

Board of Trustees  
University of the Virgin Islands

**Resolution Ratifying and Affirming Actions Taken  
in Executive Session on October 26, 2013**

**Whereas**, after consideration of the matters on the agenda of the Regular Session of the meeting of the Board of Trustees of the University of the Virgin Islands (“the Board”) on St. Croix on October 26, 2013, the Board unanimously approved a motion to move into the Executive Session to consider:

- The minutes of the Executive Session held on June 15, 2013;
- Candidates for Honorary Degrees in 2014;
- Candidates for the 2014 Commencement Speaker;
- A request from the University of the Virgin Islands Research and Technology Park Corporation (“RTPark”) for forgiveness of \$484,800.00 of RTPark’s total debt owed to the University of the Virgin Islands (“the University”);
- A request from RTPark for the University to pledge Parcel No. 12 of VI Corp Land as collateral for a line of credit for cash flow for RTPark;
- A report from the University President on any personnel issues;
- A report from the President on any new hires, dismissals and persons who have left the University;
- An update by the University’s Legal Counsel on legal matters;
- An update by the President on a proposal for a medical school;
- The results of a survey of high school students;
- The ratification of actions taken in an Executive Session by the Executive Committee of the Board, for the Board, since the last meeting of the Board; and
- A proposed contract; and

**Whereas**, the Board recognized that the discussion of the foregoing involved matters that could be reasonably expected to result in the disclosure of information of a personal nature wherein public disclosure would constitute a clearly unwarranted invasion of personal privacy, or premature disclosure that would seriously frustrate implementation of the proposed action, and in order for the Board to obtain legal advice on legal matters; and

**Whereas**, the Board then met in the Executive Session and considered those matters, except the proposed contract, and took the following action on the matters requiring action:

- Approved, by a unanimous vote, the minutes of the Executive Session held on June 15<sup>th</sup>;
- Approved, by a unanimous vote, the candidates for Honorary Degrees;
- Approved, by a unanimous vote, a list of candidates for Commencement Speaker;

Resolution on Actions Taken  
in Executive Session on October 26, 2013

- Requested, by the following majority vote, that RTPark submit a payment-schedule for \$484,800.00 owed to the University:

<u>Trustee</u>	<u>Vote</u>
1. Gwendolyn Adams-Norton	Yes
2. Joshua Edwards	Abstain
3. Donna Frett-Gregory	Abstain
4. Carol Fulp	Yes
5. Dr. David Hall	Abstain
6. Alexander Moorhead	Abstain
7. Jennifer Nugent-Hill	Yes
8. Oswin Sewer, Sr.	Yes
9. Henry Smock	Abstain
10. Jacqueline Sprauve	Yes
11. Patricia Steele	No
12. Luz Suarez-Highfield	Abstain
13. Edward Thomas	Abstain
14. Dr. Yvonne Thraen	Yes
15. Dr. Teresa Turner	Yes
16. Sinclair Wilkinson	Yes
17. Dr. Wesley Williams Jr.	Yes

9 – Yes, 1 – No, 7 - abstentions;

- Approved, by the following majority vote, the request from RTPark for the University to pledge Parcel No. 12 of VI Corp Land as collateral for a line of credit for cash flow for RTPark:

<u>Trustee</u>	<u>Vote</u>
1. Gwendolyn Adams-Norton	No
2. Joshua Edwards	Yes
3. Donna Frett-Gregory	Abstain
4. Carol Fulp	Yes
5. Dr. David Hall	Yes
6. Alexander Moorhead	Yes
7. Jennifer Nugent-Hill	No
8. Oswin Sewer, Sr.	Yes
9. Henry Smock	Yes
10. Jacqueline Sprauve	Yes
11. Patricia Steele	Yes
12. Luz Suarez-Highfield	Yes
13. Edward Thomas	Yes
14. Dr. Yvonne Thraen	Yes
15. Dr. Teresa Turner	Yes
16. Sinclair Wilkinson	Yes

Resolution on Actions Taken  
in Executive Session on October 26, 2013

17. Dr. Wesley Williams Jr.

Yes

14 – Yes, 2 – No, 1 – Abstention;

- Authorized, by a unanimous vote, the University President to execute a Memorandum Of Understanding with Dr. Chirinjeev Kathuria, and an affiliate of New Generation Power, to establish an endowed fund at the Foundation for the University of the Virgin Islands for the benefit of a medical school and of undergraduate and graduate programs related to health and sciences at UVI; and
- Ratified, by a unanimous vote, the Executive Committee's acceptance, on behalf of the Board, of President Hall's Self-Assessment of his job performance in 2012-2013 based on the goals that were agreed to for that period and the Committee's acceptance of his proposed Presidential Goals for 2013-2014; and

**Whereas**, after taking these actions and while still in Executive Session, the Board recessed its meeting in order to allow several of its members to get on their scheduled flight back to St. Thomas; and

**Whereas**, the Board reconvened its Executive Session on November 11, 2013 and considered a proposed five-year contract with Dr. David Hall; and

**Whereas**, when the Board completed its consideration of the proposed contract in Executive Session, the Board returned to Regular Session; and

**Whereas**, the actions taken by the Board in Executive Session on October 26<sup>th</sup>, and on November 11<sup>th</sup>, were reported by the Chair of the Board on the record of the Regular Session on November 11<sup>th</sup>; and

**Whereas**, the legality of the Board's meeting on November 11<sup>th</sup> as a continuation of the meeting in Executive Session begun on October 26<sup>th</sup>, and of the report by the Chair in Regular Session on November 11<sup>th</sup> on the actions taken in Executive Session on those dates, has been questioned because there was no public notice of the continuation on November 11<sup>th</sup>; and

**Whereas**, after consulting with the legal counsel of the University, the Chair of the Board concluded that the continuation on November 11<sup>th</sup> of the meeting of the Board, which began on October 26<sup>th</sup>, complies with the provisions of the "Government in the Sunshine Act" (a.k.a. "the Sunshine Act"); and

**Whereas**, notwithstanding that conclusion, in an abundance of caution in order to dispel any doubt on the validity of the actions taken by the Board in Executive Session on October 26<sup>th</sup> and

Resolution on Actions Taken  
in Executive Session on October 26, 2013

November 11<sup>th</sup>, the Chair of the Board called a special meeting of the Board to ratify and affirm the actions taken in Executive Session on those dates;

**NOW, THEREFORE, THE BOARD OF TRUSTEES HEREBY RESOLVES;**

The actions taken by the Board in its Executive Session on October 26, 2013, which are stated above and recorded in greater details in the minutes of that Session, are hereby ratified and affirmed by the Board.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and exact copy of a resolution of the Board of Trustees of the University of the Virgin Islands adopted at a meeting on November 11, 2013 as recorded in the minutes of said meeting.

\_\_\_\_\_  
Temporary Secretary<sup>1</sup>

\_\_\_\_\_  
Date

<sup>1</sup> To be elected by the Board, pursuant to Article IV, Section 4(h) of the Bylaw of the University, because President Hall, the ex-officio secretary of the Board, plans to absent himself from this meeting.