

Minutes of the Meeting of the Board of Trustees  
University of Kentucky  
Friday, October 20, 2023

The Board of Trustees of the University of Kentucky met on Friday, October 20, 2023, in the Gatton Student Center, Harris Ballroom.

I. Call to Order

Bob Vance, chair of the Board of Trustees, called the meeting to order at 9:30 a.m. and asked Secretary Webb to call the roll.

II. Roll Call

The following members of the Board of Trustees were in attendance: Cathy A. Black, Alex Boone, E. Britt Brockman, Todd Case, Aaron Cramer, Ray Daniels, Ron Geoghegan, Brenda Gosney, Janie Greer, Lizzy Hornung, Lance Lucas, Kimberly McCann, David Melanson, Paula Leach Pope, Frank Shoop, Hollie Swanson, Robert Vance and Rachel Watts Webb. Claude A. "Skip" Berry and Elizabeth McCoy were not in attendance.

Secretary Webb announced a quorum was present.

III. Approval of Minutes

Chair Vance welcomed the newest Board member Janie Greer. Chair Vance reported there had been no petitions to address the Board since their last meeting and stated that the minutes of the September 15, 2023, meeting had been distributed and asked for a motion to approve. Trustee Black moved approval and Trustee Gosney seconded the motion. (See meeting minutes on the Board of Trustees website, [www.uky.edu/Trustees](http://www.uky.edu/Trustees), under "Agenda")

IV. Chair's Report

Chair Vance reported that the President's Constituent Evaluation was reviewed during the Executive Committee meeting, and Faculty Senate Chair DeShana Collett presented the results of the faculty evaluation of the President. Additionally, the Board's Self-Evaluation was presented.

Chair Vance then introduced the President for his report.

V. President's Report

President Capilouto remarked, "Over the last few weeks I want to thank you for quite deeply diving into the issues we face as a Board and our Commonwealth. You have read and heard directly about Kentucky's significant opportunities and still considerable challenges."

President Capilouto continued, “And, of course, as a large public university we do not and cannot operate in isolation from a national context and climate, nor can we operate in isolation of the states and communities we serve. The evidence is clear. There is a growing need for the education and credentials only institutions like ours can provide. The Commonwealth and her university face all these dynamics of change and challenge, promise and potential pitfalls. To turn a deaf ear or our back on any of these is a dishonor to Kentucky and the positions and roles we all hold.”

“Because of your commitment and your leadership, as well as the thousands of faculty, staff and students who show up here every day and hold in their hearts the desire for a better Kentucky, we will make progress meeting our mission to advance this state in manifold ways. We are the inheritors of a lengthy legacy, one more link in a strong and unbroken chain of UK people steadfastly focused on creating and sustaining a state that tomorrow is healthier, wealthier and wiser than it is today.”

The president continued, “I also take from the time preparing for this retreat and what we have discovered together that now is no time to rest. We cannot afford to sit still in the calm waters of satisfaction. We must make disruption our ally. We must accelerate our progress. We must be willing to adapt and grow to be responsive to the quickly evolving needs of the state we are created to serve. As much as we all have done together there is still much, much more to do, you have heard and read about many of those issues, and you know we are focused across our campus and in every community of the Commonwealth on meeting and addressing these matters. If Kentucky is to grow then the University of Kentucky must grow thoughtfully, and smartly, but grow nonetheless, as you heard yesterday, it is a matter of simple math. Most of the good paying jobs, the jobs that make affordable housing, childcare and a retirement plan are available now and will be in the future, but they most likely require a degree or training beyond high school, and we all know that too few Kentuckians have those credentials.”

“We are treating and healing more patients and expanding our capacity to provide the most sophisticated care in the nation, but we all know that there are too many of our fellow citizens that still lack access to this care or are too sick to maximize these potentials. We know our state is ready to grow economically, in fact, it has already started, billions of dollars in the development of factories, jobs and opportunities coming to our state as we speak, but we must increase the participation levels of a workforce, in work — in part by training more Kentuckians and by encouraging more graduates and more skilled workers to come here and stay.”

“We heard yesterday about the vital role we play in this ecosystem that attracts people to Kentucky. Employers are hiring our graduates and indeed we know they are begging for more of them, but they also are asking us to ensure that they have the requisite and evolving toolkit of hard and soft skills to compete and succeed, to lead and to thrive. They must have the competency to handle tough and technical tasks, yet they must also have the intellectual wherewithal and deep reservoirs of compassion and understanding to create meaning, conducting themselves and leading others with a sense of purpose, character and integrity.”

“They need this at a time we need to heal a country on too many days that is divided by misinformation and misunderstandings. We can prepare students for their first job, but what about their fifth job and their tenth job, each more complex and amid polarization in pandemics as well as questions we cannot possibly foresee. And how are we preparing them for jobs yet imagined or to be the creators of jobs of their own ideas, entrepreneurs who explore and expand upon their dreams and discoveries rather than having to simply sit back and be the assemblers of someone else’s. We must be poised and positioned to do all these things, but to do them now together with a sense of urgency, with open hearts and even more open minds, with a sense of dedication to discussion and debate in an environment of civility and with a sense of comity will take all of us.”

“So, we must accelerate our efforts to grow a community of scholars and students, staff and partners where everyone can find their place while being their true and authentic selves. That is the direction you have asked us to take. That is the path you have asked us to forge. These are the plans we are committed to creating and implementing. This is the state we are called to serve. So, on behalf of a campus and community dedicated to advancing our state I am confident we are ready to meet this moment and I thank you for your commitment to this university and to our Commonwealth.”

#### PR 1 Approval of Lease

President Capilouto introduced PR 1, a recommendation that the Board of Trustees authorize the Executive Vice President for Finance and Administration to negotiate and execute a building lease for the University of Kentucky at Eastern State Hospital, 1358 Bull Lea Road, Lexington, Kentucky.

Pursuant to Governing Regulation II.E.2(d)(4)(f) all leases in excess of \$200,000 annually are approved by the Board of Trustees. The President or his designated representative is authorized to enter into leases and easements not exceeding \$200,000 in value.

UK HealthCare’s Emergency Psychiatric Assessment Treatment Health (EmPATH) program helps alleviate volume pressures in an Emergency Department by providing safe, effective behavioral health care in the right setting which promotes improved outcomes and quality of care. EmPATH creates a single point of entry into the behavioral health system by providing faster access to treatment for individuals experiencing a mental health crisis. This leased space will support the EmPATH program at the Eastern State Hospital location and will help eliminate unnecessary admissions to both Eastern State Hospital and the Good Samaritan Behavioral Health Unit.

The leased space will comprise 11,500 rentable square feet with an annual rent not to exceed \$310,000.

The lease has been authorized by the Kentucky General Assembly in the enacted 2022-24 Executive Budget of the Commonwealth.

Chair Vance asked for a motion to approve PR 1. Trustee Shoop moved approval; Trustee Case seconded the motion, and PR 1 passed without dissent. (See PR 1 on the Board of Trustees website, [www.uky.edu/Trustees](http://www.uky.edu/Trustees), under "Agenda")

### CR 1 Accelerate Growth to Do More and Be More for Kentucky

Chair Vance introduced CR 1, a recommendation to Accelerate Growth to Do More and Be More for Kentucky.

Chair Vance reported that the recommendation had one slight change since it was loaded the night before – in the paragraph on the second page concerning readiness, "embedded with shared governance," was replaced with, "through the institution's shared governance structure." Additionally, the word after, "assess," more readiness, in the second paragraph, the word, "evaluate," has been added after, "assess".

Chair Vance asked for a motion to approve CR 1. Trustee Melanson moved approval, Trustee Shoop seconded the motion. The Chair asked if there was any discussion, and CR 1 passed without dissent. (See CR 1 on the Board of Trustees website, [www.uky.edu/Trustees](http://www.uky.edu/Trustees), under "Agenda")

Chair Vance stated, "I would like to make a few personal comments. We Trustees are all different, different occupations, political parties, and religions, but when we walk on this campus, we are all about UK. We care about this university and all our decisions are based, not on our personal agenda, but on what has been best for the university. We do not always agree, but I have never had anybody disagreeable. It has been a privilege to work with Vice Chairman Kim McCann and with Secretary Rachel Webb."

"Next, I want to touch base on President Capilouto. You know, heads of organizations are judged by performance whether you are the CEO of Microsoft, or Procter and Gamble, or Kroger, or President of the University of Kentucky, you are judged by your results.

- Student success, 34,000 students, 6,500 first-year students, six-year graduation rate up 10 percent, four-to-five-year rate up almost 25 percent.
- Taking care of our people, Forbes has named us the Best Large Employer in Kentucky, and Best Place to Work.
- Healthcare, patient discharges over 43,000 a year double over the last 10 years. Top Hospital in Kentucky the last eight years. Markey Cancer Center has been awarded Comprehensive Status.
- Financial responsibility, \$4.5 billion infrastructure, and increased our credit rating during that time, debt service is less than two percent of adjusted budget. That is phenomenal to me as a banker.
- Capital Campaign, next week we will close out the largest philanthropic campaign Kentucky Can \$2.1 billion.

These are just some of the highlights of working with President Capilouto and what he has done.

The two most significant dates to me, being Chairman of this Board, were June 18, 2020, and December 14, 2021. On those two dates, we extended President Capilouto's Employment Agreement.

"Katie Hardwick – efficient, effective, professional and pleasant to work with. And to you, my fellow Trustees, you gave me the greatest privilege in life. You elected me for four straight years to be your chairman. I am deeply humbled by your trust."

Chair Vance then introduced Nominating Committee Chair Frank Shoop, to present the Nominating Committee Report.

#### VI. Nominating Committee Report

Trustee Shoop reported that the Nominating Committee met on October 12, 2023, to discuss the slate of officers and members elected to the Executive Committee, adding that the Committee received 100 percent participation from the Board members. Trustee Shoop submitted the following nominations for the following offices:

- For Chair – Britt Brockman
- For Vice Chair – Kimberly McCann
- For Secretary – Rachel Webb
- For Assistant Secretary - William Thro, General Counsel

Chair Vance stated they would proceed with the election of officers of the Board, and then the election of members of the Executive Committee. After the election of the chair, the new chair will preside over the remaining elections and the remainder of the meeting.

Chair Vance stated the Nominating Committee had nominated Britt Brockman for Chair. He asked for any nominations from the floor. Hearing no discussion, the nominations were closed and called for the vote for Trustee Britt Brockman as chair, and it passed without dissent. Trustee Vance congratulated Chair Brockman and passed the gavel to him.

Chair Brockman thanked Trustee Vance and preceded on with the election of Vice Chair.

Chair Brockman stated that the Nominating Committee had nominated Kim McCann for Vice Chair. He asked for any nominations from the floor. Hearing no discussion, the nominations were closed and called for the vote for Trustee Kim McCann as vice chair, and it passed without dissent. Chair Brockman congratulated Vice Chair McCann.

Chair Brockman stated that the Nominating Committee had nominated Rachel Webb for Secretary. He asked for any nominations from the floor. Hearing no discussion, the nominations were closed and called for the vote for Trustee Rachel Webb as secretary, and it passed without dissent. Chair Brockman congratulated Secretary Webb.

Chair Brockman stated that the Nominating Committee had nominated General Counsel Bill Thro for Assistant Secretary as has been the custom before this Board. He asked for any nominations from the floor. Hearing no discussion, the nominations were closed and called for the vote for William Thro as assistant secretary, and it passed without dissent. Chair Brockman congratulated Mr. Thro.

Chair Brockman asked Nominating Chair Shoop to present the slate for at-large members.

Trustee Shoop reported that per Governing Regulations II.E.2 (a), the chair and vice chair of the Board are two (2) of the five (5) members of the Executive Committee. The chair of the Board of Trustees shall also serve as chair of the Executive Committee. By virtue of their newly elected offices, Chair Britt Brockman and Vice Chair Kim McCann were members of the Executive Committee. As secretary of the Board, Trustee Webb is the ex officio secretary of the Executive Committee. Therefore, the Nominating Committee submitted the following three nominations for the at-large members: Todd Case, Elizabeth McCoy and Bob Vance.

Chair Brockman explained that the election of the members of the Executive Committee would proceed in like fashion to the election of the officers of the Board. He stated that the Nominating Committee nominated Todd Case, Elizabeth McCoy and Bob Vance as the at-large members of the Executive Committee. He asked for nominations from the floor. Hearing no discussion, the nominations were closed. Chair Brockman called for the vote, and it passed without dissent. Chair Brockman congratulated Trustees Case, McCoy and Vance.

Trustee Shoop thanked the Board for their recommendations and applauded the nominating process.

## VII. Adjournment

Chair Brockman thanked Trustee Vance, for leading the Board for four years, which is an incredible feat. "He has done an incredible job. The Board has continuity, unity and has not always been in agreement, but always friendlier with their disagreement. With that said, and with some symbolic measure of what he means to us as a fellow Board Member and as the outgoing Chair for the last four years, I would like to present you with your own ceremonial gavel and ask the Board to join him in congratulating Trustee Vance for four years of outstanding work.

Chair Brockman asked if there was any further business to come before the Board. Hearing none, the meeting adjourned at 9:55 a.m.

Respectfully submitted,



Rachel Watts Webb  
Secretary