

**MINUTES OF THE BOARD OF REGENTS
WESTERN KENTUCKY UNIVERSITY**

January 17, 1992

Required statutory notice having been given, a special meeting of the Board of Regents of Western Kentucky University was held in the Regents Conference Room of the Wetherby Administration Building. The meeting was called to order at 1 p.m., CST, by Mr. Joseph Iracane, Chairman.

AGENDA ITEM 1 - Invocation

The meeting opened with a prayer of invocation by Ms. Nikita Stewart, a sophomore journalism major from Franklin, Kentucky.

AGENDA ITEM 2 - Roll Call

The following members were present:

Mr. Bobby R. Bartley
Mr. Danny Butler
Mr. Stephen B. Catron
Mr. Robert L. Chambless, Jr.
Dr. Eugene E. Evans
Ms. Heather E. Falmlen
Mr. Monnie L. Hankins
Mr. Joseph Iracane
Mrs. Patsy Judd
Mr. Fred L. Travis

Also present were Dr. Thomas C. Meredith, President; Dr. Paul B. Cook, Executive Vice President for Administration and Technology; Dr. Robert Haynes, Vice President for Academic Affairs; Dr. Jerry Wilder, Vice President for Student Affairs; Dr. Jim Heck, Executive Assistant to the President; Ms. Liz Esters, Staff Assistant for Special Projects and Secretary to the Board of Regents; and Mr. Franklin Berry, University Attorney and Parliamentarian.

AGENDA ITEM 3 - Discussion of matters related to the audit that was approved by the Board on December 2, 1992

Regent Patsy Judd moved that the Board go into Executive Session for discussions of personnel matters. Chairman Iracane stated that he had a motion to go into Executive Session and asked for any questions or discussion on the motion. Regent Catron stated that he would be interested in knowing more specifics about the nature of the discussion. Regent Judd responded that the discussion would be in regard to a personnel matter and that she would tell him in Executive Session. Chairman Iracane asked for a second to the motion. Regent Catron further stated that he was assuming that this discussion would relate to an appointment, discipline, or dismissal of an

individual employee. Regent Judd said yes. The motion was seconded by Regent Butler, and the roll call vote follows:

Aye: Butler, Chambless, Evans, Falmlen, Iracane, Judd
Nay: Bartley, Catron, Hankins, Travis

Ms. Cynthia Crossley, of The Courier-Journal, objected to the closed session stating that the agenda item was to be the audit and spending related to the audit and she expressed concerns that the audit and audit-related matters would be discussed in the Executive Session under the guise of personnel action. Chairman Iracane stated that these matters would not be discussed in Executive Session; that personnel action would be discussed and reported upon when the Board returned. Regent Catron expressed further objection on that basis as well and under the call that the Regents received in the notice that the only item on the agenda related to matters of the audit. He further stated that the Bylaws of the University and the Board of Regents specifically require that the notice of special meetings contain a listing of each and every item to be discussed in the special meeting of the Board of Regents and that he did not see how the Board could expand beyond what its own Bylaws require. Chairman Iracane stated that the discussion would be related to the audit and there was a personnel matter involved. President Meredith and Mr. Berry attended the Executive Session. Governor Louie Nunn was invited by Chairman Iracane to join the Executive Session. Further objections were stated by members of the press since Governor Nunn was not a member of the Board.

The Board went into closed session at approximately 1:05 p.m. Returning from Executive Session at approximately 2:07 p.m., the Chairman stated that nothing was discussed in the Executive Session other than what was covered in the motion.

Regent Catron departed the executive session asserting that the statutory requirements for conducting an executive session had not been met.

After Executive Session, Regent Butler reported that there had been questions raised during the past few weeks concerning whether or not the University Attorney could advise the Board of Regents on legal matters during this process if there are any conflicts. Regent Butler stated that there might be a perception of a conflict of interest and so, by reason of that, the University Attorney would more or less be removed from any participation in advising the Board of Regents on audit matters. For that reason and to

prevent any question of conflict or put the University Attorney in any embarrassing position, Regent Butler made a motion to hire former Governor Louie Nunn as special Counsel for the Board of Regents to assist in any or all legal matters. Regent Butler further stated in the motion that Governor Nunn, in order to advise the Board accordingly, be furnished with any materials that he might request from our outside auditors, Internal Auditor, any administrators, and any Board members. Chairman Iracane asked for discussion of the motion. Regent Catron asked if the Board was establishing his fee. Regent Butler stated that Governor Nunn's fee would be \$150 per hour plus any out-of-pocket expenses he might incur; and, Regent Butler added that considering Governor Nunn's experience, ability, and prestige, the fee is very reasonable. Regent Chambless seconded the motion, and the roll call vote follows:

Aye: Butler, Chambless, Evans, Falmlen, Judd, Iracane, and Travis

Nay: Bartley, Catron*

Pass: Hankins

*Regent Catron expressed concern that the Board did not receive notification prior to the meeting of the possible consideration of the engagement of outside counsel. Regent Catron said that he believed that consideration of this action is inappropriate under University Bylaws, and specifically, a requirement under the special meetings' provision whereby a stated purpose for the meeting must be set forth in the call. Regent Catron further stated that he did not think, under the circumstances, with the University's current budget constraints, that it was appropriate for the Board to expend this sum of money. Regent Catron said that he did not agree that consideration of this matter in closed session was proper. Therefore, Regent Catron voted no.

Chairman Iracane thanked Governor Nunn for his consideration to work with the Board.

Regent Chambless then moved that the Board of Regents go into Executive Session for discussion of a personnel matter. Regent Judd seconded the motion. Chairman Iracane asked that all in favor indicate so by saying aye. A roll call vote was not taken. Members of the press again objected to the closed session.

Accompanied by Governor Nunn, President Meredith, Mr. Berry, and

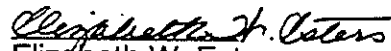
two representatives from the accounting firm of Arthur Andersen, the Board went into Executive Session at approximately 2:10 p.m. and returned at approximately 3 p.m. The Chairman stated that nothing was discussed in the Executive Session that was not specified in the motion.

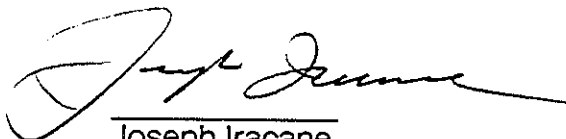
Regent Catron departed the executive session asserting that the statutory requirements for conducting an executive session had not been met.


When the Board of Regents returned from Executive Session, a motion was made by Regent Butler that the meeting adjourn. The motion was seconded by Regent Travis and the meeting adjourned at approximately 3:01 p.m.

CERTIFICATION OF SECRETARY

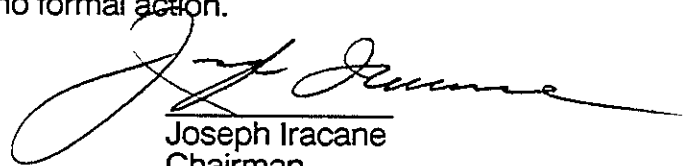
I hereby certify that the minutes herein above set forth an accurate record of votes and actions taken by the Board of Regents of Western Kentucky University in the special meeting held on January 17, 1992, in the Regents Conference Room of the Wetherby Administration Building on the Western campus and further certify that the meeting was held in compliance with KRS 61.810, 61.820, and 61.825 (enacted as Sections 2, 3, 4, and 5 of House Bill 100, 1974 Regular Session, General Assembly).


Elizabeth W. Esters
Secretary


Joseph Iracane
Chairman
January 30, 1992


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I hereby certify that the closed session of the above meeting was held in compliance with KRS 61.815. The Board discussed only matters within the scope of the motion and took no formal action.


Joseph Iracane
Chairman
January 30, 1992