

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF REGENTS  
FOR THE OKLAHOMA AGRICULTURAL AND MECHANICAL COLLEGES  
SEPTEMBER 21, 2011

NOTICE OF THIS MEETING WAS FILED WITH THE SECRETARY OF STATE ON SEPTEMBER 19, 2011.

The Board of Regents for the Oklahoma Agricultural and Mechanical Colleges met in the Click Family Alumni Hall of the ConocoPhillips OSU Alumni Center on the campus of Oklahoma State University, Stillwater, Oklahoma, on September 21, 2011.

Those present: Mr. Jay L. Helm, Chairman; Mr. Andrew W. Lester, Vice Chairman; Mr. Calvin J. Anthony; Mr. Rick Davis, Mr. Joe D. Hall; Mr. Tucker Link; Mr. Jim Reese; and Mrs. Lou Watkins.

Absent: Mr. Douglas E. Burns.

Others present: Dr. W. Douglas Wilson, Executive Secretary; Mr. Charles E. Drake, General Counsel; Mr. Robert White, Health and Higher Education Policy Analyst; Mr. Jason Ramsey, Director, State Government Relations; and Ms. Cherilyn Williams, Administrative Associate.

After the Executive Secretary announced a quorum was present and affirmed that all documents had been filed, the meeting was called to order at approximately 2:00 p.m.

Approval of Agenda

Regent Anthony moved and Regent Watkins seconded to approve the Agenda as posted (ATTACHMENT A).

Those voting aye: Board Members Anthony, Davis, Hall, Helm, Lester, Link, Reese, and Watkins. No: None. Abstentions: None. Absent: Burns. The motion carried.

Chairman Helm asked President Hargis to present a brief statement regarding the cause and reason for the meeting.

President Hargis said as everyone is aware, there have been a lot of dialogue and press coverage regarding athletic conference realignment. A number of options have been presented, and those options have been explored. President Hargis said he has said many times that OSU's first priority is to keep the Big XII together, but that has been an ongoing effort. To fully review these options and discuss them, it is necessary to include potential claims that might arise out of a decision of that nature and the legal ramifications of such a decision. President Hargis said it is for that reason that he wanted to seek the Board's guidance and counsel on those issues.

Chairman Helm said the Board will probably need to go into Executive Session if so approved by the required number of Board members present for the purpose of discussion with the Board's attorney regarding claims which might arise out of changes in athletic conference memberships, if any. This is in compliance with Section 307B.4. of the Oklahoma Open Meeting Act.

Regent Lester asked General Counsel Chares Drake if it is his advice that disclosure of these matters would seriously impair the ability of the Board to process a pending claim. Mr. Drake said an Executive Session would be appropriate. Regent Lester asked if it is his advice that the Board go into Executive Session and that it has the authority to do so. Mr. Drake responded affirmatively.

#### Executive Session

At approximately 2:05 p.m., Regent Lester moved and Regent Watkins seconded that the Board convene into Executive Session for the purpose of discussion with the Board's attorney regarding claims which might arise out of changes in athletic conference memberships, if any, under General Counsel's advice (Oklahoma Open Meeting Act Section 307B.4.).

Chairman Helm said President Hargis has said on numerous occasions that his first priority is to keep the Big XII alive and viable, and he noted that the President has worked hard for this. He said this is appreciated by the Board.

Those voting aye: Board Members Davis, Hall, Helm, Lester, Link, Reese, Watkins, and Anthony. No: None. Abstentions: None. Absent: Burns. The motion was approved.

#### Open Session

At approximately 2:30 p.m., Regent Davis moved and Regent Link seconded that the meeting convene into Open Session.

Those voting aye: Board Members Davis, Hall, Helm, Lester, Link, Reese, Watkins, and Anthony. No: None. Abstentions: None. Absent: Burns. The motion passed.

Chairman Helm said as President Hargis has said on previous occasions since the talk of potential conference realignment surfaced earlier this summer, there are a lot of moving parts, and they move fast, as made evident once again by last night's announcement that the PAC 12 does not plan to expand at this time. As Chairman of the OSU/A&M Board of Regents, he said President Hargis has kept him informed on the situation. Chairman Helm said President Hargis

has been actively engaged in the discussions from the very beginning, looking after the best interests of Oklahoma State University. Chairman Helm said the Regents appreciate his leadership on this matter. Chairman Helm said Oklahoma State University is fortunate to have options, including working to enhance and strengthen the existing conference. The situation across the athletic landscape in this country continues to be fluid. As a result, the Regents, given the backdrop of what has happened and what could happen, believe it is prudent to provide President Hargis with the authority he needs to seriously pursue the best interests of Oklahoma State University, making certain that the University is ready at all times to seize the right opportunity to bring about the long-term stability everyone seeks. Therefore, Chairman Helm said the Regents are taking action to give President Hargis the authority he needs to assess and recommend to the Board what is best for Oklahoma State University when developments warrant.

Chairman Helm said he would entertain a motion at this time.

In view of the comments and discussions that have occurred, Regent Anthony offered the following motion for the Board's consideration.

Regent Anthony moved that it be resolved that the President of Oklahoma State University be hereby authorized to take any and all actions he deems are in the best interests of the University with respect to athletic conference affiliation. Regent Watkins seconded the motion.

Those voting aye: Board Members Hall, Helm, Lester, Link, Reese, Watkins, Anthony, and Davis. No: None. Abstentions: None. Absent: Burns. The motion was approved.

Chairman Helm said the Board appreciates the time and effort that President Hargis has spent on this matter, and the Regents are hopeful that stability can be found in this fluid situation.

#### Adjournment

At approximately 2:35 p.m., Regent Watkins moved and Regent Lester seconded that the meeting be adjourned.

Those voting aye: Board Members Helm, Lester, Link, Reese, Watkins, Anthony, Davis, and Hall. No: None. Abstentions: None. Absent: Burns. The motion carried.

**AGENDA****Special Meeting of the Board of Regents for the  
Oklahoma Agricultural and Mechanical Colleges****September 21, 2011 -- 2:00 p.m.\***

Click Family Alumni Hall  
ConocoPhillips OSU Alumni Center  
Oklahoma State University  
Stillwater, Oklahoma

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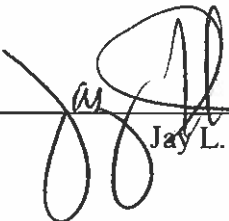
**Subjects for discussion and possible action:**

1. Receive information and a possible recommendation from the administration of Oklahoma State University regarding athletic conference membership.
2. Executive Session, if so approved by the required number of Board members present, for the purpose of discussion with the Board's attorney regarding claims which might arise out of changes in athletic conference memberships, if any. (Oklahoma Open Meeting Act Section 307B.4)
3. Consider or take any action(s) with reference to the preceding items.

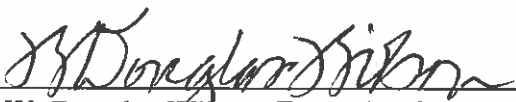
\* Board members are invited to have lunch on Wednesday, September 21, 2011, at 12:30 p.m. in Suite 1600 of the Student Union on the campus of Oklahoma State University, Stillwater, Oklahoma.

September 21, 2011

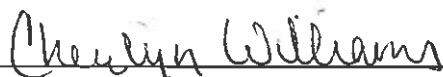
BOARD OF REGENTS FOR THE OKLAHOMA  
AGRICULTURAL AND MECHANICAL COLLEGES

By:  \_\_\_\_\_  
Jay L. Helm, Chairman

ATTEST:

 \_\_\_\_\_  
W. Douglas Wilson, Executive Secretary

Certified correct minutes subject to approval of the Board of Regents of the Oklahoma  
Agricultural and Mechanical Colleges on October 28, 2011.

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Cheryl Williams, Secretary