TRUMAN STATE UNIVERSITY
Kirkville 63501

OFFICIAL MINUTES
OF THE
BOARD OF GOVERNORS

The Board of Governors for Truman State University met on Saturday, February 6, 2010, on the University campus in Kirkville, Missouri. The meeting was held in the Conference Room of the Student Union, and the open session of the meeting was called to order shortly after 1:30 p.m. by the Chair of the Board of Governors, Matthew W. Potter.

A quorum was present with all seven voting members in attendance: Cheryl J. Cozette, Mike Greenwell, Karen Haber, Matthew W. Potter, Kenneth L. Read, John W. Siscel, III, and Mark S. Wasinger.

Also in attendance for the meeting were two of the three non-voting members: Cody Sunter, the student representative, and John Hilton, an out-of-state member. Mr. Potter noted that Peter T. Ewell, the other out-of-state member, was absent from the meeting due to another commitment. The absence of Dr. Ewell was recorded as excused.

Call to Order
Mr. Potter opened the meeting by extending a welcome to all in attendance and introducing the other officers of the Board: Vice Chair, John W. Siscel, III, and Secretary, Kenneth L. Read.

Recognition of Past Board Chair
Mr. Potter extended the Board’s appreciation to Cheryl J. Cozette and presented her a framed gold gavel in honor of her exemplary service as Chair of the Board of Governors during the 2009 calendar year.

Minutes for Open Session of Meeting on December 5, 2009
Dr. Siscel moved the adoption of the following resolution:

BE IT RESOLVED that the minutes for the open session of the meeting on December 5, 2009, be approved.

The motion was seconded by Ms. Haber and carried by a unanimous vote of 7 to 0. Mr. Potter then declared the motion to be duly adopted.

President’s Report
Dr. Darrell W. Krueger, President of the University, began his report by expressing his support of Dr. Troy D. Paino, the Presidential Search Committee’s finalist for the presidency of Truman State University. President Krueger stated that Dr. Paino would make an excellent University President. President Krueger highlighted a recent dinner with the House Appropriations-Education Committee and expressed appreciation to Governors Potter and Sunter for their attendance. President Krueger also noted that a similar dinner was being planned with the House Budget Committee. Updates were provided on the legislative budget process, enrollment projections, and the Bright Minds Bright Futures Campaign. The Board received an invitation to participate in The Truman Showcase and Kirksville Day at the Capitol Rotunda in Jefferson City on February 24 as well as the legislative reception to be held the evening before hosted by the Truman Mid-Missouri Alumni Chapter. President Krueger acknowledged the good work of the faculty and staff and highlighted Truman’s exceptional students. He ended his report by noting that Truman placed 21st in this year’s Peace Corps’ Annual Top College Rankings among medium-sized universities.

Board Committee Appointments
Mr. Potter announced committee membership appointments for the coming year:

Truman State University Foundation
Cheryl J. Cozette, Matthew W. Potter and John W. Siscel, III

Budget and Capital Projects Committee
John W. Siscel, III (Chair), Cheryl J. Cozette, Matthew W. Potter and Kenneth L. Read
Finance and Auditing Committee
   Mark S. Wasinger (Chair), Mike Greenwell and Sarah Burkemper (Outside Member)

Honorary Degrees Committee
   Karen Haber (Chair), Peter T. Ewell, John Hilton and Cody Sumter

Presidential Evaluation Committee
   Peter E. Ewell (Chair), Cheryl J. Cozette, Mike Greenwell and Karen Haber

Student Government Report
   JoEllen Flanagan and Isaac Robinson, President and Vice President of the Student Government, provided the annual Student Government report.

Financial Report
   Mr. Wasinger, as chair of the Finance and Audit Committee, reported on the committee meeting which was held earlier that day. Mr. Wasinger, along with Judy Mullins, Comptroller, then provided a review of the financial reports of the University, which included a review as of December 31, 2009, of education and general revenues and expenditures and auxiliary systems revenues and expenditures, and a review as of December 31, 2009, of the Truman State University Foundation revenues and expenditures.

Construction Projects Report
   Mr. Potter, as chair of the Budget and Capital Projects Committee, reported on the committee meeting which was held earlier that day. Mr. Potter then provided an update on construction projects which had been approved by the Board at previous meetings.

Contracts for Construction/Technology Projects Report
   Mr. Potter provided an update on construction/technology projects totaling $25,000 to $50,000 which had been approved since the last meeting of the Board. Mr. Potter noted that one project had been approved since the last meeting: Re-Roofing Shingle Roofs of Bulldog Kennels and Truman Press Building at a project budget of $25,403.60.

Construction Project—Demolition of Vacant Structures
   Dr. Siscel moved the adoption of the following resolution:

   BE IT RESOLVED that the description and budgeted amount for the following construction project be approved:

<table>
<thead>
<tr>
<th>Project Name</th>
<th>Project Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Demolition of Vacant Structures</td>
<td>$220,000</td>
</tr>
</tbody>
</table>

   BE IT FURTHER RESOLVED that the President of the University, or his designee, be authorized to accept the lowest and best bid for the project; and

   BE IT FURTHER RESOLVED that a copy of the project, as reviewed at the meeting, be attached to the minutes as an exhibit.

The motion was seconded by Mr. Read and carried by a unanimous vote of 7 to 0. Mr. Potter then declared the motion to be duly adopted, and the Secretary designated a copy of the document as Exhibit A.
Design and Engineering Services – Grim Smith Building Project
Dr. Siscel moved the adoption of the following resolution:

BE IT RESOLVED that the proposal from Trivers Associates of St. Louis, Missouri, to provide design and engineering services for the Grim Smith Building Project, with the fees and work for such services to be within the guidelines of the proposal, be approved; and

BE IT FURTHER RESOLVED that the President of the University, or his designee, be authorized to execute a contract with the firm for the project; and

BE IT FURTHER RESOLVED that a copy of the proposal be attached to and made a part of the minutes for this meeting.

The motion was seconded by Mr. Read and carried by a unanimous vote of 7 to 0. Mr. Potter then declared the motion to be duly adopted, and the Secretary designated a copy of the document as Exhibit B.

Design and Engineering Services – Athletic and Playing Field
Mr. Potter noted that proposals had been requested in regard to design and engineering services for the Athletic and Playing Field Project. He stated that pricing and fee information is being obtained and that it is anticipated that this item will be brought to the Board for approval through a conference call or at the April 2010 meeting.

Design and Engineering Services—Tennis Court Improvements
Mr. Potter noted that proposals had been requested in regard to design and engineering services for the Tennis Court Improvements Project. He stated that pricing and fee information is being obtained and that it is anticipated that this item will be brought to the Board for approval through a conference call or at the April 2010 meeting.

Auxiliary Facilities Update/Discussion
David R. Rector, Vice President for Administration, Finance and Planning, reviewed the current four phases of the Auxiliary Facilities Initiative noting that the University is considering a revision to Phase 4. The revision would change the renovation of Centennial Hall to a multi-year internally financed approach.

Amendment to Code of Policies – Presidential Evaluation
Dr. Cozette, on behalf of Dr. Ewell as chair of the Presidential Evaluation Committee, reported on the committee meeting which was held earlier that day. Mr. Read then moved the adoption of the following resolution:

BE IT RESOLVED that Section 3.030 of the Code of Policies of the Board of Governors entitled Relationship of Board and President, is amended by the addition of one new paragraph to read as follows:

3.030. Relationship of Board and President
The Board of Governors generally conducts an annual review of the President’s performance based on various evaluation tools as determined by the Board. The purpose of the review is to allow the Board to monitor the President’s progress on previously established goals, to propose goals and priorities for the coming year, and to address any significant new issues or concerns which have arisen since the last review, and to make an informed decision concerning any subsequent employment contract with the President. The Board of Governors,
either directly or through delegation to a subcommittee of the Board, will prepare a written procedure for implementation of this policy. Such procedure is subject to review and revision by the Board or its subcommittee as needed.

The motion was seconded by Dr. Siscel and carried by a unanimous vote of 7 to 0. Mr. Potter then declared the motion to be duly adopted.

Amendment to Code of Policies – Honorary Degrees
Ms. Haber, as chair of the Honorary Degrees Committee, reported on the committee meeting which was held earlier that day. Mr. Greenwell then moved the adoption of the following resolution:

BE IT RESOLVED that Chapter 3 of the Code of Policies of the Board of Governors of Truman State University is hereby amended by the addition of one new section, 3.070 entitled Honorary Degrees to read as follows:

3.070. Honorary Degrees

1. **Purpose.** The Board of Governors may grant honorary degrees to recognize individuals for outstanding achievement in a field and demonstrated commitment to Truman State University’s mission and values.

2. **Selection Process.**
   a. Any member of the University community may nominate individuals for consideration of an honorary degree. To receive full consideration for the upcoming academic year, all nominations must be made formally through the President’s Office by March 1.
   b. The President screens and prepares a list of nominees for Board consideration.
   c. An Honorary Degrees Committee established by the Board and chaired by a Board member will receive that list of nominees at the April Board meeting.
   d. The Committee may recommend to the Board at the August Board meeting those individuals it believes deserving of an honorary degree. The Committee may also consider individuals *sua sponte* without the formality of steps a., b. and c., above.
   e. The Board of Governors makes the final decision on the awarding of honorary degrees.

3. **Honorary Degree Committee.** Composition of the Committee is as follows:
   a. a Board of Governors member, selected by the Chair of the Board, will serve as Chair of the Honorary Degrees committee;
   b. three additional Board members, including the Student Representative on the Board, selected by the Chair of the Board;
   c. two at-large faculty members, selected by the Faculty Senate;
   d. an at-large student, selected by the Student Government;
The motion was seconded by Dr. Cozette and carried by a unanimous vote of 7 to 0. Mr. Potter then declared the motion to be duly adopted.

Agenda Items for Future Meetings
The Board reviewed a list of proposed agenda items for regular meetings during the next year.

Dates for Future Meetings
Dr. Siscel moved the adoption of the following resolution:

BE IT RESOLVED that the next regular meeting of the Board of Governors be scheduled for Saturday, April 10, 2010, on the University campus in Kirksville, beginning at 1:30 p.m., with the understanding that the Chair may alter the starting time and/or place for the meeting by giving due notice of such change; and

BE IT FURTHER RESOLVED that other regular meetings of the Board during the next year be tentatively scheduled for the following dates:

- Friday and Saturday, June 18-19, 2010;
- Saturday, August 14, 2010;
- Friday, October 15, 2010;
- Saturday, December 4, 2010; and
- Saturday, February 5, 2011.

The motion was seconded by Ms. Haber and carried by a unanimous vote 7 to 0. Mr. Potter then declared the motion to be duly adopted.

Agenda Items for Closed Session
Dr. Siscel moved the adoption of the following resolution:

BE IT RESOLVED that this meeting be continued in closed session, with closed records and closed votes as permitted by law, for consideration of the following items as authorized by Section 610.021, Revised Statutes of Missouri:

1. Approval of minutes for the closed session of the last meeting under Subsection 14 of the statute for “Records which are protected from disclosure by law”;
2. Individual personnel actions under Subsection 3 of the statute for “Hiring, firing, disciplining or promoting of particular employees by a public governmental body when personal information about the employee is discussed or recorded”;
3. Purchase of real estate under Subsection 2 of the statute for “Leasing, purchase or sale of real estate by a public governmental body where public knowledge of the transaction might adversely affect the legal consideration therefore”; and
4. Confidential communications with the General Counsel.

BE IT FURTHER RESOLVED that if any business not covered by the stated reasons for the closed session is raised during the closed session, then this meeting shall be reopened.
to the public and an announcement about a resumption of the open session shall be made in the hallway outside of the meeting room.

The motion was seconded by Ms. Haber and carried by a unanimous vote of 7 to 0. Dr. Cozette then declared the motion to be duly adopted.

The closed session of the meeting began shortly after 3:00 p.m.

I hereby certify that the foregoing minutes were approved by the Board of Governors on the 10th day of April, 2010.

Matthew W. Potter
Chair of the Board of Governors
ITEM H.2
Construction Project – Demolition of Vacant Structures

DESCRIPTION AND BACKGROUND

This project involves demolition of four vacant structures on the perimeter of campus which are no longer in use. Specifically, two houses, one duplex, and one apartment building will be removed. In addition, asbestos abatement will be performed in these structures as well as the north wing of the Grim Smith Building. Proposals were received from seven firms for abatement services and six contractors bid on the demolition portion of the contract. The total budget for abatement, demolition, advertising, abatement design and monitoring is $220,000.

RECOMMENDED ACTION

BE IT RESOLVED that the description and budgeted amount for the following construction project be approved:

<table>
<thead>
<tr>
<th>Project Name</th>
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</tr>
</thead>
<tbody>
<tr>
<td>Demolition of Vacant Structures</td>
<td>$220,000</td>
</tr>
</tbody>
</table>

BE IT FURTHER RESOLVED that the President of the University, or his designee, be authorized to accept the lowest and best bid for the project; and

BE IF FURTHER RESOLVED that a copy of the project, as reviewed at the meeting, be attached to the minutes as an exhibit.

Moved by ______________________
Seconded by ____________________
Vote: Aye _______________________
     Nay _________________________

Board of Governors
February 6, 2010
January 19, 2010

Mark Schultz
Campus Architect
Truman State University
100 East Normal, Office #MC201
Kirkville, Missouri 63501

RE: Proposal and Agreement between Trivers Associates ("Trivers") and Truman State University ("Owner") for Professional Design Services in connection with Grim-Smith Hospital Façade Renovation ("Project").

Dear Mark:

We are pleased to offer this Proposal and Agreement for professional design services.

PROJECT DESCRIPTION

The Project involves razing of the north building of Grim-Smith Hospital and 1½ story, 2,200 s.f. wood structure (public safety), renovation of the existing remaining façade, and site development of Grim-Smith Hospital on the campus of Truman State University in Kirkville, Missouri. The Owner wants to raze the 1½ story structure on the east side of the hospital, raze the north wing of Grim-Smith Hospital and design a new entrance and new exterior "skin" where the building was removed. The vestibule entrance will be the new main entry to the existing building to remain and enter onto the second level. In addition, new site development is required where the existing building is removed. This includes utility reconnections, sidewalk connection to west parking lot, and compacting and seeding the site.

SCOPE OF SERVICES

Trivers will provide full design services including architectural, structural, and civil design services. Minimal mechanical and electrical design service will be provided. Full design services include schematic design, design development, construction documents, bidding and negotiation and construction administration services. A project budget will be developed to be implemented for the renovation of work. Trivers will consult with THH inc. Consulting Engineers for civil and structural engineering, G&W Engineering for mechanical and electrical design, and Cooper Construction Estimating, LLC whose scopes of work are included in this agreement.

Architectural

General

- ADA accessibility will be provided into the building at the new entrance.
- Trivers will coordinate with Owner’s interior design team for approved finishes.

Schematic Design Phase

- Field survey existing conditions.
- Develop schematic design drawings.
- Develop basis of design specifications
- Develop construction cost opinions for proposed work.
- Participate in one design review meeting with the Owner. (Must have schematic approval from Owner to continue)
Design Development/Construction Document Phase

- Develop construction documents and technical specifications based on the approved schematic design documents. Drawings will be in AutoCAD format.
- Attend one design meeting with Owner.

Bidding Phase

- Attend/participate in a pre-bid conference with the Owner and potential contractors.
- Review submitted bid proposals and provide recommendations.

Construction Phase

- Attend a pre-construction conference with the Owner and Contractors at the onset of the project.
- Review shop drawings, testing and observation reports.
- Attend periodic construction meetings, job site walk-through and answer related construction questions for a maximum of 4 visits.
- Provide on-going construction support in the answering of RFI’s, review of change request, and approval of payment applications.
- Review contractor generated punch list.
- Provide and review architect generated punch list.
- Final inspection.
- Update CAD drawings with as-built information.

Civil

We assume that the Civil Design will develop through 2 phases: 75% Design Development Drawings and 100% Construction Documents. The Construction Documents will include:

- Provide base topographic survey in ACAD 2009 Civil 3D format.
- Review of campus base utility mapping and archive and visual field research to confirm accuracy. Includes one (1) site visit.
- Site Demolition plan for north wing of Grim Smith hospital building and 1-1/2 story public safety building immediately to the east of Grim Smith. Existing chiller and generator to remain per recent scope revisions.
- Site plan for the demo areas, including backfill and grading, along with seed/straw and hard-scape as determined (sidewalks and pedestrian access).
- Utility plan including necessary relocations and reconnections for water, sewer, storm drainage/roof drains. Relocation of existing siamese connection closer to new entry area as determined. It is assumed MEP will handle this for electric, gas, telecommunications, chilled water and steam as needed.
- Erosion Control Plan (SWPPP)
- Construction details hardscape and utility improvements listed above.
- Civil portion of project manual and specifications as needed
- Preparation of civil construction cost estimate
- Answering bidder questions as needed
- Perform shop drawing review as required.
• Provide support during the construction phase by answering contractor questions and providing any required Architect’s Supplemental Instruction (ASI’s). Our scope includes 1 site visits during construction.

Structural

We assume that the Structural Design will develop through 2 phases: 75% Design Development Drawings and 100% Construction Documents. The scope of services will include:

• Initial onsite pre-proposal meeting. (already completed)
• Assist with the preparation of the overall construction estimate.
• Demolition plans for the north with of the original hospital and existing adjacent residence.
• Plan and details for the short new retaining wall at the face of the remaining new exterior wall and potential wall that may be required for the existing chiller and/or generator.
• Details to accommodate the new brick veneer and special framing at the existing openings.
• Structural plan and details for the elevated patio serving the new main north entry including stair and ramp accessibility.
• Prepare Statement of Special Inspections. Special Inspections during construction will be a contractor responsibility and are not included in this scope of work.
• The required material and design Specifications will be included as part of the structural drawing General Notes section.
• Perform shop drawing review as required.
• Provide support during the construction phase by answering contractor questions and providing any required Architect’s Supplemental Instruction (ASI’s).

Onsite design meetings are not anticipated to be required for the structural discipline. However, this scope does include one (1) onsite Construction Observation with Report during or after the construction process.

Mechanical

• Engineer to coordinate existing conditions with future expansion plans with assistance from Owner facility personnel.
• Engineer will Assist cost estimator for budget review.
• Prepare Fire Protection performance specification to solicit fire sprinkler design and build proposals.

Design Development Services:

• Select and prepare diagrammatic drawings for all MEP systems and equipment for the new building.
• Prepare equipment schedules and standard details for new Vestibule.

Construction Document Services:

• Prepare complete contract documents for new lighting, power, HVAC tap/equipment for competitive bidding and notation of demolition requirements for building to be demolished.

Construction Administration Services:

• Review and process all shop drawings and respond to contractor “Request for Information”.

TRIVERS
Cost Estimating

- A cost estimate will be generated after Schematic Design to determine a construction budget. Owner and design team will agree on project budget determined by this cost estimate.
- An additional cost estimate will be generated after Design Development so that the project remains on budget.

SCHEDULE

Trivers will provide the services described in the Scope of Services of this Agreement as expeditiously as is consistent with reasonable skill and care and the orderly progress of the Project. This Proposal is based upon the following Project duration.

<table>
<thead>
<tr>
<th>Service</th>
<th>Weeks</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schematic Design</td>
<td>3</td>
</tr>
<tr>
<td>Design Development</td>
<td>3</td>
</tr>
<tr>
<td>Construction Documents</td>
<td>4</td>
</tr>
<tr>
<td>Bidding and Negotiation</td>
<td>4</td>
</tr>
<tr>
<td>Construction Administration</td>
<td>22</td>
</tr>
</tbody>
</table>

Trivers anticipates work to begin February 15, 2010 and construction phase ending October 31, 2010. We can adjust the schedule accordingly to work with the Owner’s schedule. If the scope of services contained herein is not complete within 12 months of the date of execution of this agreement, through no fault of Trivers, extension of Trivers services shall be considered an additional service.

COMPENSATION

Trivers shall be compensated for its services hereunder in the lump sum amount of Seventy One Thousand Seven Hundred Fifty Dollars ($71,750.00) plus reimbursable costs as set forth in Appendix A, attached to and made a part of this Agreement. Additional Services, if required, shall be compensated on a cost reimbursable basis in accordance with Appendix A, or on a lump sum basis as agreed to in writing by Owner and Trivers.

Payments on account of services rendered and for reimbursable expenses incurred shall be made monthly upon presentation of the Architect’s statement of services.

<table>
<thead>
<tr>
<th>Service</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schematic Design Phase</td>
<td>20%</td>
</tr>
<tr>
<td>Design Development Phase</td>
<td>20%</td>
</tr>
<tr>
<td>Construction Document Phase</td>
<td>35%</td>
</tr>
<tr>
<td>Bidding and Negotiation</td>
<td>5%</td>
</tr>
<tr>
<td>Construction Administration</td>
<td>20%</td>
</tr>
</tbody>
</table>

ADDITIONAL SERVICES

Trivers’ Scope of Services does not include the following within the proposed fee. If Owner desires these services, Trivers shall prepare an Additional Services scope and establish a mutually agreeable fee based thereon.

- Interior design
- Furniture, Fixture, & Equipment (FF&E) selection and specification
- Structural design to replace existing substandard structure
- Plumbing and Fire Protection Engineering
— Landscape Architecture
— Preparing measured drawings of existing conditions
— Acoustical Consultant
— Roof Consultant
— Masonry Consultant
— Code Consultant
— Elevator Consultant
— Detailed models and renderings
— Coordinating Owner’s consultants
— Value engineering
— Building Commissioning
— As-constructed record drawings
— Post-occupancy evaluations
— Special Inspections
— Preparing Historic Tax Credit Applications
— Signage Design
— Security system, communication, and other low voltage design
— Rezoning, variance or similar hearings
— Traffic, noise, or light studies
— Public utility extensions
— Easement legal descriptions and exhibits
— Services necessitated by the Owner’s request for extensive environmentally responsible design alternatives, such as unique system designs, in-depth material research, energy modeling, or LEED® Certification
— Changing or editing previously prepared documents necessitated by the enactment or revision of codes, laws or regulations or official interpretations by authorities having jurisdiction
— Changing or editing previously prepared documents necessitated by the discovery of previously unforeseen conditions, including subsurface conditions
— Services necessitated by decisions of the Owner not rendered in a timely manner or any other failure of performance on the part of the Owner or the Owner’s consultants or contractors
— Preparing for and attending a dispute resolution proceeding or legal proceeding, except where Trivers is a party thereto
— Consulting concerning replacement of Work resulting from fire or other cause during construction

Trivers’ Scope of Services does not include the following within the proposed fee.

— Land surveying
— Geotechnical engineering
— Environmental engineering or abatement documents

GENERAL PROVISIONS

This Proposal and Agreement for Professional Services includes Appendix B – General Provisions, attached to and made a part of this Agreement.

If this Proposal meets with your approval, please indicate your agreement to the foregoing by signing below and returning one copy to me, which will serve as our Agreement and Authorization to Proceed.

Submitted for: 

Accepted and Agreed by Owner:
Joe Brinkmann, AIA, LEED®
VP Architecture & COO

Date: January 19, 2010

Cc: Joe Ruma, AIA

By: ________________________
Title: ______________________
Date: ______________________