

MINUTES OF MEETING OF BOARD OF REGENTS
WESTERN KENTUCKY UNIVERSITY
May 13, 1979

A special meeting of the Board of Regents of Western Kentucky University, having been called at the written request of the President of the University, was held on Sunday, May 13, 1979, at 3:00 p. m., CDT, in the Regents Conference Room of the Wetherby Administration Building on the Western campus. Mr. John David Cole, Chairman, presided.

The meeting opened with a prayer of invocation by Mr. Harry Largen, Vice President for Business Affairs and Treasurer.

All members were present; namely,

Dr. William G. Buckman
Mr. Ronald W. Clark
Mr. John David Cole
Mr. Tom Emberton
Mr. James Earl Hargrove
Mr. Michael N. Harreld
Mr. Carroll Knicely
Mr. William Kuegel
Mr. Hugh Poland
Mr. Ronald G. Sheffer

Also present, in addition to Mr. Largen, were Dr. John D. Minton, President; Dr. James L. Davis, Vice President for Academic Affairs; Mrs. Mary Sample, Secretary; Mr. Steven O. Thornton, student Regent for the 1978-79 school year; Dr. Paul B. Cook, Assistant to the President for Resources Management and Director of the Budget; Mr. Rhea P. Lazarus, Staff Assistant, Office of the President; Mr. William E. Bivin, University Attorney; Dr. Randall Capps, Head of the Department of Communication and Theatre and Parliamentarian; and Mr. Dee Gibson, Director of Public Affairs and Community Relations.

The purpose of the meeting, as stated by Chairman Cole, was the continuation of the selection process leading to the employment of a President for Western Kentucky University. Mr. Emberton, spokesman for the delegation meeting with Dr. Kern Alexander, reported that the group met in Nashville on Wednesday, May 9, with Dr. Alexander for approximately two hours and then continued to meet for thirty to forty-five minutes after his departure. Mr. Emberton indicated that the full report of the delegation would be made to the Board in closed session.

At this point in the meeting, Mr. Harreld moved that the Board go into closed session for discussions which might lead to the appointment of an individual to the position of President, stating that the reason for a closed session discussion was to protect the reputation of individual persons being considered. (D. 2. c.) The motion was seconded by Mr. Kuegel and carried by voice vote. Mr. Hargrove was asked by Chairman Cole to serve as the Board's designated clerk for the closed session, and Mr. Thornton joined the Board members in their discussions in accordance with previous action of the Board.

Returning to the meeting approximately 1-3/4 hours later, Chairman Cole stated that no matter was discussed in the closed session other than that announced prior to convening the session and that no action was taken.

Mr. Emberton was recognized by Chairman Cole for the purpose of reporting on the meeting of the delegation with Dr. Alexander. Having made a full report to the Board in closed session, Mr. Emberton stated that it was the consensus of both the delegation that visited Dr. Alexander and of the full Board that there was adequate and sufficient reason on the part of Dr. Alexander for his withdrawal.

Upon recognition by Chairman Cole, who had stated that the matter before the Board was the selection of a President for Western Kentucky University, Mr. Knicely read the following resolution and made the motion that it be adopted:

RESOLUTION

WHEREAS, Dr. John D. Minton has served as the fifth President of Western Kentucky University for the period from January 8, 1979, until July 31, 1979; and

WHEREAS, President John D. Minton has given positive leadership to the University and rendered exemplary service to the public interest of the Commonwealth; and

WHEREAS, The Board of Regents, on behalf of the faculty, staff, students, alumni, and the people of the Commonwealth of Kentucky, desires to recognize his distinguished contribution to the University.

NOW THEREFORE

Be It Resolved By the Board of Regents of Western Kentucky University, that:

1. The Board of Regents expresses its sincere appreciation and gratitude to Dr. John D. Minton for his dedicated, unselfish, and positive service as the fifth President of Western Kentucky University.

2. The Secretary of the Board of Regents spread this resolution in full upon the minutes of this meeting and arrange for preparation of a suitable facsimile for delivery to Dr. John D. Minton.

The motion was seconded by Mr. Clark and the roll call vote was as follows:

Aye: Buckman, Clark, Cole, Emberton, Hargrove, Harreld, Knicely, Kuegel, Poland, Sheffer

Nay: None

The next item to come before the Board was consideration of a recommended change in the faculty tenure policy. Mr. Knicely moved that "that part of the institutional Tenure Policy entitled 'Faculty Tenure Appointment Policy' is hereby amended by adding to the last paragraph (numbered "7") of that part, the following sentence:

Notwithstanding any of the above, the assignment to a President of faculty rank and tenure status in a faculty position shall be at the sole discretion of the Board of Regents."

The motion was seconded by Mr. Kuegel, and the results of the roll call vote follow:

Aye: Buckman, Clark, Cole, Emberton, Hargrove, Harreld, Knicely, Kuegel, Poland, Sheffer

Nay: None

The next item for consideration was the following resolution of appointment which was read by Mr. Knicely who also moved its adoption:

RESOLUTION

WHEREAS, the provisions of KRS 164.360 and KRS 164.365 vest in the Board of Regents responsibility and authority to appoint a President of Western Kentucky University; and,

WHEREAS, Dr. Dero G. Downing, the fourth President of the University, relinquished the duties and responsibilities of that office, effective January 8, 1979, and Dr. John D. Minton was appointed to serve as Western's fifth President, from that date until such time as this Board of Regents could determine that it was sufficiently advised to exercise its statutory responsibility and authority in a fully informed manner and in the best interest of the public and the institution; and,

WHEREAS, The Board of Regents is sufficiently advised and informed.

NOW THEREFORE

Be It Resolved By the Board of Regents of Western Kentucky University, that:

1. Dr. Donald W. Zacharias is hereby appointed to the position of President of Western Kentucky University with assignment to faculty rank with tenure.

2. This appointment is for a period of three years duration, beginning August 1, 1979, and ending July 31, 1982.

3. This appointment designates Dr. Donald W. Zacharias as the Chief Executive and Educational or Academic Officer of the University; and, in that capacity, he is officially accountable and responsible solely to the corporate Board of Regents for the discharge of the duties and responsibilities of the office. Reporting and accounting to the corporate board will be in a manner and means and on a schedule determined by law and the Governing Statutes, Rules and Policies of the Board of Regents.

4. The President, by virtue of his office, is a member of all faculties and faculty bodies at the University and may call upon the members of any faculty or faculty body to convene for any purpose at any time.

5. The President shall receive as compensation a minimum salary of \$55,000 per year, subject to adjustment upon the annual review of all University salaries.

a. Life, health, accident and disability insurance, sick leave, and retirement benefits shall be provided according to the plan established by the Board of Regents for University employees.

b. Annual paid vacation shall be a minimum of thirty days. Additional vacation may be taken on a schedule mutually agreeable to the President and the Board of Regents.

6. Not as compensation, but for the benefit and convenience of the University:

a. The President is required to occupy the official residence provided by the University for the President. The residence is located near the campus and is provided at no cost to the President for rent, utilities, one University business telephone, building and grounds maintenance, upkeep and care, and housekeeping services. An allowance will be provided in each annual operating budget for expenses incidental to official University functions held at the residence, including those accompanied by social amenities and activities. Decoration and furnishing of the residence will be provided to personal taste, subject to cost approval and periodic review by the Finance Committee of the Board of Regents.

b. Subject to provisions of applicable law and regulations of the Commonwealth, an automobile will be furnished for the discretionary use of the President and/or members of his family in transportation connected in whole or in substantial part with job-related University business purposes. Privately owned vehicles will be used for travel that is entirely for personal and family purposes that are not job related.

7. In the event that the President desires to relinquish the office before expiration of any period for which he has been appointed, the Board of Regents will provide transitional sabbatical leave; and, after appointment of a successor, the University will exert good faith, reasonable effort to arrange and assist placement in a suitable alternative position.

The motion was seconded by Dr. Buckman, and the roll call vote was as follows with any comments recorded as stated.

Aye: Buckman, Clark,* Cole, Hargrove, Harreld, Knicely, Kuegel, Poland

Nay: Emberton,** Sheffer***

* Members of the Board of Regents, Ladies, and Gentlemen: I want to make a comment before I vote. For eight months I have been rather quiet about the selection of a President, attempting to keep my views within the Board. Today before I vote I wish just to make a statement. My association with Western started back in 1953. For 25 plus years I have been affiliated with this university as a student, as a supporter, and now as a Board of Regents member. All these years I have maintained a love for this institution and have taken a great deal of pride in the leadership and accomplishments of its graduates. I apologize to any of those Westerners who might have thoughts that I have let them down by my vote. I am personally disappointed that the next President of Western is not a Westerner. I do think that Western needs some direction and stability on a permanent basis. Dr. Minton has done an outstanding job; and I compliment you, Dr. Minton, for that job. There is a degree of difference of opinion as to what is best for Western within the Board itself. In my opinion, if we delayed any decision, I don't think these differences would change and probably would further erode the credibility of the University. So I am prepared to vote "yes" for Dr. Donald W. Zacharias and ask that all the Westerners throughout the state and country rally behind him and keep this university "No. 1." I vote "yes."

**Mr. Chairman, Members of the Board: I would like to, also, make a statement explaining my vote. I first would like to say that I do feel each member of this Board has agonized a great deal, particularly during the last few weeks of this process, and it has not been an easy task for the Board in any sense of the word. I think each member has done what he believes to be right for Western; but obviously there is disagreement--or dissension, I suppose--on the Board as to what that particular route might be. I think, as I look back, Thomas Paine must have been a member of some university Board of Regents when he wrote, "These are the times that try men's souls;" because, indeed, they have been difficult times for all of us here. I do not agree with the prevailing sentiment of this Board that a President must be chosen today because of public pressure or because to do otherwise would not be in keeping with the process. I am concerned that we have become dedicated to the process of selection rather than to the purpose and the objective of that process. I am concerned that we have placed more importance on the public image of that process than we have on being sure we are choosing the right man. I think, therefore, we have perhaps become reactionary in what we have done and how we have treated the deliberations. It causes me concern if we are choosing a man simply because he is a product of this process and not necessarily because we believe him to be the best man available for that job. I believe this is the situation we find ourselves in today. Therefore, this Board is not acting in the best interest of the University. I have nothing of a substantial nature against either of these men under consideration this afternoon; and I certainly hope, as Ron Clark stated a moment ago, that Don Zacharias will make the best President this university has ever had. I certainly will be behind him in whatever way I feel is best and most beneficial for this university. I will continue to do that, and I hope that all of the Western alumni and those who do love Western, as I am sure we have for a great many years, will pledge their support to him and to the University. Mrs. Sample, if you will, record my vote "no."

***I concur with what Tom Emberton has said regarding the process and the position I think it has gotten us into today. I could not in good conscience vote for either one of the two men who were left, although I think both of them, as far as qualifications are concerned, are qualified to be President. But, I too am a Western graduate; and I have very strong feelings about this university and about the person who should lead it. I think that problems will be encountered by Dr. Zacharias,

as they would by Dr. Baxter, that would not have been encountered by someone closer to the University; therefore, I vote "no."

Chairman Cole declared that the resolution had passed 8 - 2 and reported that the Board had preliminarily communicated with Dr. Zacharias, who indicated his acceptance of the terms set forth in the resolution of appointment. He further stated that on behalf of the Board, the resolution having passed, he would communicate the action of the Board to Dr. Zacharias.

Following the selection of Dr. Zacharias as Western's sixth President, Chairman Cole commented as follows:

It is very interesting to sit here and look at the faces; because, I think, people's faces tell you more many times than words can tell you. I would say to you as I sit here that I have the very highest respect for every member of this Board. The thing that we have worked hard on this Board to accomplish is that we have strong, independent individuals; and I think all of us have demonstrated that. I think there is a continued and absolute unity of purpose in going forward to do what is best for Western. I would emphasize to all of us here that this is not the conclusion of a process--this is not a time to relax--this is not a time to say the job is done. Rather, this is the first step in what I would perceive to be a new era in Western. I have a very strong and positive feeling about that era and about a united and strong Board support with continued honest disagreement, which is how it should be. I would be concerned if we all felt the same way about anything continually.

The Chairman then announced that the Board of Regents would meet on Wednesday, May 23, at 3 p.m. for the purpose of discussing with Dr. Zacharias, who would be in attendance, his role in transition. Without objection and on behalf of the Board, Chairman Cole stated that an invitation was being extended to the President of the College Heights Foundation and to each member of its Board of Directors that they meet jointly with the Board of Regents at the May 23 meeting, indicating that the College Heights Foundation had been, continues, and will be in the future a very strong basis of support for the Board. Chairman Cole further stated that he thought it was important that the Boards be united. The secretary of the Board was then asked to communicate to the appropriate individuals the invitation to meet with the Board as indicated.

(Secretary's Note: In keeping with the Chairman's later request, letters were prepared for the Chairman's signature to be sent to the appropriate individuals.)

Dr. Minton was recognized by the Chairman and conveyed his appreciation to the Board for the resolution commending him for his service as the fifth President of Western and for the unanimous support which the Board had given

to him in carrying out his responsibilities as the President. Dr. Minton reiterated the promise he had made upon being sworn in as Western's fifth President and reaffirmed his desire and willingness to carry out to the best of his ability the duties and responsibilities belonging to the office, stating that he would assist the sixth President in getting off to as good a start as possible.

Steve Thornton, who had served as the student Regent for the 1978-79 school year and who had continued to work with the Board in matters relating to the selection of a President was recognized by the Chairman for comments.

Mr. Thornton's statement follows:

This year has been a good one for the Board of Regents; therefore, this year has been a good one for the student body at Western. Together we have combined our talents to produce what I would call "the year of the almost"--we have almost been a participant in a post-season football game, we have almost been OVC basketball champions, and, during my term on the Board, we almost selected a President. Western Kentucky University now has two new presidents. On April 17, the student body elected a very capable, very honest, very conscientious President, Jamie Hargrove. Today we have also selected a very capable, very conscientious President, Dr. Donald W. Zacharias. Neither can succeed without the full support of this university. My deepest thanks go to two groups--first, my parents for their support throughout this year; and second, the student body for their support in electing me to this position. This has been an active, responsible, effective Board of Regents. We have been called upon to serve the most important function that any Board of Regents can serve. Supporting us in our decision is as important, I think, as supporting Dr. Donald Zacharias, and I hope you will do that.

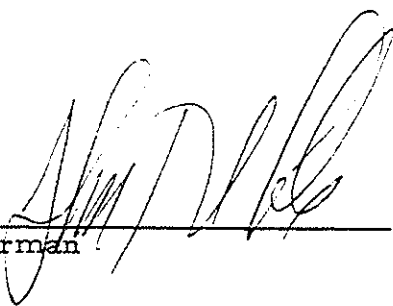
In retrospect, maybe ten years from now, the policy decisions, the academic revisions, the passed budgets will not mean nearly as much to me in being a member of the Board of Regents as the people I have met throughout this university and on this board. Again to this Board of Regents, to my parents, and to the student body, my many thanks.


On behalf of the Board, Chairman Cole expressed to Steve sincere appreciation for the work he had done as a member of the Board, commending him upon the manner in which he had carried out his responsibilities and expressing admiration for the strength and courage evidenced in his service on the Board.

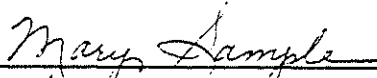
There being no further business to come before the Board, the meeting adjourned at 5:10 p. m.

CERTIFICATION OF SECRETARY

I hereby certify that the minutes herein above set forth an accurate record of votes and actions taken by the Board of Regents of Western Kentucky University in its special meeting held on May 13, 1979, in the Regents Conference Room of the Wetherby Administration Building on the Western campus 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).



Chairman

Mary Sample, Secretary

Secretary