. On a motion by Trustee Weston, which was seconded by Trustee William Johnson, the following recommendations were unanimously approved by the Board.

Election of Board Officers. The Board of Trustees approved the Board of Trustees slate of officers for 2006-2007, as presented - Trustees Weston as Chair and Trustee McCrum, as Vice Chair.

Resolution for Exclusion of Certain Directors or Officers. The Board of Trustees authorized the approval of the following resolution:

Whereas, current Department of Defense directives contain a provision making it mandatory that the Chair of the Board and all principal officers (such as President, Senior Vice President, Secretary, Treasurer, and those occupying similar positions) meet the personnel security clearances requirements established for a contractor's facility security clearance; and

Whereas, said Department of Defense Regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Trustees and other officers, provided that this action is recorded in corporate minutes.

Now Therefore Be it Declared that the Chair of the Board, at least an official quorum of the Board of Directors (the executive committee of six members of the Board of Directors), and all principal officers (such as, President, Senior Vice President, Secretary, Treasurer, and those occupying similar positions) at the present time do possess, or shall be processed for, the required security clearance; and

Be It Resolved that in the future, when any individual enters upon any duties as Chair of the Board, as a replacement for one of the cleared quorum of the Board, or as one of the principal officers of this corporation (such as President, Senior Vice President, Secretary, Treasurer, and those occupying similar positions), such individual shall immediately make application for the required security clearance; and

Be It Resolved Further that the following members of the Board of Trustees and other officers shall not require, shall not have, and can be effectively excluded from access to CLASSIFIED information in the possession of the University and do not occupy positions that would enable them to affect adversely University policies of practices in the performance of classified contracts for the Department of Defense or the User Agencies of its Industrial Security Program: Judith W. Andrucki; Gregory G. Cyr; P. James Dowe; Jean M. Flahive; Susan A. Gendron; Charles L. Johnson III; William D. Johnson; Chad J. Marquis; Barry D. McCrum; Marjorie Murray Medd; Paul J. Mitchell; James D. Mullen; Victoria M. Murphy; Charles J. O'Leary; Margaret A. Weston; Lyndel J. Wishcamper; Chancellor, Joseph W.

Westphal; Chief Financial Officer and Treasurer, Joanne L. Yestramski; and Clerk of the Board, J. Kelley Wiltbank.

Confirm New Faculty and Student Representative to the Board of Trustees. The Board of Trustees approved the appointments of the Faculty and Student Representative to the Board of Trustees as follows:

Faculty Representatives:

Robert Rice - University of Maine (reappointment for a 2<sup>nd</sup> one year term)  
Shallee Page - University of Maine at Machias (2 year term)

Student Representatives:

Morgan Bickford - University of Maine (1 year term)  
Michael Emery - University of Maine at Augusta (2 year term)  
Samantha Starrett - University of Maine at Farmington (2 year term)

Graduate Student Representative:

Jeremy Logan - University of Maine (2 year term)

Confirmation of Boards of Visitors. The Board of Trustees approved the campus Boards of Visitor appointments, as presented.

Acceptance of Resignation and Appointment of a Chancellor. The Board of Trustees acknowledges receipt of the resignation of Joseph W. Westphal as Chancellor and expressed its deep gratitude to Dr. Westphal for his leadership of the University of Maine System.

The Board of Trustees appointed Dr. Terrence J. MacTaggart as Chancellor of the University of Maine System for a one year term commencing July 1, 2006.

Bond Funding for Maine Center for the Arts, UM and University Commons, USM. The Board of Trustees authorized the issuance of \$4.0 million in a future UMS General Obligation bond for the Maine Center for the Arts and for USM University Commons with the debt service to be paid by state appropriations.

Reimbursement Resolution

Be it resolved that, for purposes of Treasury Regulation § 1.150-2, the University of Maine System reasonably expects (1) to incur debt to reimburse expenditures (including expenditures made within the last 60 days) temporarily advanced from funds currently held in the Plant Fund, such expenditures to be made to pay the cost or a portion of the cost of renovating the Maine Center for the Arts and constructing the Osher Lifelong Learning Institute portion of University Commons and (2) that the maximum principal amount of debt to be issued for such construction and related cost of financing including for reimbursement purposes, is \$4,000,000.

Holocaust and Human Rights Education Center of Maine, UMA. The Board of Trustees approved the naming, as the Michael Klahr Center, of the new facility to be built at UMA to house the Holocaust and Human Rights Education Center of Maine. The Board of Trustees also approved a one-time allocation of \$200,000 from the FY2007 State Appropriation as part of the construction cost of the facility.

Acquisition of Property, UMF. The Board of Trustees authorized, contingent upon review of the UMS environmental assessment and all legal documents, the purchase of Leland property at 132 Prescott Street, Farmington, Maine for \$87,450, with funds coming from the UMF incentive budget reserve – property acquisition account. Further, that the Board authorized the removal or demolition of the property's structure at a future time.

Land Transfer, University College of Bangor. The Board of Trustees approved the transfer to the State of Maine of approximately 100 square feet of property adjacent to Maine Avenue at the University College of Bangor, for the purpose of improving traffic flow and safety, in exchange for no-cost improvements to campus access and other safety measures, contingent upon approval of transfer documents by System staff.

Lease of Space – USM. The Board of Trustees authorized the leasing of approximately 25,000 sq. ft. in the building at 501 Forest Avenue, Portland from Alpine Realty, Inc. for a three year period with renewal options, at an initial lease rate of \$5.05 per square foot for the first three years, contingent upon System Office review of all lease documents.

FY2007 Budget and Recommended Student Charges. The Board of Trustees approved the FY2007 Operating Budget and Student Charges.

Establishment of The Col. James C. McBride Distinguished Professorship in History. The Board of Trustees approved the establishment of The Col. James C. McBride Distinguished Professorship in History.

Establishment of The John C. Bridge Engineering Professorship. The Board of Trustees approved the establishment of The John C. Bridge Engineering Professorship.

Appointment to Retirement Committee. The Board of Trustees approved the appointment of Ms. Sheri Stevens to the Retirement Committee for the UMS Retirement Plan for Classified Staff effective May 22, 2006.

Appointment for Trustee Approval. The Board of Trustees approved the appointments to a position at or above the level of Dean or equivalent as recommended by the Chancellor, as follows:

William Geller, Vice President for Administration, UMF  
Blake A. James, Athletic Director, UM  
Richard Randall, President, UMA  
Robin Russel, Director of School of Social Work, UM  
James B. Shaffer, Dean of the School of Business, USM

Three-Year Review of the Student Code of Conduct. The Board of Trustees accepted the proposed changes to the Student Conduct Code.

Board of Trustees Policy Change #301 – Mission. The Board of Trustees accepted the proposed changes to the Board of Trustees Policy Manual Section #301 – Mission.

International Programs: Maine-France and University of Quebec. The Board of Trustees of the University of Maine System approved the Vision for International Studies and its integration into the Strategic Planning process. The Board of Trustees also supported the Project Maine-France Quebec pilot initiative and commends the work of the Project Maine-France Working Group and the UMS International Studies Steering Committee.

Acknowledgement of Service. The Board of Trustee approved the following resolution:

Resolution for Trustee Mullen

Be it known to all that we, the members of the University of Maine System Board of Trustees, offer our sincere gratitude and deepest appreciation to James D. Mullen - Chair of the Board, 1999-2003; Vice Chair of the Board, 1998-1999; and Trustee, 1996-2006 for outstanding service, dedication, and commitment to the University of Maine System's mission, constituencies, and well-being. Approved this twenty-second day of May, 2006 at the University of Maine System headquarters Bangor, Maine.

**Information Items.** The following items were included in the agenda for information only:

- UMS Strategic Planning Subcommittee Review of First Phase System Priorities
- Marketing and Advocacy Initiative
- Collective Bargaining Update
- Board Basics Brochure on Student Affairs Committee
- University of Maine at Augusta – Mission
- Draft Role of the Faculty Representatives to the Board of Trustees
- Agenda Calendar

**Date of Next Meeting.** The next meeting of the Board of Trustees will be held on July 10, 2006, at the University of Maine System in Bangor.

Adjournment.

Ellen Doughty for  
J. Kelley Wiltbank, Clerk