

Board of Trustees
University of the Virgin Islands

**Resolution Ratifying and Affirming Actions Taken
in Executive Session on November 11, 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 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, for the Board, by the Executive Committee of 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 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 action on those requiring action; 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

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

Whereas, by the following majority vote, the Board authorized its Chair to negotiate and execute an agreement with Dr. David Hall to employ him as President of the University for period of August 1, 2014 through July 31, 2019, on substantially the same terms as those contained in a draft Employment Agreement proposed by the Executive Committee, which was amended by the Board during the Executive Session:

<u>Trustee</u>	<u>Vote</u>
Gwendolyn Adams-Norton	Yes
Joshua Edwards	Abstain
Donna Frett-Gregory	Abstain
Carol Fulp	Yes
Dr. David Hall	Absent ¹
Alexander Moorhead	Yes
Jennifer Nugent-Hill	Yes
Oswin Sewer, Sr.	No
Henry Smock	Yes
Jacqueline Sprauve	Abstain
Patricia Steele	No
Luz Suarez-Highfield	Yes
Edward Thomas	Yes
Dr. Yvonne Thraen	No
Dr. Teresa Turner	Yes
Sinclair Wilkinson	No
Dr. Wesley Williams Jr.	Yes

Whereas, after completing its consideration of the proposed contract in Executive Session on November 11th, the Board returned to Regular Session before adjourning; and

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

Whereas, the legality of the Board's meeting on November 11th as a continuation of the meeting in Executive Session begun on October 26th, and of the report made of the actions taken in Executive Session on October 26th and November 11th, has been questioned because there was no public notice of the continuation on November 11th; and

Whereas, after consulting with the legal counsel of the University, the Chair of the Board concluded that the continuation of November 11th of the meeting of the Board, which began on

¹ Dr. Hall was excused due to his having a conflict of interest on this matter.

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October 26th, 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 26th and on November 11th, 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 action taken by the Board in its Executive Session on November 11, 2013, which is stated above and recorded in greater details in the minutes of that Session, is 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 --, 2013 as recorded in the minutes of said meeting.

Temporary Secretary

Date