

MINUTES

SPECIAL MEETING OF THE BOARD OF REGENTS FOR THE OKLAHOMA AGRICULTURAL AND MECHANICAL COLLEGES

August 29-30, 2018*

Karsten Creek Golf Club
1800 South Memorial Drive
Stillwater, Oklahoma 74074

Notice of this meeting was filed with the Secretary of State on August 20, 2018.

The Board of Regents for the Oklahoma Agricultural and Mechanical Colleges convened in a Retreat/Study Session on Thursday, August 30, 2018, in the Board Room of Karsten Creek Clubhouse, 1800 South Memorial Drive, Stillwater, Oklahoma.

Present: Mr. Calvin J. Anthony, Chairman; Mr. Tucker Link, Vice Chairman; Mr. Douglas E. Burns; Mr. Jarold Callahan; Mr. Rick Davis; Mr. Joe D. Hall; Dr. Trudy Milner; Mr. Jim Reese; and Ms. Lou Watkins.

Absent: None.

Others present: Mr. Jason Ramsey, Chief Executive Officer; Mr. Burns Hargis, President, Oklahoma State University and OSU System; and Mr. Jim Hassenbeck, Studio Architecture.

At approximately 7:45 a.m., Board Chairman Anthony called the meeting to order.

Chairman Anthony outlined objectives for the Retreat/Study Session.

- Succession Planning discussion for positions throughout the A&M System, including OSU.
- Discussion with President Hargis regarding plans for positions at OSU.
- Governance Task Force conversation to determine what direction the Board wants to go in response to the State Regents Task Force recommendations.

A copy of the agenda, as posted, is identified as ATTACHMENT A and considered a part of these minutes.

**This was strictly an informal Retreat/Study Session for those Regents who could attend and OSU President Burns Hargis and spouses/guests. On Wednesday, August 29, 2018, a Reception and Dinner were held beginning at 6:00 p.m. in Karsten Creek Clubhouse. On Thursday, August 30, 2018, a Breakfast and Board Retreat were held beginning at 7:30 a.m. in the Board Room of Karsten Creek Clubhouse.*

AGENDA ITEM (1)

Discussion related to succession planning at institutions governed by the A&M Board.

There was some discussion regarding the president positions at each of the institutions under the Board's governance. Regent Doug Burns mentioned that the worst position for a Board to be in is to have an unplanned vacancy and not be prepared for a search. That is one reason it is important for the Board to have conversations about succession planning. With regard to OSU, it may be years away but the Board should talk about it with the President in order to do well by the institution and the President. He remarked that President Burns Hargis does an outstanding job and deserves to go out on top whenever the time comes.

Regent Burns also mentioned that Burns Hargis is a statewide leader for higher education and could demonstrate that leadership through advocacy for the value of investing in higher education.

President Hargis joined the meeting with Jim Hassenbeck from Studio Architecture. An item related to presidential succession planning at OSU is the need for an improved President's Home. Mr. Hassenbeck shared ideas with regard to a potential renovation of Willham House (the OSU President's residence). Mr. Hassenbeck presented a plan that would update the existing areas of the home and expand the home in order to allow for larger group functions and guest quarters. This would include the addition of an entertainment hall and a commercial kitchen. The current home is around 6,000 square feet including the garage. This plan would approach 10,000 square feet. The estimated cost would likely be in the range of \$3.5-\$4.0 million.

Chairman Anthony thanked Jim Hassenbeck for his work on several major projects on the OSU campus, including the baseball stadium that is under construction. Mr. Hassenbeck expressed his appreciation to the Board for the opportunity.

(At this time, Mr. Hassenbeck left the meeting.)

AGENDA ITEM (2)

Executive Session, if so approved by the required number of Board members present, for the purpose of considering evaluation/assessment and other information relevant to the employment of institutional presidents under the governance of the Board of Regents for the Oklahoma Agricultural and Mechanical Colleges. (Oklahoma Open Meeting Act §307B.1.)

At approximately 9:40 a.m., Regent Burns moved that the Board convene in Executive Session for the stated purpose of considering evaluation/assessment and other information relevant to the employment of institutional presidents under the governance of the Board of Regents for the Oklahoma Agricultural and Mechanical Colleges. Regent Watkins seconded the motion.

Those voting aye: Board Members Anthony, Burns, Callahan, Davis, Hall, Link, Milner, Reese, and Watkins. No: None. Abstentions: None. Absent: None.

At approximately 11:00 a.m., Regent Davis moved that the Board reconvene in Open Session. Regent Link seconded the motion.

Those voting aye: Board Members Anthony, Burns, Callahan, Davis, Hall, Link, Milner, Reese, and Watkins. No: None. Abstentions: None. Absent: None.

AGENDA ITEM (3)

Report and discussion regarding outcomes of OSRHE Governance Task Force.

Board CEO Jason Ramsey shared with the Board that the purpose of this item is to really get a feel from the Board on how it would like to respond to expressions of interest from other institutions resulting from the recommendations of the OSRHE Task Force. He shared a report and handout prepared by Michelle Finley and Megan Hannabass of the Board's Office of Internal Audit regarding the financial conditions of the institutions under consideration. On file in the Office of the Board of Regents as Document No. 1-8-30-18 is a copy of the report titled Overview of Institutions with Independent Boards and the inserted spreadsheet handout titled Institutional Data Summary (unaudited). Mr. Ramsey also shared that a task force of Regents chaired by Joe Hall has spent significant time on this subject.

Regent Hall shared that the State Regents really want something to happen on this, but with resistance that exists from a number of institutions, it will be difficult for it to advance.

The Board took a few minutes to review the report and handout that were provided related to the other institutions.

Chairman Anthony stated that there certainly isn't any decision being made today but he would like to know if anyone has an objection to Jason Ramsey meeting with any institutions that express interest and reporting back. Chairman Anthony stated that he does not hear any objection to meeting with them to explore options.

Adjournment

At approximately 11:50 a.m., Chairman Anthony adjourned the meeting.

A G E N D A

RETREAT OF THE BOARD OF REGENTS FOR THE OKLAHOMA
AGRICULTURAL AND MECHANICAL COLLEGES

August 29-30, 2018*

Karsten Creek Golf Club
1800 South Memorial Drive
Stillwater, Oklahoma 74074

NOTICE OF THIS SPECIAL MEETING WAS FILED WITH THE SECRETARY OF STATE ON AUGUST 20, 2018.

WEDNESDAY, AUGUST 29, 2018

(Karsten Creek Clubhouse)

6:00 p.m & 6:45 p.m. – Reception & Dinner

THURSDAY, AUGUST 30, 2018

(Board Room, Karsten Creek Clubhouse)

7:30 a.m. – 12:00 p.m. – Breakfast and Board Retreat

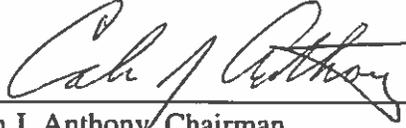
(No Board action will be taken)

Items to be discussed:

1. Discussion related to succession planning at institutions governed by the A&M Board.
2. Executive Session, if so approved by the required number of Regents present, for the purpose of considering evaluation/assessment and other information relevant to the employment of institutional presidents under the governance of the Board of Regents for the Oklahoma Agricultural and Mechanical Colleges. (Oklahoma Open Meeting Act §307B.1.)
3. Report and discussion regarding outcomes of OSRHE Governance Task Force.

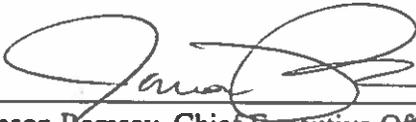
* This is strictly an informal Retreat/Study Session for those Regents who can attend and OSU President Burns Hargis and spouses/guests. No Board action will be taken.

BOARD OF REGENTS FOR THE OKLAHOMA
AGRICULTURAL AND MECHANICAL COLLEGES



Calvin J. Anthony, Chairman

ATTEST:



Jason Ramsey, Chief Executive Officer

Certified correct minutes subject to the approval of the Board of Regents for the Oklahoma Agricultural and mechanical Colleges on October 26, 2018.



Shari Brecht, Executive Assistant to the CEO