

Minutes of the Special Called Meeting of the Board of Trustees of the University of Kentucky, Thursday, December 28, 1989.

The Board of Trustees of the University of Kentucky met in a Special Called Meeting in the Board Room on the 18th floor of the Patterson Office Tower on the Lexington Campus at 2:00 p.m. Lexington time on Thursday, December 28, 1989. The call for the Special Meeting had been issued by the Chairman, Mr. Foster Ockerman.

A. Meeting Opened

Mr. Foster Ockerman, Chairman, called the meeting to order at 2:07 p.m., and the invocation was pronounced by Mr. William B. Sturgill.

B. Roll Call

The following members of the Board of Trustees answered the call of the roll: Mr. Foster Ockerman, (Chairman), Mr. Ted B. Bates, Professor Raymond F. Betts, Mr. William E. Burnett, Jr., Professor Mary Sue Coleman, Mr. Tracy Farmer, Mr. Lawrence E. Forgy, Jr., Mrs. Edythe Jones Hayes, Senator Walter D. Huddleston, Mr. Sean Lohman, Dr. Nicholas J. Pisacano, Professor Judith Rhoads, Mr. James L. Rose, Judge Robert F. Stephens, Mr. Jerome A. Stricker, Mr. William B. Sturgill, Judge Julia K. Tackett, and Mr. Billy B. Wilcoxson. Governor Albert B. Chandler was not present for the roll call but did arrive during the meeting. Absent from the meeting was Judge Henry R. Wilhoit, Jr. The University administration was represented by President David P. Roselle; Chancellors Peter P. Bosomworth, Robert E. Hemenway and Charles T. Wethington; Vice Presidents Edward A. Carter, Wimberly C. Royster and Eugene R. Williams; and Mr. John C. Darsie, General Counsel.

Members of the news media were also in attendance. A quorum being present, Mr. Ockerman declared the meeting officially open for the conduct of business at 2:10 p.m.

C. Statements by Mr. Ockerman

Mr. Ockerman stated that there were two items on the agenda, but before beginning with the agenda, he had some statements to make.

1. During the period of the interim presidency, the Board expects to move forward with the cooperation of the faculty and administrative staff toward the attainment of the goals and objectives set forth in the recently adopted Strategic Plan. He noted that the Plan has been made public and is available for review.
2. The Board will conduct a search for a new president. The search will be done in accordance with the Governing Regulations and policies of the University and will be nationwide in scope.

3. The Board will continue to give full support to the current athletic policies, including the scholastic programs which have earned recognition. The Director of Athletics and the coaches, including those not yet on board, can rely on the Board's commitment.

D. Meeting Format

Mr. Ockerman explained the format for ruling on items to be presented. He called attention to a motion previously circulated by Mr. Forgy and stated that he would address Mr. Forgy's motion. He said that Mr. Forgy's proposed motion raises serious questions and could be the subject, in his judgment, of litigation. The proposed motion, in his opinion, would be an amendment to the Governing Regulations relating to the election of an interim president or the selection of a president or both. He stated that, because the proposal is an amendment to the Governing Regulations, it must lay on the table for a period of 30 days. Further, he said that a motion of this nature is not within the call for the meeting.

Mr. Ockerman went on to say that Mr. Burnett had requested that he be recognized for the purpose of making a motion for the Board to convene in Executive Session. He explained that Mr. Burnett's motion would have priority over Mr. Forgy's motion. He, therefore, would recognize Mr. Burnett at the end of his statement.

He stated that if the Board votes to go into Executive Session, he would recognize Mr. Forgy for the purpose of making his motion at the conclusion of that session and before a vote on the report of the Board-Faculty Committee. He explained that he would then rule on the motion as previously stated and Mr. Forgy may appeal to the Board from the ruling, if he desires. He then recognized Mr. Burnett.

E. Motion for Executive Session

Mr. Burnett moved that the Board of Trustees go into Closed Session to discuss matters which might lead to the appointment of certain individual employees and for deliberations on the sale of real property. His motion was seconded by Mr. Sturgill.

Mr. Forgy remarked that the Board was meeting to discuss questions of public importance, questions that have brought the attention of the Commonwealth to the Board Room. In his opinion, it would be a serious mistake on the part of the Board to go into an Executive Session and conduct the matters behind closed doors. He emphasized that any votes or positions taken should be taken with the full scrutiny of 3.7 million people in the Commonwealth who support the institution with their tax dollars. He, therefore, voted against Mr. Burnett's motion and asked Mr. Ockerman to instruct the Board as to what exemption the Board would go into Executive Session under the open meetings law.

Mr. Ockerman stated that the motion related to the discussion of personnel to be employed by the University. He asked Mr. Darsie to comment on the appropriateness of the motion.

Mr. Forgy stated that he would like to make a point before Mr. Darsie spoke. He said that his motion did not relate to the employment of personnel but to the instruction of a committee appointed by Mr. Ockerman. In his opinion as an attorney, the motion is not subject to any exemption under the open meetings law.

Mr. Ockerman informed Mr. Forgy that the Board was not going into Executive Session to consider his motion. The motion was to go into Executive Session to consider the election of an interim president. And, the purpose of going into Executive Session under the motion would be to discuss the personnel that would be involved in the selection process.

Mr. Forgy asked Mr. Ockerman if he had been instructed by legal counsel for the institution that any vote could be taken in Executive Session.

Mr. Ockerman replied, "No, I have not. We do not propose to take a vote in the Executive Session."

Mr. Forgy asked Mr. Ockerman to indicate the purpose of the Executive Session.

Mr. Ockerman reiterated that the purpose was to discuss the personnel that would be considered for interim president.

Mr. Forgy asked, "Why does that have to be done in Executive Session? Why can that not be done in the open?"

Mr. Ockerman replied, "That will be determined by a majority of the Board when it votes on the motion."

Mr. Forgy expressed the opinion that a Closed Session would be a mistake, and said that he hoped the members of the Board would not vote for the motion.

Mr. Ockerman called for any other comments and then asked Mrs. Hayes to call the roll. Upon a vote being taken on Mr. Burnett's motion, the result was as follows:

	<u>Yeas</u>	<u>Nays</u>
Mr. Ted B. Bates		X
Professor Raymond Betts		X
Mr. William Burnett	X	
Professor Mary Sue Coleman		X
Mr. Tracy Farmer	X	
Mr. Lawrence E. Forgy, Jr.		X
Edythe Jones Hayes	X	
Honorable Walter D. Huddleston		X
Mr. Sean Lohman		X

(Vote Continued)	<u>Yeas</u>	<u>Nays</u>
Mr. Foster Ockerman	X	
Dr. Nicholas J. Pisacano	X	
Professor Judith Rhoads	X	
Mr. Jim Rose		X
Honorable Robert F. Stephens		X
Mr. Jerome A. Stricker	X	

Mr. Sturgill stated that he was in favor of the motion, and said that the Board should sit among themselves to talk about personnel matters. In his opinion, there can be a better exchange of ideas, and he has never approved of conducting University business relating to personnel in a public gathering. Therefore, in keeping with his beliefs, he voted yea.

Mr. William B. Sturgill	X	
Honorable Julia K. Tackett		X
Mr. Billy B. Wilcoxson	X	

Mrs. Hayes reported that there was a tie vote.

Mr. Ockerman stated that the motion to go into Closed Session was defeated because of failure to attain a majority. He then asked for any other motions in this regard. There being no other motions, he called upon Mr. Burnett for a report of the Board-Faculty Committee.

F. Motion by Mr. Forgy

Mr. Forgy stated that he had a motion before the Board and expressed the opinion that his motion did not amend the Governing Regulations. If it did, it would be a simple matter for the Board by majority vote to waive the 30-day provision with regard to the Governing Regulations. He stated that his motion did not speak to the Governing Regulations or the method of selecting a president. He reviewed his motion and indicated that his motion should take precedence over the committee report because it may alter the committee report.

Professor Coleman asked, "May I second the motion of Larry Forgy, if allowed?"

Mr. Ockerman replied, "Yes, indeed."

Mr. Forgy read his motion: "Resolved, that the Joint Board-Faculty Committee appointed pursuant to Section III-2 of the Governing Regulations of the University be instructed that no person be considered for interim president of the University if that person is or intends to become a candidate for president of the University of Kentucky."

G. Mr. Forgy's Motion Ruled Out of Order

Mr. Ockerman said that he would rule that the motion is out of order for the reasons he had given in his earlier statement.

Mr. Forgy appealed the judgement of the Chair to the full Board.

Mr. Ockerman asked for a second to the motion of appeal.

Professor Coleman seconded the motion.

Mr. Ockerman called for discussion. He stated that the motion of appeal will be voted on and asked Mrs. Hayes to call the roll.

Mr. Forgy stated that he did not wish to engage in a debate with the Chairman with regard to the motion but the Chairman had characterized his motion in ways that he thinks should be clarified. He repeated that his motion in no way amends the Governing Regulations and in no way will subject the institution to litigation. He said that his motion was a very important motion to many people. In his opinion, the Board should hear the motion and vote on it on its merits, not on the procedural aspect of whether he can present the motion.

Senator Huddleston remarked that he did not believe any member of the Board is more sincerely interested in doing what's best for the University than Larry Forgy. He stated that he had considered very carefully Mr. Forgy's motion and had read all of the numerous communications that he had received. He had concluded that there is no necessity for the Board, at this particular time, to put restrictions on how the selection of a new president for the University will occur. In his opinion, many of those who support the motion are supporting it because of particular personalities that might be involved. He stated that that was not the case with him. He commented that he had tried to consider the issue strictly in a neutral fashion: how the Board could best name the best person to head the University. He stated that is the Board's obligation and indicated that he had tried to investigate this in every manner available to him. He concluded that it is not a fact per se that an individual serving as interim president of the University should be totally removed from the possibility of being considered as a president. Everyone would like to have the ideal person with the scholastic requirements, credentials and ability to run a major organization. Unfortunately, it is not easy to find all those qualifications in one person. In his opinion, the search committee ought to be unfettered by preconceived notions about personalities or procedure. It ought to be free to conduct an open, national search for the best person it can find. And, for that reason, he supported the position of the Chairman. He stated that the Board should not impose these restrictions.

Mr. Ockerman commented in regard to his technical position as Mr. Forgy had spent some time discussing and thinking about the proposal. He indicated that Mr. Forgy had put him in a position of thinking about how

he was going to rule on the proposal. He stated that he had consulted with Mr. Darsie, Counsel for the University, as to the technical position that he should take, and Mr. Darsie agrees with his position. He called on Mr. Darsie for confirmation.

Mr. Darsie stated that he agreed with Mr. Ockerman's position. He cited Section X of the Governing Regulations which states only one qualification for any appointment and that is that all appointments should be made on the basis of merit. It was Mr. Darsie's opinion that Mr. Forgy's motion would constitute an amendment to the Governing Regulations.

Mr. Forgy stated that he did not want to place Mr. Darsie on the spot with regard to the matter, but that he had also discussed the matter with Mr. Darsie and received a contrary opinion.

Mr. Ockerman replied that Mr. Forgy may not have asked the right question.

Mr. Forgy stated that following his discussion with Mr. Darsie he had come to the conclusion that there was no necessity for amending the Governing Regulations. Therefore, there was no reason to waive the 30 day rule. In his opinion, it is the correct legal interpretation, and he urged it on the Board.

Mr. Ockerman explained that it is his responsibility to make a ruling on the technical point. He had utilized his own resources and had also consulted with Mr. Darsie. He noted that Mr. Darsie concurs with him. He then asked if there were further questions on the appeal. He repeated the motion: "The motion is to appeal the ruling of the Chair which ruled Mr. Forgy's motion out of order." Those desiring to sustain the ruling of the Chair were to vote yes on the motion and those desiring to override the ruling of the Chair were to vote no. Upon a vote being taken on the motion, the result was as follows:

	<u>Yeas</u>	<u>Nays</u>
Mr. Ted B. Bates		X
Professor Raymond Betts		X
Mr. William Burnett	X	
Governor Albert B. Chandler	X	
Professor Mary Sue Coleman		X
Mr. Tracy Farmer	X	
Mr. Lawrence E. Forgy, Jr.		X
Edythe Jones Hayes	X	
Honorable Walter D. Huddleston	X	
Mr. Sean Lohman		X
Mr. Foster Ockerman	X	
Dr. Nicholas J. Pisacano	X	
Professor Judith Rhoads	X	
Mr. Jim Rose		X

(Vote Continued)	<u>Yeas</u>	<u>Nays</u>
Honorable Robert F. Stephens		X
Mr. Jerome A. Stricker	X	
Mr. William B. Sturgill		X
Honorable Julia K. Tackett		X
Mr. Billy B. Wilcoxson	X	

Mrs. Hayes reported that the motion carried 10 to 9.

Mr. Ockerman stated that the ruling of the Chair was sustained. He asked if it was the desire of the Board to go into Executive Session or if they desired to hear the report of the Committee in open session.

Mr. Forgy remarked that the Board had already voted on the Executive Session question.

Mr. Burnett asked for a recount of the vote and moved that the Board go into Executive Session.

Mr. Forgy pointed out that there had been votes added to the meeting since the Executive Session motion failed.

Mr. Ockerman stated that he was not trying to shut out anybody and asked the Committee to give its report in open session.

G. Board-Faculty Committee Recommendation

Mr. Burnett reported that the Committee recommends that the Trustees employ Charles Wethington as interim president.

Professor Coleman asked to hear the minority report from the Committee.

Professor Rhoads noted that the motion had not been seconded and, therefore, was not on the floor.

Mr. Stricker seconded the motion.

Mr. Ockerman stated that the motion was now on the floor.

Professor Coleman asked to hear the minority report and the vote from the Committee.

Mr. Burnett reported the vote was four for Dr. Charles Wethington and three for Dr. Peter Bosomworth.

Mr. Ockerman asked if anyone else desired to make a comment.

Mr. Lohman asked, "Why was there not a student representative on the Committee to recommend an interim president?"

Mr. Ockerman stated that the regulations provide for representatives of the faculty and representatives of the Board. The regulations do not provide for a student representative on this particular committee. He stated that he followed the Governing Regulations in making the appointments.

Mr. Darsie explained that the Board-Faculty Committee is unlike the Search Committee for a President, and there is not a provision for a student on the Committee.

Mr. Wilcoxson moved that the Board accept Dr. Wethington by acclamation and Mr. Farmer seconded the motion.

H. Comments from Dr. Roselle

Dr. Roselle asked to address the Board so he could depart the meeting. He indicated that he had talked to most of the members individually and thanked them for their support during the last 2.5 years. He expressed appreciation to the members and stated that he was proud of some of the initiatives they took together. He stated that one leaves an institution with some regret and his major regret is the inability to provide appropriate recognition for the members of the faculty and staff in the form of salaries and in the form of making the University the kind of institution that makes it easy for them to accomplish their scholarship and their educational programming.

He reminded the Board that the search for the president is serious and important work. He said that he hoped they did it well because the University deserves that. He said, "none of that's as important as is the question of who the faculty and the staff of the institution are going to be." He stated that he hoped the Board would look towards those people to be a part of the solution to any difficulties incurred budget wise or administrative wise. In conclusion, those people are the heart and soul of the institution. He also expressed hope that the Board would treat those people in an encouraging and caring manner and support the enterprise in which they are so very important.

Mr. Ockerman stated that Dr. Roselle has a fine record of accomplishment at the University, and that the Board thanks him. The University and the Commonwealth are better off for his having been here, and the Board regrets his leaving. He recognized the contribution of Mrs. Roselle and remarked that Mrs. Roselle has been very interested and active in a vivacious, spirited manner in the affairs of the University and the community. He stated that Dr. and Mrs. Roselle would be missed.

I. Recommendation Returned to Floor

Mr. Ockerman continued with the motion on the floor to make the election of Dr. Wethington unanimous.

J. Nomination by Mr. Forgy

Mr. Forgy rose for the purpose of a nomination. He stated that this was not personal to him and had nothing to do with any individual. The individual in question has been a friend of his for 22 years. He remarked that his motion was defeated, and it is time for the Board to vote on the question in a direct sense. If the interim president of the institution is also a candidate for the president, it will be impossible to conduct a competitive, open, unbiased, national search for the next president of the University of Kentucky. If the Board does not install, as interim president of this institution, an individual who is not a candidate for the job, several symbolisms will attach to the action whether they are true or not.

Mr. Forgy said, "The first will be that everyone will think the whole selection process is cut and dried and that the interim president has the inside track and no one else need apply. The higher education community in this country is a close-knit fraternity. Word will go out in that fraternity that anyone who becomes a candidate in our search is wasting his or her time."

He continued, "The second symbol, members of the Board, that we will erect is that after almost 40 years of slow progress in extracting the University of Kentucky from the political process she is right back in it. This Board well knows the political winds of this Commonwealth always blow briskly, and, at times like today, they blow at gale force. But, there is another certainty about those winds. They change direction abruptly. The prevailing wind of today may only be a memory tomorrow. Thus, the decision has been wisely made years ago by our predecessors on this Board, and by the leadership of this state, that the state university, the flagship institution of this state, must stay above the fray to grow and prosper. We must preserve that independence, Mr. Chairman, or do irreparable injury to this institution."

He said, "The third perception we will build, if the interim president is also a candidate for the permanent job, is that that individual, whoever it might be, did not attain the exalted office of president on the merits alone but also on politics. The history of this institution proves that those who live by that sword also die by it. This University has had only nine presidents in its almost 150 year history. It is a good job, a respected job, and an important job for Kentucky. It must be held by a person who has come through a foreordained competitive process that was fair and open. That can only occur, Mr. Chairman, if all candidates have had an equal place at the starting line. If the process is damaged, then the individual it produces is also damaged."

In concluding, he said, "A final symbolism we will create if we do not proceed in the manner that my nomination suggests is that this Board holds a callus view toward the opinion of its faculty. A University, Mr. Chairman, is not bricks and mortar. It is an aggregation of scholars

teaching bright, young minds. The young minds will be here. They will continue to be here. They are our children. But, the scholars come or stay here because they so desire. And, one of the greatest problems any University has is to recruit and retain qualified faculty. This Board simply must not appear disdainful of its faculty's views. While this Board holds the ultimate sovereignty of the institution and must make a decision, it must not turn a deaf ear to those who are concerned and who are with the students, the essence of the institution. This Board is superfluous to the educational process except for the direction it provides. All the faculty request here, all the minority report of the interim committee request here is an open, unbiased, competitive, national search. No backroom deals."

Mr. Ockerman interrupted by saying, "Which I have committed this Board to and which we will have, Mr. Forgy."

Mr. Forgy remarked that for the reasons he had stated, he would like to place in nomination the individual who finished second in the interim selection committee process, Dr. Peter P. Bosomworth. He stated that he had known Dr. Bosomworth for 25 years. He noted that Dr. Bosomworth has been the Chancellor of the University of Kentucky Medical Center for almost 20 years. He is a man of unusual intelligence, character and rectitude. As head of the Albert B. Chandler Medical Center, he has coped with a job that borders on the job as president of the University of Kentucky. In his opinion, he could conduct the business of the University in an effective way during the interim period and would not be a candidate for the permanent position. He commented that it was with great pride and a sense of honor that he suggest Dr. Bosomworth's 20 years of service be rewarded by appointing him interim president.

Mrs. Hayes stated that she serves on another university Board, and she assured the members that the selection of a person as interim president had not affected the national search for a president of that university. She noted that it depends on how professional one is and how the Board decides to treat the matter.

Mr. Stricker stated that he appreciated everyone's comments and that he understood both sides of the argument. The most important issue as a Trustee is to select a president of the University. He indicated that he had discussed Mr. Forgy's position with many friends and alumni of the University and everyone had expressed to him that no one should be excluded from the process in electing a new president. In his opinion, the University's future is now and not two years from now when the next legislature meets. The University needs the best possible interim president to help achieve the maximum funding in 1990 from the legislature and to lead the University in the 1990's. In order to attract and keep good faculty, the University needs higher salaries. It needs an interim president who can help achieve this. He stated that it is wrong to exclude the interim president from being a candidate for the president. He concluded that the University needs the best person to become interim president and the best person to be president. Both processes should not exclude anyone.

K. Main Motion Returned to the Floor

Mr. Ockerman reminded Mr. Forgy that there was a main motion on the floor which had been seconded. The motion was made before Mr. Forgy made his nomination; therefore, Mr. Forgy's nomination is out of order until the main motion is resolved.

Mr. Ockerman called on Mr. Darsie for a ruling on the vote necessary to adopt Mr. Wilcoxson's motion. Mr. Darsie ruled that the vote would have to be unanimous for Mr. Wilcoxson's motion to carry. Mr. Ockerman said, "Is it the will of this body that the election of Dr. Wethington be by acclamation?"

After a vote was taken, Mr. Ockerman reported that the vote was not unanimous; therefore, the motion died. He then went back to the motion of Mr. Burnett which was a main motion, and had been seconded, to elect Dr. Wethington as interim president.

Mr. Forgy interrupted and asked, "...does the Chair intend not to consider my nomination?"

Mr. Ockerman stated that the main motion of Mr. Burnett was to elect Dr. Wethington as the interim president. The motion had been seconded, and it would close out the nominations.

Mr. Darsie agreed that according to Robert's Rules of order, Mr. Burnett's motion constitutes a main motion, and it should be voted up or down before other main motions are considered by the body.

Upon a vote being taken on the motion to elect Dr. Wethington as the interim president, the result was as follows:

	<u>Yeas</u>	<u>Nays</u>
Mr. Ted B. Bates		X
Professor Raymond Betts		X
Mr. William Burnett	X	
Governor Albert B. Chandler	X	
Professor Mary Sue Coleman		X
Mr. Tracy Farmer	X	
Mr. Lawrence E. Forgy, Jr.		X
Edythe Jones Hayes	X	
Honorable Walter D. Huddleston	X	
Mr. Sean Lohman		X
Mr. Foster Ockerman, Sr.	X	
Dr. Nicholas J. Pisacano	X	
Professor Judith Rhoads	X	
Mr. James L. Rose	X	

Chief Justice Stephens stated that he supported Mr. Forgy's motion. He commented that it was obvious that the votes were there for Dr. Wethington. He stated that he preferred the interim president not be a candidate for the office. However, Dr. Wethington is an excellent choice, and he believes that it is important that the Board give its support to Dr. Wethington.

(Vote Continued)

Yeas

Nays

Honorable Robert F. Stephens	X
Mr. Jerome A. Stricker	X

Mr. Sturgill stated that the next 60 to 120 days are crucial to the affairs of the institution, and he expressed great concern that the University send the proper signals by saying the University must have a free, open and honest search. He stated that he had discussed the issue in some detail with Mr. Ockerman and Dr. Wethington. He reminded the Board that the University only receives 38 cents of its budget dollar out of the General Fund. Therefore, it must look to the private sector, to the foundations, and developments, both state and federal, for dollars to carry on research and studies that the institution needs to make up the other 62 cents. He reported that beginning January 1, 1990, he would be chairman of the University's Development Council to oversee the fundraising efforts which last year totalled more than \$22 million. He expressed hope that the Board would recognize the importance of that and send the proper kind of signals from the meeting - signals that the Board is concerned about the institution and that it is going to put aside any personal agendas that any of the members may have. He stated that he has never marched to the beat of the faculty or student drum, but he is very sensitive to their causes. He encouraged the Board to realize that it must unite for the future of the University. It must send the proper signals, that it has confidence in Dr. Wethington and that each of the members know that he must play a vital role in the next several months or even years of this institution. He expressed hope that the Board would support Dr. Wethington as the interim president of the University and send the message that the Board will conduct and have a free and open search for the most competent person to head the institution. With that, he voted yes.

Mr. William Sturgill	X
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Judge Tackett stated that this has been a very difficult decision for her - mostly because of the pain that she felt about Dr. Roselle's leaving the University. She felt there was pain and also anger about the situation. She stated that Kentuckians sometimes put themselves down and act like there is no one within the border who can run the ship. In her opinion, Dr. Wethington can run the University. He is the strongest leader that the University has at this time. She did, however, express concern that it would not be an open, national search, and toward that end she asked Mr. Ockerman to appoint a search committee that had both segments of the Board included in equal numbers. The University needs a very strong president that can talk about handling problems of the Commonwealth, agriculture problems, industrial problems, and educational problems. She expressed dissatisfaction with the current situation: faculty versus Board, versus alumni, versus everybody. She stated that she was very much in favor of healing, and she voted for Dr. Wethington. She asked that Dr. Wethington be open in recognizing that the Board can go about nationally searching for the very best person for the institution. She stated that she voted yes.

(Vote Continued)	<u>Yeas</u>	<u>Nays</u>
Honorable Julia Tackett	X	
Mr. Billy B. Wilcoxson	X	

Mrs. Hayes reported that the motion carried 14 to 5.

Judge Stephens made a motion that the election of Dr. Wethington be by unanimous vote. The motion was seconded and carried without dissent, following which Dr. Wethington was given a round of applause.

Dr. Wethington expressed his appreciation to the members of the Board for their confidence in him. He indicated his pleasure in being able to hear the discussions of the Board because he felt that he needed to know the feelings of the Board in order to be able to deal effectively with them as they set about the business of the University. He stated that he would like to correct a couple of possible misperceptions.

1. He has not been a candidate for the job. It is his intent to abide by the wishes of the Board and continue serving the University as he has for many years.
2. He is convinced that one of the secrets to the success of the University is the strength of the Board of Trustees. The Board had been exposed to pressures of all kinds during the last few weeks. The members knew they had to make the decision about an interim president and they made it. They made what, in their opinion, is the best decision for the University of Kentucky at this time. He stated that he is completely convinced that it is not a time when the University can have a caretaker president. The next six to nine months is too critical for the University to float along and see what happens. He said that he hoped by the Trustees vote for him they had chosen a person that they believe will exert some strong leadership during this period of time because that is absolutely what he intends to do with the Board's help and support. Without it, he obviously cannot get anything done.

He reminded the Board that his relationship with the faculty and staff for more than 20 years had been excellent. He reported that there were some 800 faculty in the Community College System today, and they often get lost in the shuffle. And, were he not able to work successfully with faculty, he could not be successful as Chancellor for the Community College System. He pledged to the faculty and staff of the Medical Center, the Lexington Campus and the Community College System that he will listen to them and work with them. He pleaded with them for their support as he tries to move the University forward in some of the directions that David Roselle has set and clearly in the directions that the Board of Trustees has approved in adopting the Strategic Plan.

Dr. Wethington stated that he had called the Chairman of the Senate Council the day after President Roselle resigned to assure him that no one was more interested in the process of the University than he. And, if it were to happen that he became interim president, he would

stand up publicly and pledge with him to see that the University's rules and regulations are followed in conducting a nationwide search, and there was no hint of any kind of "railroad job" in the process. He said that he would like to reaffirm that to the Board members who posed questions about it.

In conclusion, Dr. Wethington dedicated his complete time, effort and attention in trying to get the resources for the University to help move forward with people, equipment and current expense needs.

Mr. Ockerman recognized Mr. Sturgill for the purpose of making a motion which will reaffirm the commitment that he made on behalf of the Board at the opening of the session.

Mr. Sturgill moved that the Board go on record as of December 28, 1989 to place in motion (in keeping with the University rules and regulations) a free, open-minded, national search which would be open to all educators who would be interested in the position of President of the University of Kentucky - and, that the process be put in place as quickly as possible. Mrs. Hayes seconded the motion and it carried. Mr. Ockerman ordered that the motion and action be recorded in the Minutes of the meeting.

H. Expiration of Contract with Hutchens Company, Inc. - South Farm

Mr. Ockerman provided background information on the Hutchens Company, Inc. contract. He reported that an option was granted on certain portions of South Farm property in an earlier time, and the option had been extended on two occasions. The option will expire at the end of the calendar year unless there is an extension granted by the Board.

Mr. Ockerman stated that the matter was brought to the attention of the Finance Committee at its last meeting. The Finance Committee did not reach a decision, but its Minutes reflect that the Committee will entertain the matter. There was an effort made to have a meeting with the Finance Committee; however, a quorum could not be obtained. Since the Special Board Meeting was called, a decision was made to put the item on the agenda.

Mr. Ockerman explained that if no action is taken by the Board, the option will expire at the end of the calendar year unless the holder of the option desires to exercise its option which it would then become a binding contract to purchase. If no action is taken by the Board to extend the contract, the option will either be exercised or terminated. He entertained a motion to give the people representing the holder of the option 15 minutes to present their case. Judge Stephens so moved and the motion carried. Mr. Forgy asked to recuse himself from all discussions of the matter.

Mr. Wilcoxson made a motion that the Board go into Executive Session following the presentation by the representatives, and the motion carried. Judge Stephens voted against the motion.

Mr. Terry McBrayer, an attorney representing the developers, stated that this is an important issue to Brett Hutchins and Phil Greer, the developers. In light of what has taken place at the meeting and in a continuing effort to show their cooperation with the University, he requested an extension of the contract until after the next full Board meeting.

Mr. Ockerman stated that January 23 will be the next regular meeting of the Board. If the Board votes to grant an extension until January 23, the matter would be referred again to the Finance Committee, and it would go through the regular process.

Senator Huddleston moved that the Board extend the option for one-month (30 days). The motion was seconded by Mrs. Hayes.

Mr. Wilcoxson asked, "Would that mean that it would come before the Board or go to the Finance Committee and exempt the Board?"

Mr. Ockerman explained that it would go before the Finance Committee first and, if the Finance Committee desired, it would go to the Board. Should the Board desire to review the action of the Finance Committee, it may do so.

Mr. Ockerman stated that the motion would extend the contract until January 31. The motion was voted on and carried.

I. Meeting Adjourned

There being no further business to come before the Board, the Chairman adjourned the meeting at 3:12 p.m.

Respectfully submitted,

Edythe Jones Hayes
Secretary
Board of Trustees

Office of the President
December 28, 1989

Members, Board of Trustees:

EXPIRATION OF CONTRACT WITH HUTCHENS COMPANY, INC. - SOUTH FARM

Recommendation: that the Board of Trustees respond to the Hutchens Company, Inc. request for extension of time beyond the current expiration date of the contract for Hutchens Company, Inc.'s compliance under the terms of the bid document.

Background: On May 5, 1987, the Board of Trustees at the request of the College of Agriculture determined that the South Farm, comprised of approximately 192 acres on Nicholasville Road, was no longer suited for the teaching, research or service needs of the University and declared it surplus. Track B of the South Farm (approximately 105.33 acres south of Man O' War Boulevard) was offered for sale by sealed bid on November 30, 1987. The University accepted the high bid of \$5,663,775, submitted by the Hutchens Company, Inc. of Aiken, South Carolina. The sale was contingent on Hutchens Company, Inc. showing within 180 days that commercial zoning had been obtained. The processing and cost of seeking the zone change was the responsibility of Hutchens Company, Inc. The University agreed in the bid document that it "may grant additional time upon showing of a good faith effort to obtain the desired zoning."

On June 6, 1988, Vice Chancellor for Administration Jack Elanton agreed to a 90-day extension of the contract. On August 18, 1988, the Urban County Planning Commission rejected the Hutchens Company, Inc.'s zoning petition by a vote of 6-1.

On January 24, 1989, the Finance Committee of the Board heard Mr. Hutchens and his attorney about the difficulties the company had encountered in obtaining appropriate zoning. The Finance Committee then authorized a further extension of the contract through December 1989.

On December 12, 1989, the Finance Committee of the Board heard representatives of Hutchens Company, Inc. request a further extension beyond December 31, 1989. No action was taken by the Finance Committee on December 12, 1989.

Action taken: Approved * Disapproved _____ Other _____

Date: December 28, 1989

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*Contract extended until January 31, 1990.