

Meeting of the Board of Trustees

Tuesday, April 20, 2021 – 6:00 p.m.

Trustees Present:

Christopher Bell, Chair
Elaine Crider, Vice-Chair
Jerome Shelton, Treasurer
Esther Barazzone, Secretary
Charlene Drew Jarvis, Trustee
Chavar Henry, Trustee
Anthony Tardd, Trustee
Errol Schwartz, Trustee
Carolyn Rudd, Trustee
Ken Grossinger, Trustee
Anntoinette White-Richardson, Trustee
Mignon Clyburn, Trustee
Barrington Scott, Trustee
Mildred Musgrove, Trustee
Ronald Mason, President, *ex-officio*

Trustees Absent:

Executive Cabinet Present:

Evola Bates, Chief of Staff
Lawrence T. Potter, Jr., Ph.D., Chief Academic Officer
William Latham, Chief Student Development and Success Officer
David Franklin, Acting Chief Operating Officer
Avis Russell, General Counsel

Staff Participants:

Frenika Rivers, Executive Secretary, Office of the Board of Trustees
Deborah Sullivan, Vice President of Human Resources
Rodney Trapp, UDC Foundation, Director

Call to Order and Roll Call

Chairman Bell called the meeting to order at 6:02 p.m. As the February 23rd, meeting ended in Executive Session, Chairman Bell read the following into the record, *“At the February 23, 2021, Board of Trustees meeting, an executive session was held to discuss the performance evaluation of government appointees, employees or officials. All matters discussed in the executive session were proper.”*

Ms. Rivers called the roll, and a quorum was found to be present. Chairman Bell asked for a motion to enter Executive Session. It was seconded and Ms. Rivers called roll on the motion to move into Executive Session. The motion was approved unanimously. Chairman Bell read the following into the record:

In accordance with D. C. Code Section 2-575 (b) , (10) and (12), the Board of Trustees hereby gives notice that it may conduct an executive session, for the purpose of discussing the appointment, employment,

assignment, promotion, performance evaluation, compensation, discipline, demotion, removal, or resignation of government appointees, employees, or officials, or of public charter school personnel, where the public body is the board of trustees of a public charter school; and to train and develop members of a public body and staff.”

The meeting went into Executive Session at 6:15 p.m. At 6:45 p.m. the Executive Session ended and the Board of Trustees meeting resumed. Chairman Bell announced that all matters discussed in the Executive Session were proper.

Approval of Minutes

Motion to approve the minutes from the February 23, 2021, Board of Trustees meeting was presented and was approved by a roll call vote.

Action Items

Chairman Bell asked that the information for all action items be presented and voted on en bloc. Dr. Tardd presented UDC Resolution Nos. 2021 – 03, 2021 – 04, and 2021 – 05.

WHEREAS, pursuant to D.C. Code §38-1202.06(3), the Board of Trustees has authority to award degrees and to establish policy with respect to the award of degrees; and WHEREAS, pursuant to 8 DCMR §315.2, the President, upon consultation with the Honorary Degree Committee and the Faculty Senate, has recommended that José Ramón Andrés be awarded an honorary degree for his invaluable contributions to our Washington, DC, the nation and the world as a chef, an activist, and advocate for social justice, peace, and change around the world, through a variety of activities, including, but not limited to: Serving as Chair of the DC Central Kitchen and establishment of the World Central Kitchen in 2010, which has helped over the years to feed people impacted by the 2010 earthquake in Haiti, the 2017 hurricane in Puerto Rico, the 2018 wildfires in California, and over 12,000 furloughed federal workers in 2018. His professional skills and dedication to helping communities around the world have been acknowledged through a wide range of awards and recognition, including: Bon Appetit Magazine selected him as Chef of the Year in 2004; In recognition of his public service, TIME Magazine named him as one of the 100 most influential people in the world in two different years; President Barack Obama awarded him the 2015 National Humanities Medal; and in 2018, the James Beard Foundation named him “Humanitarian of the Year,” the same year he was nominated for a Nobel Prize. His social activism and support of nonviolent social change and his fearless leadership help make him an outstanding role model of the positive influence and effect that a dedicated, caring, and determined citizen can have in our community, nation and around the world; and WHEREAS, pursuant to 8 DCMR §315.2, the President, upon consultation with the Faculty Senate, recommends to the Board of Trustees that José Ramón Andrés be awarded an honorary degree; and WHEREAS, pursuant to 8 DCMR §315.3, the Board of Trustees must approve the recommendation of José Ramón Andrés by an affirmative vote of three-fourths (¾) of the members present at the meeting of the Board following the meeting at which the recommendation was made. NOW THEREFORE BE IT RESOLVED, that the Board of Trustees of the University of the District of Columbia hereby approves the recommendation of the President to award the degree of Doctor of Humane Letters to José Ramón Andrés, with all the honors, privileges, and duties pertaining thereto.

WHEREAS, pursuant to D.C. Official Code §38-1202.06(16), the Board of Trustees has the power to determine, control, supervise, manage and govern all affairs of the University; and WHEREAS, pursuant

to 8B DCMR § 1412.1, the title of Professor Emeritus may be conferred by the Board of Trustees upon a retired member of the faculty who has rendered distinguished service to the University of the District of Columbia (UDC); and WHEREAS, the Chief Academic Officer and the Dean of the School of Engineering and Applied Sciences (SEAS) have recommended that emeritus status be conferred upon Dr. Adebayo in recognition of his range of contributions to the academic pursuits and the community of the University, pursued with dedication, integrity, and passion; and WHEREAS, Dr. Adebayo's more than 35-year tenure on the faculty of the University was marked by distinguished contributions to the disciplines of Aerospace and Mechanical Engineering and UDC as a professor, faculty leader, researcher (resulting in over \$2 million in grants); and WHEREAS, Dr. Adebayo continues to mentor students, alumni and colleagues and he has served as an exemplary educational administrator, including Chair of the Departments of Civil Engineering and Mechanical Engineering (ME) and Associate Dean of SEAS, exemplified by his successful shepherding of the regeneration of the ME program, helping to steer SEAS through the critical ABET accreditation process; and WHEREAS, he spearheaded the development and implementation of several new engineering programs, including the launch of the University's first doctoral degree (in Computer Science and Engineering in 2017) and he has been recognized for his service to the University and accomplishments with many awards over the decades, including most recently the UDC Cleveland L. Dennard Distinguished Service Award; and WHEREAS, the Board of Trustees has received and reviewed Exhibit A, attached hereto, and agrees with the nomination of Dr. Adebayo for the reasons described herein and commends Dr. Adebayo for his distinguished service and professional excellence. NOW THEREFORE, BE IT RESOLVED that the Board of Trustees hereby confers upon Dr. A. Segun Adebayo the title and position of Professor Emeritus, with all the rights, privileges, and responsibilities pertaining thereto.

WHEREAS, pursuant to D.C. Official Code §38-1202.06(16), the Board of Trustees has the power to determine, control, supervise, manage and govern all affairs of the University; and WHEREAS, pursuant to 8B DCMR § 1412.1, the title of Professor Emerita may be conferred by the Board of Trustees upon a retired member of the faculty who has rendered distinguished service to the University of the District of Columbia (University); and WHEREAS, the Chief Academic Officer and the Dean of the College of Arts and Sciences (CAS) have recommended that emerita status be conferred upon Dr. Rachel M. Petty in recognition of her range of contributions to the academic endeavors and the community of the University; and WHEREAS, Dr. Petty served more than forty years on the faculty and other positions at the University in a career marked by distinguished contributions to the discipline of Psychology and the University as a professor, researcher, faculty leader, author of five books and numerous chapters, articles, and other scholarly publications, and mentorship to students and colleagues; and WHEREAS, she served as an exemplary educational administrator through successive roles as Chair of the Department of Psychology; Dean of the College of Arts and Sciences, spearheading the successful initial accreditation/reaccreditation of all the CAS professional programs— Education, Counseling, Speech Language Pathology, Nursing and Allied Health; and Chief Academic Officer; and WHEREAS, she led the University through its commended reaffirmation of accreditation in 2016 and has continued her philanthropic support of the University students and the UDC Foundation, and was recently awarded the UDC PATHFINDER Award for her long-term commitment of philanthropic service to the University, including a named fund to support CAS students; and WHEREAS, the Board of Trustees has received and reviewed Exhibit A, attached hereto, and agrees with the nomination of Dr. Petty for the reasons described herein and commends Dr Petty for her distinguished service and professional excellence.

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees hereby confers upon Dr. Rachel M. Petty the title and position of Professor Emerita, with all the rights, privileges, and responsibilities pertaining thereto.

The three items were considered en bloc. Chairman Bell asked for a motion to vote on the resolutions and it was seconded. The resolutions were approved en bloc through a roll call vote.

Trustee Shelton presented UDC Resolution No. 2021 – 06.

WHEREAS, pursuant to D.C. Code §38-1202.06(4), the Board of Trustees (“Board”) of the University of the District of Columbia (“University”) is required to prepare and submit to the Mayor, an annual budget request for each fiscal year; and WHEREAS, pursuant to 8B DCMR §400.2, the President of the University shall prepare an operating budget for Educational and General activities of the University, and an operating budget for Auxiliary Enterprise operations of the University; and WHEREAS, pursuant to 8B DCMR §400.1, the Board shall approve all budgets for expenditures of the institutions of the University; and WHEREAS, per the Mayor’s directive, due to the COVID-19 pandemic, the District of Columbia is expecting at least a \$462M revenue shortfall over the four-year financial plan, and subsequently the FY21 appropriation from the District for the University has been reduced by \$1,000,000, thus these amounts must be reduced in the University’s FY2021 Budget; and WHEREAS, the reduction to the University’s FY2021 Budget has been prepared by the University Administration in consultations with the University’s Chief Financial Officer, and the President recommends its approval for submission to the Mayor by the Board. NOW THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the reduction to the FY2021 Budget for submission to the Mayor of the District of Columbia.

Chairman Bell asked for a motion to vote on the resolution and it was seconded. The resolution was approved through a roll call vote.

Trustee Grossinger presented UDC Resolution Nos. 2021 – 07, 2021-08, 2021-09.

WHEREAS, pursuant to D.C. Code § 38-1202.1(a)(5), the Board of Trustees (“Board”) possesses all powers necessary or convenient to accomplish its statutorily prescribed objects and duties, including the power to make, deliver, and receive deeds, leases and other instruments; and WHEREAS, the Board approved Resolution No. 2021-01 authorizing the President to execute a lease agreement with Capital Healthcare; and WHEREAS, subsequent to the approval of Resolution No. 2021-01, Capital Healthcare sought changes to the lease agreement to lease a smaller space and to pay to park vehicles in University-owned or leased parking facilities; and WHEREAS, the Lease Agreement was negotiated, and the University Administration has determined that the terms in the Lease Agreement are favorable to the University with due consideration to maintenance and operation efficiency and that the charges are consistent with prevailing scales in the community for comparable facilities; and WHEREAS, the University Administration recommends a Lease Agreement for approximately 1,775 rentable square feet of available space at the Van Ness Campus, Building 52, 4340 Connecticut Avenue, NW, Washington, DC 20008, to Capital Healthcare to operate its urgent and primary care medical services facility known as “AllCare”; and WHEREAS, the Lease Agreement includes a term of ten (10) years, with an option to

extend the term of the lease for an additional five-year term; and WHEREAS, pursuant to 8B DCMR § 2100.1, the President, subject to Board approval, is authorized and empowered to rent any building or land belonging to the University or under jurisdiction of the President, or any available space therein, whenever such building, land or space is not then required for the purpose for which it was acquired; and WHEREAS, because these changes to the Lease Agreement are not substantial, it is not necessary for this resolution to be resubmitted to the Operations Committee; and WHEREAS, the Lease Agreement and any future exercise of any option to extend the term of the Lease by the University will require the approval of the Board prior to entering into the Lease Agreement and at the time such option is exercised, respectively; and NOW THEREFORE BE IT RESOLVED, that the Board of Trustees rescinds its approval of Resolution No. 2021-01; and BE IT FURTHER RESOLVED, that the Board of Trustees approves the Lease Agreement and the President is authorized to execute the Lease Agreement in substantially the form attached hereto as Attachment A.

WHEREAS, in accordance with the D.C. Official Code § 38-1241.01(a)(8), the Board of Trustees ("Board") is charged with the responsibility of governing the University and possesses all of the powers necessary or convenient to make contracts and procure and contract for goods and services; and WHEREAS, pursuant to 8B DCMR §3000.4, specific approval of the President is required for contracts totaling two hundred fifty thousand dollars (\$250,000) or more; and WHEREAS, pursuant to 8B DCMR § 205.4(e), specific authorization of the Board is required for any commitment greater than one million dollars (\$1,000,000.00) in a single fiscal year for certain University procurements; and WHEREAS, in accordance with the D.C. Official Code §1-204.51(b)(1), approval of the Council of the District of Columbia ("Council") is required for all contracts involving expenditure in excess of one million dollars (\$1,000,000) during a 12-month period; and WHEREAS, the administration has presented the proposed Contract for goods and services to be awarded to Bailey Real Estate Holdings, LLC to provide janitorial services for the University for one year in the amount of two million nine hundred ninety-nine thousand nine hundred and fifty dollars, (\$2,999,950); and WHEREAS, the Contract includes, at the University's discretion, the option to extend the term for four (4) additional one-year terms; and WHEREAS, if such options are exercised, the total Contract price shall not exceed fourteen million nine hundred ninety-nine thousand seven hundred fifty dollars (\$14,999,750.00); and WHEREAS, the President has approved the Contract; and WHEREAS, the Board is satisfied that the Contract represents the proper culmination of the University's procurement process and represents the best value to the University; and NOW THEREFORE BE IT RESOLVED, that, subject to the required approval of the Council, the Board of Trustees approves the Contract and each the President and the University's Chief Contracting Officer are authorized to execute the Contract in substantially the form attached hereto as Attachment A, and to exercise the options to extend the term; and BE IT FURTHER RESOLVED, that as soon as practicable, the President is hereby directed to transmit the Contract to the Council for its approval.

WHEREAS, pursuant to D.C. Official Code §38-1202.06(10)m the Board has the duty to approve the appointment and compensation of the academic and administrative heads of each of the components of the University of the District of Columbia (the "University") and of such other officers as it deems necessary, including legal counsel, subject to the provisions of Chapter 6 of Title 1 of the D.C. Code; and WHEREAS, pursuant to 8B DCMR §208.1, the Board determines executive compensation for administrators and non-administrators at Grade Level 1A and above, upon recommendation of the President through the Executive Committee or appropriate committed determined by the Board Chair;

and WHEREAS, Dr. Lawrence T. Potter, Jr., Chief Academic Officer, has been recommended for a salary increase for retention, based on a confirmed competitive employment offer and the need to retain talent in critical positions at the University. WHEREAS, after a review of his credentials, performance and increased responsibilities, it has been determined that Dr. Potter is well qualified for such position and the recommended salary adjustment adequately reflects the current job duties, his experience and performance. NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees of the University of the District of Columbia approves the salary adjustment for Dr. Lawrence T. Potter, Jr., Chief Academic Officer, effective January 1, 2021 consistent with the terms and conditions of his appointment letter.

The three items were considered en bloc. Chairman Bell asked for a motion to vote on the resolutions and it was seconded. The resolutions were approved en bloc through a roll call vote.

Election of Officers

Chairman Bell said that he was happy to continue as Board Chair, but also welcomed others who would like to run for the seat. In a roll call vote, Chair Bell was unanimously nominated to serve another year as Board Chair and he shared his appreciation. Trustee Mignon Clyburn was nominated to serve as Vice-Chair. In a roll call vote, she was unanimously chosen to serve as Board Vice-Chair. Secretary Barazzone, and Treasurer Shelton were unanimously approved by roll call vote to serve additional one-year terms.

Report of the Chairperson

Chairman Bell shared that Dr. Crider submitted her resignation to Mayor Bowser to end her term as a Board Member. He gave thanks to Dr. Crider and shared the successes during the 11 years of her service. Other Board Members gave remarks and thanks for her service. Dr. Crider gave her thanks and appreciation to all. Chairman Bell also thanked Trustee Henry for his service as a Student Trustee to the Board.

President's Report

President Mason thanked Dr. Crider for her service to the Board and gave congratulations to the new officers. He also thanked Mr. Henry for his work as a Student Trustee. President Mason shared information and answered questions from his written report. These topics included a letter to Mayor Bowser about additional funding sources for the University and a discussion of required vaccinations for the University community.

Committee Reports

Executive

No report

Committee of the Whole

No report

Academic and Student Affairs

Dr. Tardd said that surveys on the topics of counseling and wellness were taken by the Office of Student Success. He spoke about the March Academic and Student Affairs meeting in which four students shared stories about their academic work. He also reminded the Board that the reaffirmation of accreditation will be forthcoming.

Alumni Affairs Task Force

Trustee Scott gave updates on the EB Henderson project and the goals for fundraising.

Student Communication Task Force

Trustee Henry shared that Mr. Franklin invited him to an internal committee meeting to give student input of campus operations. He gave an update about the Student Art Auction and thanked all for their support. He also updated the Board on the progress of the Student Bill of Rights. He thanked the Board for their support during his term as a Student Trustee.

Audit Budget Finance

No report

Operations

No report

Student Outcomes

No Report

Fundraising Report

Vice -President Trapp spoke about the success of the University's Week of Giving which exceeded the fundraising goal and increased donor engagement. He shared that the City Council designated match was met.

New Business

Ms. Russell introduced Resolution 2021-10, which was drafted out of a recognized need from the National Alumni Association (UDCNAS) Meeting.

WHEREAS, pursuant to D.C. Official Code §38-1202.06(16), the Board of Trustees has the power to determine, control, supervise, manage and govern all affairs of the University; and WHEREAS, the University of the District of Columbia Board of Trustees pursuant to 8B DCMR § 901.1 certified the University of the District of Columbia National Alumni Society (UDCNAS) as the alumni association of and for the University; and WHEREAS, the UDCNAS adopted by-laws in 2002 to provide for a Board of Directors (Board) consisting of 21 members; and WHEREAS, the UDCNAS by-laws require a majority of the Board, 11 members, to constitute a quorum, at least three of whom shall be current UDCNAS officers; and WHEREAS, the UDCNAS Board of Directors does not have the number of members to constitute a quorum or the number of officers to be part of a quorum; and WHEREAS, the University is desirous of the UDCNAS maintaining its certification and coming into compliance with the UDCNAS by-laws. NOW THEREFORE, BE IT RESOLVED, that the Board creates a Committee, as set forth in Attachment A, to collect dues, conduct an election for the UDCNAS Board of Directors, consistent with the UDCNAS by-laws, to the extent possible, to maintain its tax-exempt status and expend operating funds of the UDCNAS as necessary to perform the foregoing actions.

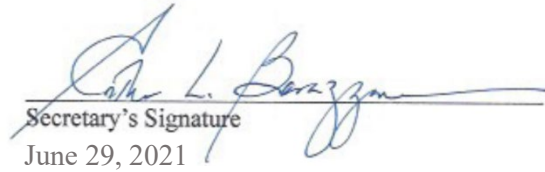
Attachment A names Trustee Errol Schwartz as the UDCNAS Chairman as an appointed Trustee. It also names the Alumni Representatives to the Board of Trustees and the UDNNAS Officers.

Chairman Bell asked for a motion to vote on the resolution and it was seconded. The resolution was approved through a roll call vote.

Closing Remarks

Chairman Bell thanked all for their time. A motion was made to adjourn it was seconded. Ms. Rivers called roll on the motion to adjourn. The motion was approved unanimously.

The meeting adjourned at 9:05 p.m.



Secretary's Signature
June 29, 2021