



Baylor University

**MINUTES
BAYLOR UNIVERSITY
BOARD OF REGENTS
Friday, May 15, 2020**

Regents present: Jerry Clements, Chair, Melissa Mines, Vice Chair, Randy Pullin, Vice Chair, Jay Allison, Joel Allison, Jennifer Elrod, Sarah Gahm, Shelley Giglio, Cary Gray, Larry Heard, Milton Hixson, Dan Hord, Neal Jeffrey, Mark Lovvorn, Katie Jo Lunningham, Rene Maciel, Jill Manning, Michael McFarland, Drayton McLane, Bill Mearse, Alicia Monroe, Todd Reppert, Clifton Robinson, Mark Rountree, Manny Ruiz, David Slover, Kim Stevens, Julie Turner, Dennis Wiles, Gordon Wilkerson, Malcolm Foley, Cassidy Parshall, Mark Petersen, Dusty Sanderson, Randy Umstead, Gaynor Yancey

* meeting was conducted via Zoom

Regents absent: Ken Carlile, Mark McCollum, Bill Simon

Staff present: President Linda Livingstone; Kristy Orr, Board Professional; Christopher Holmes, Corporate Secretary and General Counsel; Sarah Schmuck, Board Relations Specialist, and other staff

Jerry Clements, Chair of the Board of Regents for Baylor University, called the meeting to order at 8:32 a.m. on Friday, May 15, 2020. Mr. Holmes certified that a quorum was present. Regent Malcolm Foley gave a devotional and opened the meeting with prayer.

Chair Clements asked for a motion to approve the February 21, 2020 Board minutes. Regent Joel Allison made the motion to approve the minutes and was seconded by Regent Petersen. The minutes were unanimously approved.

Chair Clements asked for a motion to approve the adoption of the signature authorization resolution. Regent Rountree made the motion and was seconded by Regent Hixson. The resolution was unanimously approved.

PRESIDENT'S REPORT

President Livingstone gave her presidential report that included highlights of a successful academic year, Baylor's strategic plan Illuminate, productivity of the Give Light campaign and the Baylor Academic Challenge that produced a new endowment one for one match. The President also reviewed Baylor's response to the COVID-19 pandemic, the President's

Excellence Fund and the Baylor Collaborative on Hunger and Poverty – Meals to You sponsored by Baylor, PepsiCo and McLane Global. The Presidential Report continued to cover Baylor’s Summer of Discovery, Senior Week with shout-outs from celebrity alumnus, the BearCare Program, responsible measures and looking forward to guiding principles for the 2020-2021 academic year.

EXECUTIVE COMMITTEE REPORT

Afterwards, Chair Clements brought a resolution before the Board to thank the Baylor family and called for a motion to adopt it. Regent Stevens made the motion and Regent Joel Allison seconded. The motion carried unanimously.

Chair Clements gave an executive committee report that included a focus on Baylor’s mission, transition to a Tier I research program, executive compensation processes and procedures, capital and debt finance work, thoughtful processes and analysis on Board composition and enhancing student life and alumni relations. The Chair expressed appreciation for the work done in partnership with the President’s Council. Chair Clements also thanked the chairs and vice chairs of the Board committees.

ITEMS FOR BOARD DISCUSSION AND FORMAL ACTION

Following the report, Regent Elrod brought a proposal before the Board to create a Ph.D. in Communication Sciences and Disorders.

Approval is sought to create a Ph.D. in Communication Sciences and Disorders as presented.

Motion to adopt:

“RESOLVED, that on the recommendation of the Academic Affairs Committee, the Board of Regents for Baylor University approves the creation of a Ph.D. in Communication Sciences and Disorders as presented.”

Questions were called for and Dr. Brickhouse spoke on the program. The motion carried unanimously. No second was needed since it was a motion brought before the Board by a committee. The motion was approved and adopted unanimously.

Regent Elrod also brought a proposal before the Board to create a Ph.D. in School Psychology. Dr. Brickhouse spoke on the program. The motion carried unanimously. No second was needed since it was a motion brought before the Board by a committee. The motion was approved and adopted unanimously.

Approval is sought to create a Ph.D. in School Psychology as presented.

Motion to adopt:

“RESOLVED, that on the recommendation of the Academic Affairs Committee, the Board of Regents for Baylor University approves the creation of a Ph.D. in School Psychology as presented.”

Regent Elrod also brought a proposal to create dual-track Master of Arts in School Leadership. Dr. Brickhouse spoke on the program. The motion carried unanimously. No second was needed since it was a motion brought before the Board by a committee. The motion was approved and adopted unanimously.

Approval is sought to create a Dual-Track Master of Arts in School Leadership as presented.

Motion to adopt:

“RESOLVED, that on the recommendation of the Academic Affairs Committee, the Board of Regents for Baylor University approves the creation of a Dual-Track Master of Arts in School Leadership as presented.”

Regent Heard gave a presentation of the 2020-2021 budget and spoke highly of Mr. Dalton and his team. He then called for a motion to approve the 2020-2021 budget. The motion carried unanimously. No second was needed since it was a motion brought before the Board by a committee. The motion was approved and adopted unanimously.

Approval is sought for the 2020-2021 Budget as presented.

Motion to adopt:

“RESOLVED, that on the recommendation of the Finance and Facilities Committee, the Board of Regents for Baylor University approves the 2020-2021 Budget as presented.”

Afterwards, Regent Rountree brought before the Board the approval of slate of nominations to the Board of Regents from the Nominating and Regent Governance Committee. There were six total appointments in addition to Sher Isada and Sara Dolan who were approved in the last meeting. Regent Rountree called for a motion to approve the following names for a 3-year election term as at-large regents: Todd Patterson, Paula Hurd and Melissa Mines. Mines was recused during this vote. The motion coming from the committee was carried unanimously.

A motion was made to approve Faith Beaty for a 3-year term as an honoris causa regent. The motion carried unanimously.

A further motion was made for the re-election of the following at-large regents for a 3-year term: Jeffrey, Lovvorn, Manning and Monroe. All regents being voted on were recused. The motion carried unanimously.

A motion was made to re-elect student regent, Cassidy Parshall for a second 1-year term as a voting regent. The motion carried unanimously.

Afterwards, Chair Clements brought before the Board the approval of Board and Committee Leadership and Committee Membership. She called for a motion to approve the Board and Committee Leadership and Committee Officers: Heard, Wiles, Mines and Rountree. All regents being voted on were recused. The motion passed unanimously.

Regent Rountree returned to the meeting and brought before the Board a motion to approve the proposed chairs and vice chairs for the committees: Elrod, Monroe, Hord, Turner, Manning, Gahm, Mearse, Lovvorn, Ruiz, Reppert, Pullin, Mines, Stevens, Giglio, Gray and Jeffrey. All regents were recused while being discussed. All were unanimously approved.

Regent Rountree brought before the Board the approval of the committee membership assignments. All assignments were unanimously approved.

Regent Rountree then brought before the Board a motion for the confirmation of alumni-elected regents and Baptist General Convention of Texas (BGCT) Nominees. Michael Evans was approved as the new BGCT regent and Regent Wiles was re-confirmed for his last 3-year term. Wiles was recused during this time. The motion carried unanimously.

Krissy Guidi was brought before the Board as the chosen candidate for the Alumni Elected Regent position. The motion to approve Ms. Guidi was unanimously approved.

Mr. Rountree announced that there was no action to take on the approval of slate of nominations to the Baylor College of Medicine Board of Trustees. An update was given on the process.

INFORMATION ITEMS

1. Academic Affairs Committee Report

Regent Elrod briefed the group on faculty categories, faculty hiring plans and state of the faculty. She reported on university planning and ongoing dean searches.

2. Advancement and Development Committee Report

Regent Hord reported on endowments, increasing efficiency and briefed the group on a report from campaign coaches Marts & Lundy.

3. Audit Committee Report

Regent Manning reported that the committee has an update on audit procedures and processes and the uncertainties due to the COVID-19 pandemic. She gave an update on financial reports and there was an update from Jon Allen on informational technology. An internal audit update was given for COVID-19 regulations.

4. Compliance and Regulatory Affairs Committee Report

Regent Pullin began by praising Dr. Livingstone and the COVID-19 Task Force. He stated that the committee reviewed their calendar, Clery compliance, insurance, and liability coverage. They were given an update on the repository on university policies including six institutional risk areas” accreditation, admissions, financial aid, workplace employment, intercollegiate athletics, Title IX regulations.

5. Finance and Facilities Committee Report

Regent Heard began by thanking the committee for their past year of service. The committee focused on approving the budget, enrollment, liquidity, campus projects, assets and received a report on endowments.

6. Nominating, Governance and Regent Leadership Committee Report

Regent Rountree began by thanking his committee for their work. Nominations, voted on earlier in the meeting, were completed as was the committees formal review of the 45 governance recommendations adopted in 2017. There are three recommendation in need of additional work: change use of new regent task force to every three years, regent emeriti program replacement for former regents and the establishment of the annual regent fund. He reported that the new regent orientation will be held virtually in June which will include a new regent mentor program. Mr. Rountree requested that Board members their assessment of the Board through the evaluation process.

7. Student Life Committee Report

Regent Stevens gave a briefing on student leadership and outlining student concerns. The committee was given a report by Drs. Hynes and Vanderpool on the BearCare Program and virtual student experiences including DIA, Dr Pepper Hour and the Phil Wickham concert. Dr. Marsh gave a report on student wellness and health services telehealth platform. Dr. Jackson explained Project 8.24 and thanked the student life division for their commitment to students and good work through the pandemic.

8. University Leadership and Compensation Committee Report

Regent Jeffrey gave the report in Regent McCollum’s absence. He stated that the committee reviewed their charge, was given an oversight of executive compensation and reviewed the Presidential evaluation.

Afterwards, Chair Clements acknowledged the outgoing regents who addressed the Board upon their departure. These regents include Joel Allison, Ken Carlile (not in attendance), Malcolm

Foley, Milton Hixson, Mark McCollum (not in attendance), Drayton McLane, Clifton Robinson, Dusty Sanderson and Gaynor Yancey.

Regent Rountree asked permission to speak on outgoing Chair Clements and her wise servant leadership.

The Board went into Executive Session at 11:36 a.m. where they reviewed the Presidential Assessment for President Linda Livingstone.

There being no further business to discuss, Chair Clements made the motion to adjourn. The board adjourned at 12:00 p.m.



Kristy Orr, Board Professional