

Lincoln University Board of Trustees
Annual Meeting
April 17, 2021

MINUTES

The Lincoln University Board of Trustees held its Annual Meeting on Saturday, April 17, 2021 in the International Cultural Center Boardroom and virtually via Zoom. Chairlady Theresa R. Braswell called the meeting to order at 9:00 AM Eastern. Trustee Frances Paul led the group in prayer then called roll.

Trustees present via Zoom: Chairlady Theresa R. Braswell; Dr. Brenda A. Allen, President; Mr. Robert A. Allen; Robert L. Archie, Jr., Esquire; Mr. Gerald Bruce; Mr. Mack Cauthen; Mr. Owen Cooks; The Honorable Andrew Dinniman (virtual); Mr. William F. Dunbar; Dr. Judith L. Fitzgerald (virtual); Dr. Tanya Garcia (virtual); Ms. Nandi Jones-Clement (virtual); Mr. James W. Jordan; Mr. Henry M. Lancaster, II; Mr. Stephen Kenric Lewis (virtual); Ms. Kimberly A. Lloyd (virtual); Ms. Jalila Parker; Rev. Dr. Frances E. Paul; Mr. Kenneth A. Poole; Dr. Charmaine Rochester (virtual); Mr. Jose Sabastro (virtual); Ms. Sandra F. Simmons; Honorable Doris Smith-Ribner (virtual); Mr. Kevin E. Vaughan; Dr. Corey D. B. Walker (virtual); Mr. Gregory Works (virtual); Student Representative: Ms. Niare Galvez (virtual); and Faculty Representative: Dr. Emmanuel Babatunde. *A quorum was satisfied.*

Trustees excused: Dr. Deborah Thomas

Trustees absent: Ms. Felicia McDade

MINUTES

The Board of Trustees approved the draft minutes from the Regular Board Meeting held February 20, 2021.

PUBLIC COMMENT

There was no public comment made at the meeting.

CONFLICT OF INTEREST

Chairlady Braswell read aloud the Conflict of Interest Statement.

CHAIRLADY'S REPORT

Chairlady Braswell introduced newly appointed Commonwealth Trustee, Ms. Nandi Jones-Clement. Chairlady Braswell acknowledged Alumni Trustees, Mack Cauthen '75 and Kenneth Poole '73, and University Trustee, Niare Galvez, President of the Student Government Association and graduating senior, whose terms expired at the end of the academic year, and presented each with a commemorative plaque.

Chairlady Braswell thanked President Allen and the Board of Trustees for supporting her during her tenure as Board Chair which will expire at the end of the academic year, June 30, 2021.

PRESIDENT'S REPORT

President Allen thanked Trustees for participating in Committee meetings held during the week prior to the Board meeting and commented that the new process for Committee meetings will allow the Board to be more involved from a strategic standpoint by stimulating discussion and knowledge.

President Allen discussed bridging the financial gap for students through the continued, generous support of our donors, and by providing quality educational offerings, delivering more opportunities for students to learn and to experience undergraduate research. Dr. Allen discussed several internship and scholarship opportunities that allow students to excel in their respective career fields, and the importance of an infrastructure that supports and prepares students to live and succeed, financially as well as academically, in a modern environment. In addition, the President highlighted several graduating seniors and their respective plans post-commencement.

TREASURER'S REPORT

Mr. Charles Gradowski, Vice President for Finance and Administration provided the Treasurer's Report and answered questions from Trustees. The Board of Trustees accepted the Treasurer's Report as information.

STANDING COMMITTEES

Audit Committee

Trustee Robert Archie reviewed the meeting minutes from the Committee meeting held April 16, 2021 and presented the following resolution for approval by the Board of Trustees.

ENDOWMENT FUND SPENDING AUTHORIZATION JULY 1, 2020 – JUNE 30, 2021

RES667_041721

WHEREAS, The Board of Trustees of Lincoln University has elected to be governed by the provisions of Section 5548(c) of the Pennsylvania Non-Profit Corporation Law of 1998, as amended, with respect to the endowment funds held by the University; and

WHEREAS, The provisions of Section 5548(c) (3) provide that if an election is made to be governed by that subsection, the term "income", for the purposes of the endowment funds, shall mean a percentage of the value of endowment fund assets as the Board shall select annually, after determining that the percentages elected is consistent with the long-term preservation of the real value of the assets; provided, however, that the percentage selected shall in no event be less than 2% or more than 7% per year; now therefore, it is hereby

RESOLVED, That pursuant to Section 5548(c) (3) of the Pennsylvania Non-Profit Corporation Law of 1998, as amended, and for the fiscal year ending June 30, 2022, the Board of Trustees hereby determines that endowment fund income shall be 3.5% of the value of the endowment fund assets, to be determined in accordance with the provisions of Section 5548 (c) (5), using the value of endowment fund assets on December 31, 2020 and averaged over a period of three (3) preceding years; provided however that if any assets have been held for less than three (3) years, the average shall be determined over the period during which the assets have been held; and be it further

RESOLVED, That the Board of Trustees hereby determines that the Board's decision to treat 3.5% of the value of the endowment fund assets held by the University as income is consistent with the long-term preservation of the real Value of such assets; and further

RESOLVED, That this Resolution shall be maintained as part of the permanent records of the University.

A motion was made and properly seconded. A voice roll call vote was conducted.

Motion approved unanimously.

Trustees, Degrees and Nominations

Committee Chair, Sandra Simmons reviewed the minutes from the committee meeting held April 16, 2021 and provided the following nominees for Board Officers for the 2021 – 2023 academic years, beginning July 1, 2021 and ending June 30, 2023:

- Chair: Trustee Gerald Bruce
- Vice Chair: Trustee James Jordan
- Secretary: Trustee Jalila Parker

After presenting the nominees, Trustee Simmons asked if there were any nominees from the floor. Trustee Henry Lancaster nominated Trustee Steven Kenric Lewis for Vice Chair. A motion was made and properly seconded to approve the nomination. Trustees James Jordan and Steven Kenric Lewis addressed the Board regarding the prospective position of Vice Chair.

Trustee Joseph Williams made a motion which was properly seconded to close the nominations.

Chairlady Braswell called an Executive Session at 10:18 AM for legal discussion and reconvened the public session at 10:54 AM.

A motion was made and properly seconded to conduct a roll call vote regarding the appointment of Trustee Gerald Bruce as Chair, Lincoln University Board of Trustees.

A voice vote was conducted to approve the motion.

Motion approved unanimously.

A motion was made and properly seconded to conduct a roll call vote regarding the nominations of Trustee James Jordan and Trustee Steven Kenric Lewis for the position of Vice Chair. A roll call vote was conducted with the following results:

Jordan: 16
Lewis: 11
Abstain: 2

A motion was made and properly seconded to approve the appointment of Trustee James Jordan as Vice Chair, Lincoln University Board of Trustees.

A voice vote was conducted to approve the motion.

Motion approved unanimously.

A motion was made and properly seconded to conduct a roll call vote regarding the appointment of Trustee Jalila Parker as Secretary, Lincoln University Board of Trustees.

A voice vote was conducted to approve the motion.

Motion approved unanimously.

Trustee Sandra Simmons presented the following resolutions to the Board for approval.

**APPOINTMENT OF COMMONWEALTH TRUSTEE
Ms. Nandi Jones-Clement**

RES668_041721

WHEREAS, Section 4 of Act 176 of 1972 (P.L. 743, No. 176), Lincoln University – Commonwealth Act (“the Act”), provides for the composition of the board of trustees; terms of trustees, and the power and duties of such; and

WHEREAS, on March 16, 2021, according to the provisions of Section 4 §§ (a) and (b) of the Act and Article II. Section 2(b) of the By-Laws of the Lincoln University Board of Trustees and, upon the nomination by the Honorable Tom Wolf, Governor of the Commonwealth of Pennsylvania, the Senate of Pennsylvania confirmed the appointment of Nandi Jones-Clement to the Board of Trustees of Lincoln University to serve until August 31, 2024, and until the successor is appointed and qualified; now, therefore be it

RESOLVED, that the Trustees of the Lincoln University Board of Trustees ratified the appointment of Nandi Jones-Clement to the Board of Trustees of Lincoln University by the Commonwealth of Pennsylvania to serve following the Act and the By-Laws.

A motion was made and properly seconded to ratify the appointment of Commonwealth Trustees, Nandi Jones-Clement.

A voice vote was conducted to approve the motion.

Motion approved unanimously.

**2020-2021 HONORARY DEGREE NOMINATION
Ms. Gloria Carter**

RES669_041721

WHEREAS, Article VI, Section 11, of the Lincoln University By-laws (Amended February 12, 2011) sets forth the functions of the Committee on Trustees, Degrees, and Nominations; and

WHEREAS, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the 2021 award of honorary degrees for the 2020-2021 Academic Year; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Humane Letters, honoris causa, to Gloria Carter.

A motion was made and properly seconded to approve the resolution.

A voice vote was conducted.

Motion approved unanimously.

**2020-2021 HONORARY DEGREE NOMINATION
Dr. Michael Eric Dyson**

RES670_041721

WHEREAS, Article VI, Section 11, of the Lincoln University By-laws (Amended February 12, 2011) sets forth the functions of the Committee on Trustees, Degrees, and Nominations; and

WHEREAS, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the 2021 award of honorary degrees for the 2020-2021 Academic Year; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Humane Letters, honoris causa, to Michael Eric Dyson.

A motion was made and properly seconded to approve the resolution.

A voice vote was conducted.

Motion approved unanimously.

**2020-2021 HONORARY DEGREE NOMINATION
Mr. Percy Robert Miller (“Master P”)**

RES671_041721

WHEREAS, Article VI, Section 11, of the Lincoln University By-laws (Amended February 12, 2011) sets forth the functions of the Committee on Trustees, Degrees, and Nominations; and

WHEREAS, after Faculty input as required by the University By-laws, the Committee on Trustees, Degrees, and Nominations has made its recommendation for the 2021 award of honorary degrees for the 2020-2021 Academic Year; now, therefore be it

RESOLVED, that the Board of Trustees hereby approves the recommendation of the Trustees, Degrees, and Nominations Committee for the award of Doctor of Humane Letters, honoris causa, to Percy Miller (“Master P”).

A motion was made and properly seconded to approve the resolution.

A voice vote was conducted.

Motion approved unanimously.

CONSENT AGENDA

Chairs for the Audit, Buildings and Property, Planning and Development / External Affairs, and Student Affairs Committees provided reports to the Board and addressed questions from Trustees. Chairlady Braswell provided that the report from the CommonFund would serve as the official report from the Investment Committee. The Board accepted the Committee reports as information.

Chief Marc Partee provided an update on the COVID-19 Task Force and responded to questions from Trustees.

ANNOUNCEMENTS

Trustee Kevin Vaughan thanked Chairlady Braswell and Dr. Allen for their collaboration and diligence during the 2020-2021 academic year.

Chair-elect Bruce and Vice Chair-elect Jordan and Secretary-elect Parker addressed the Board, provided inspiration and expectations for the upcoming academic year, and acknowledged the support of the Board.

EXECUTIVE SESSION

Chairlady Braswell called an Executive Session to discuss legal matters and reconvened the public session following one 30-minute period.

Upon reconvening the meeting, no new business was brought before the Board.

ADJOURNMENT

There being no further business, Chairlady Braswell adjourned the meeting at 12:53 PM.