

TRUMAN STATE UNIVERSITY
Kirksville 63501

OFFICIAL MINUTES
OF THE
BOARD OF GOVERNORS

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OPEN SESSION
OF MEETING ON
APRIL 13, 2019

The Board of Governors for Truman State University met on Saturday, April 13, 2019, on the University campus in Kirksville, Missouri. The meeting was held in the Conference Room of the Student Union Building. The open session of the meeting was called to order shortly after 1:00 p.m. by the Chair of the Board of Governors, Laura A. Crandall.

Participating in the meeting were all seven voting members: Sarah Burkemper, Cheryl J. Cozette, Laura A. Crandall, Jennifer Kopp Dameron, Mike LaBeth, K. Brooks Miller, Jr., and Jim O'Donnell.

Also participating in the meeting were all three non-voting members: David Lee Bonner and Mike McClaskey, the two out-of-state members, and Tiffany Middlemas, student representative.

Call to Order and Chair Report

Laura A. Crandall, Chair of the Board, called the meeting to order shortly after 1:00 p.m. and welcomed all in attendance.

Minutes for Open Session of Meeting on February 9, 2019

Sarah Burkemper moved the adoption of the following resolution:

BE IT RESOLVED that the minutes for the open session of the meeting on February 9, 2019, be approved.

The motion was seconded by Jennifer Kopp Dameron and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted.

President's Report

Dr. Susan L. Thomas, University President, provided a report on several items of current interest. Within her selected engagements report, President Thomas highlighted recent campus visits by Truman alumna Jenna Fischer; Missouri Governor Mike Parson; Zora Mulligan, Missouri Commissioner of Higher Education; and Rob Dixon, Missouri Director of Economic Development. In addition, President Thomas provided a legislative update in regard to the FY2020 budget and noted the continued work with SME Branding, the firm selected to assist the University with marketing. President Thomas ended her report by highlighting Collin Kuntz and David Newell, two Truman accounting graduates, who were recently recognized as Elijah Watts Sells Award winners for their performance on the 2018 CPA exam. Nearly 86,000 individuals sat for the CPA Exam in 2018 with 110 candidates meeting the criteria to receive the Elijah Watt Sells Award.

Faculty Senate Report

Dr. K. Scott Alberts, Faculty Senate President and Professor of Mathematics, provided the annual Faculty Senate Report.

Finance and Auditing Committee Report

Sarah Burkemper, Chair of the Finance and Auditing Committee, provided a report on the committee meeting held on April 8.

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Financial Report

Sarah Burkemper provided a review as of February 28, 2019, of education and general revenues and expenditures and auxiliary systems revenues and expenditures and a review as of February 28, 2019, of the Truman State University Foundation revenues and expenditures.

Memorandum of Understanding between the Board of Governors of Truman State University and the Board of Directors of the Truman State University Foundation

Cheryl J. Cozette moved the adoption of the following resolution:

BE IT RESOLVED that the President of the University is hereby authorized and directed to act on behalf of the Board of Governors by executing the attached Memorandum of Understanding with the Truman State University Foundation Board of Directors as such Memorandum appears in Attachment A, which is appended to this Resolution and made part hereof by incorporation as though fully set out herein.

The motion was seconded by Jennifer Kopp Dameron and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted and the Secretary designated a copy of the document as Attachment A.

Resolution Amending Chapter 14 of the Code of Policies of the Board of Governors pertaining to Conflict of Interest

Jennifer Kopp Damerson moved the adoption of the following resolution:

BE IT RESOLVED that Sections 14.020, 14.030, and 14.075 of Chapter 14 of the Code of Policies of the Board of Governors pertaining to "Conflict of Interest" are hereby amended in words and figures as appears in Attachment B. New language to be added to these Sections of Chapter 14 appears in ***bold underlined italics***. Other sections of Chapter 14 are not affected by these changes.

The motion was seconded by Mike LaBeth and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted and the Secretary designated a copy of the document as Attachment B.

Academic and Student Affairs Committee Report

Jennifer Kopp Dameron, Chair of the Academic and Student Affairs Committee, provided a report on the committee meeting held on April 9.

Budget and Capital Projects Committee Report

K. Brooks Miller, Jr., Chair of the Budget and Capital Projects Committee, provided a report on the committee meeting held on April 9.

Construction Projects Report

K. Brooks Miller, Jr. provided an update on construction projects which have been approved by the Board at previous meetings.

Contracts for Construction Projects and Equipment Purchases Report

K. Brooks Miller, Jr. noted that one construction project and one equipment purchase totaling \$25,000 to \$100,000 had been approved since the last meeting of the Board.

<u>Construction Project Name</u>	<u>Cost</u>
Pickler Memorial Library Quiet Room Door Replacement Project	\$38,419.15

<u>Equipment Description</u>	<u>Cost</u>
Horiba MacroRAM Spectrometer	\$39,425

Construction Project – Chiller Replacement Project, Violette Hall and Student Union Building

K. Brooks Miller, Jr. moved the adoption of the following resolution:

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

Project Name
Chiller Replacement Project, Violette Hall and Student Union Building

BE IT FURTHER RESOLVED that the President of the University, or her designee, be authorized to accept the lowest and best bid for the project with a cost not to exceed \$500,000; and

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

The motion was seconded by Jennifer Kopp Dameron and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted and the Secretary designated a copy of the document as Attachment C.

Equipment Purchase

K. Brooks Miller, Jr. moved the adoption of the following resolution:

BE IT RESOLVED that the purchase of the following item of equipment be approved:

<u>Project Name</u>	<u>Project Budget</u>
Evans and Sutherland's Digistar 6 Projection System	\$150,000

The motion was seconded by Sarah Burkemper and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted.

Agenda Items for Future Meetings

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

Dates for Future Meetings

Sarah Burkemper moved the adoption of the following resolution:

BE IT RESOLVED that the next regular meeting of the Board of Governors be scheduled for Saturday, June 15, 2019, on the University campus in Kirksville, Missouri, beginning at 1:00 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:

Saturday, August 3, 2019;
Friday, October 18, 2019;
Saturday, December 7, 2019;
Saturday, February 8, 2020; and
Saturday, April 4, 2020.

The motion was seconded by Cheryl J. Cozette and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted.

Agenda Items for Closed Session

Jennifer Kopp Dameron 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"; and
3. Confidential communications with the General Counsel; and

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.

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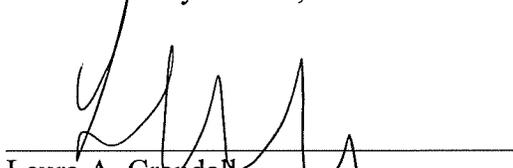
The motion was seconded by Mike LaBeth and carried by a unanimous vote of 7 to 0. Laura A. Crandall then declared the motion to be duly adopted.

The closed session of the meeting began shortly after 2:00 p.m.



K. Brooks Miller, Jr.
Secretary of the Board of Governors

I hereby certify that the foregoing minutes
were approved by the Board of Governors
on the 15th day of June, 2019.



Laura A. Crandall
Chair of the Board of Governors

**MEMORANDUM OF UNDERSTANDING BETWEEN
THE BOARD OF GOVERNORS OF TRUMAN STATE UNIVERSITY
AND THE
BOARD OF DIRECTORS OF THE TRUMAN STATE UNIVERSITY FOUNDATION**

This MEMORANDUM OF UNDERSTANDING (“MOU”) is entered into this ____ day of _____, 2019, by and between Truman State University, by its Board of Governors (the “University”) and the Truman State University Foundation, Inc., by its Board of Directors (the “Foundation”).

Recitals

The Foundation was organized and incorporated in 1984 for the purpose of stimulating voluntary private support from alumni, parents, friends, corporations, foundations, and others for the benefit of the University.

The Foundation exists to encourage, manage and administer private resources to support the mission and priorities of the University, as established by the Board of Governors and the President of the University. Although the Foundation is a separate legal entity from the University, the Foundation’s sole reason for existence is to promote the interests and welfare of the University.

The Foundation is dedicated to assisting the University in the building of the endowment and in addressing, through financial support, the long-term academic and other priorities of the University and to provide opportunities for students and a margin of institutional excellence unavailable with state funds.

The Foundation is a not for profit corporation under the provisions of Chapter 355 of the Revised Statutes of Missouri, and qualifies under IRC §501(c)(3) for tax exempt purposes. The Foundation has responsibility to encourage, manage and administer gifts and bequests of property and funds for scientific, educational and charitable purposes, all for the advancement of the University and its objectives; to promote and support the University’s educational mission; to provide funds which are not provided from public sources for use in the furtherance of the educational mission and welfare of the University, its faculty and students and educational facilities, including residence halls; and to do and perform any acts and expend its funds in a manner consistent with the spirit and intent of its donors and the Policies of the Board of Governors and the Foundation. Moreover, Directors of the Foundation Board have responsibility to maintain knowledge of the University’s mission, programs, resources, and needs, to publically support the University in the community; to assist the President and Foundation staff in establishing and maintaining a favorable climate for giving; to participate actively in the fund raising programs of the Foundation through attendance at meetings and by providing personal financial support of the University on a regular basis; to review and approve the Foundation’s annual operating budget; and to determine investment goals and objectives of the Foundation’s investments.

Agreement

In consideration of the mutual promises and commitments herein contained, the parties agree as follows:

Use of University Name, Seal and Logo

Consistent with its mission to help to advance the plans and objectives of the University, the Foundation is granted the use of the name, Truman State University. Furthermore, by mutual agreement, the Foundation may utilize the University's logos or other identifying marks in the promotion of its business and activities.

Institutional Governance

The University Board of Governors is responsible for the effective governance of the University including setting the strategic mission and vision; employment and compensation of the University President; ensuring adequate resources and fiscal prudence; and ensuring quality academic programs that meet the needs of students.

Board of Governors Support of Foundation's Role

The Board of Governors recognizes the critical role played by the Foundation in advancing the University by encouraging, managing and administering charitable gifts from alumni, friends, corporations and foundations. The Board of Governors is committed to actively support, and to work in partnership with the Foundation Board to encourage giving and effective stewardship. The Board of Governors will support the Foundation's efforts whenever possible through advocacy, participation in fundraising and/or donor recognition activities, and personal financial support. It is recognized that all who serve on both of the boards have an important role in shaping the University's future.

The Foundation's Relationship to the University

The Foundation is a not for profit corporation under the provisions of Chapter 355 of the Revised Statutes of Missouri and qualifies under IRC §501(c)(3) for tax purposes. The Foundation was created to raise, manage, distribute and steward private resources to support the various missions of the University.

- The Foundation serves as the legal trustee for the University to hold and administer private funds donated to the University and the Foundation, such funds to be held in trust and administered in accordance with University and Foundation Policies and Bylaws. The Foundation Board of Directors is responsible for the control and investment of all of the University assets held in trust by the Foundation, including the prudent management of all gifts consistent with donor intent.
- The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of Policies and Bylaws that clearly address the Foundation Board's fiduciary responsibilities, including expectations of individual

Foundation Board members based upon ethical guidelines and policies.

- The University's Vice President for University Advancement serves as the Executive Director of the Foundation and is selected by the President of the University in accordance with Missouri law and University policy. The Executive Director reports directly to the President of the University. The Executive Director shall advise, inform, and serve as a key liaison to the Foundation Board of Directors, especially with respect to business and fiduciary matters. The Executive Director is responsible for implementing Foundation policies and actions taken by the Foundation Board of Directors.

The University's Relationship to the Foundation

- The University President is responsible for communicating the University's priorities and long-term plans, as approved by the University Board, to the Foundation.
- The University recognizes that the Foundation is a private corporation with the authority to keep records and data confidential consistent with Missouri law.
- The University shall include the Foundation as an active and prominent participant in the strategic planning for the University.
- The President of the University and three members of the Board of Governors shall serve on the Foundation Board of Directors in accordance with the Foundation Policies.
- In consideration of Foundation services, the University will provide in-kind support to the Foundation such as staff, office space, utilities, office supplies, telephone systems, computer technology and other such services as the University may deem reasonably necessary to support the operations.
- The Advancement Office staff members, including the Executive Director, are employees of the University and subject to the direction and control of the University President, the same as other University employees. The University is responsible for the employment, compensation and evaluation of all its employees, including the Executive Director.

Foundation Responsibilities

Fund-Raising

- The Foundation shall create an environment conducive to increasing levels of private support for the mission and priorities of the University.
- The Foundation, in consultation with the University President, is responsible for planning and executing comprehensive fund-raising and donor-acquisition

programs in support of the institution's mission. These programs include annual giving, major gifts, planned gifts, special projects, and campaigns as appropriate.

- The Foundation will establish, adhere to, and periodically assess its gift-management and acceptance policies. It will promptly acknowledge and issue receipts for all gifts on behalf of the Foundation and the University and provide appropriate recognition and stewardship of such gifts.
- The University recognizes that the Foundation bears an important responsibility for fund-raising. University representatives will coordinate fund-raising initiatives including major gifts solicitations with the Foundation.
- The University President and Advancement staff will work in conjunction with the leadership of the Foundation Board and the Foundation Executive Director to identify, cultivate, and solicit prospects for private gifts.
- The Foundation shall not accept grants from state or federal agencies, except in special circumstances that are approved by the University and the governmental agency.

Asset Management

- The Foundation will comply with asset-allocation, disbursement, and spending policies that adhere to applicable federal and state laws and University policy as established by the Board of Governors. The Foundation will comply with University Policies, including those policies related to Advancement as set out in Chapter 13 of the Policies of the Board of Governors and such other applicable Board of Governors' Policies as may be adopted in the future.
- The Foundation, as trustee for the University, will receive, hold, manage, invest, and disperse contributions of cash, securities, patents, copyrights, and other forms of property, including immediately vesting gifts and deferred gifts that are contributed in the form of planned and deferred-gift instruments. The Foundation may employ management consultants and professionals for this purpose.
- When distributing gift funds to the University, the Foundation shall monitor and disclose any terms, conditions, or limitations imposed by donor or legal determination on the gift. The University shall abide by such restrictions to the extent permitted by law.

Transfer of Funds

- The Foundation is the primary depository of private gifts and will make available funds to the University in compliance with applicable laws, University policies,

University spending policies and gift agreements.

- The Foundation's disbursements on behalf of the University must be reasonable, appropriate, consistent with donor intent, support the University and avoid conflict with Missouri law.

Foundation Funding and Administration

- The Foundation is responsible for establishing a budget to manage the cost of Foundation programs, operations, and services.
- The Foundation has the right to support its operations by reasonable means in accordance with University Board of Governors approved policies. Such methods may include the assessment of fees for services, imposing administrative fees, or utilizing a percentage of the earnings from the overall investment pool. These policies will be made available to the public and will be disclosed in accordance with applicable laws and regulations. The use of such fees must be disclosed to donors and University staff.
- The Foundation shall maintain copies of the plans, budgets, and donor and alumni records developed in connection with the performance of its obligations.
- The Foundation will provide access to its data and records to the University. The Foundation will provide the University with copies of its annual report, and other information as requested by the University.

Communication between the Board of Governors and the Foundation Board

- The Board of Governors will communicate University priorities and goals via the President of the University.
- The University Board of Governors will receive a copy of the audit of the Foundation's financial and operational records and the annual audited financial statements, including management letter.
- The ~~University Foundation~~ will engage an independent accounting firm annually to conduct an audit of the Foundation's financial and operational records and will submit a copy of the annual audited financial statements, including management letter, to the University Board of Governors.
- ~~The Foundation Board of Directors will communicate with the Board of Governors via the President of the University.~~
- Any amendments to the Articles of Incorporation or Policies and Bylaws of the Foundation shall be submitted by the President of the Foundation Board of Directors to the University Board of Governors for approval prior to becoming effective.

- The Chair of the Board of Governors shall appoint representatives from the Board of Governors to the Foundation Board in accordance with Foundation Policies and Bylaws.
- The University President shall also serve on the Foundation Board of the Foundation in accordance with the Foundation Policies and Bylaws.
- To ensure effective achievement of the terms of this MOU, the University and Foundation officers and Board representatives shall hold periodic joint meetings to foster and maintain productive relationships and to ensure open and continuing communications and alignment of priorities.
- Consistent with provisions appearing in the Foundation's Policies and Bylaws and its Articles of Incorporation, should the Foundation cease to qualify as an I.R.C. §501(c)(3) organization, the Foundation will transfer the assets and property held in trust, to the University, to a reincorporated successor Foundation, or to the state or federal government for public purposes, in accordance with the law and donor intent.

Term of this Agreement, Amendments

This Memorandum of Understanding shall remain in effect for a term of five years, and is subject to renewal or extension by agreement of the parties. Prior to the expiration date, the parties will meet and review the history of the parties' experience with the Memorandum and will discuss renewal or extension of the Memorandum and any changes desired by the parties. The Memorandum of Understanding is subject to amendment at any time prior to its expiration but only by means of a written addendum to this Memorandum, agreed to by the parties.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Understanding to be executed by their duly authorized officers on the day and date first above written.

Chair, Board of Governors
Truman State University

President
Truman State University Foundation, Inc.

Date: _____

Date: _____

Attest: _____
Board Secretary

Attest: _____
Board Secretary

President
Truman State University

Vice President for University Advancement,
Executive Director for the Foundation

Date: _____

Date: _____

CHAPTER 14

CONFLICT OF INTEREST AND FINANCIAL DISCLOSURE

Sections:

- 14.010. Purpose
- 14.020. Definitions
- 14.030. Prohibitions for Officers and Employees
- 14.040. Prohibitions for Officers and Employees in Executive or Administrative Capacities
- 14.050. Disclosure by Officers
- 14.070. Financial Interest Statements
- 14.075. Conflict of Interest - Board of Governors
- 14.080. Campaign Contributions
- 14.100. Nepotism
- 14.110. Disclosure of Relationships
- 14.120. Limitation of Gifts
- 14.130. Sale of Textbooks to Students
- 14.140. Transactions with Students
- 14.150. Other Commercial Transactions
- 14.160. Sanctions for Violations
- 14.170. Sponsored Projects
- 14.180. Fiscal Misconduct
- 14.190. Retaliation Prohibited

14.010. Purpose. Members of the Board of Governors and University officers and employees are to refrain from personal business or other activity that could conflict with proper execution of their duties and responsibilities or which could impair their ability to make impartial decisions. Members of the Board of Governors and University officers and employees should subordinate their financial and personal interests to those of the University. Pursuant to this chapter, members of the Board of Governors and University officers and employees are to disclose any material financial or personal interests they may have which could reasonably be seen as presenting a conflict between the interests of the University and their own financial or personal interests. It is desirable that officers and employees of the University be well informed about, and carefully adhere to, all laws regarding conflict of interest. It also is desirable that officers and employees be alert to situations which may have the appearance of a conflict of interest. The purpose of this policy is to set forth the applicable provisions of law and to assist officers and employees in their efforts to avoid any actual or perceived conflict of interest.

14.020. Definitions. Unless the context clearly requires otherwise, the following terms mean:

1. "Business with which he or she is associated":
 1. Any sole proprietorship owned by the person, his or her spouse, or any dependent child in his or her custody;
 2. Any partnership or joint venture in which the person, or his or her spouse, is a partner, other than as a limited partner of a limited partnership, and any corporation or limited partnership in which he or she is an officer or director or of which the person, his or her spouse, [or] dependent child in his or her custody or relative, whether singularly or collectively, owns in excess of ten percent of the outstanding shares of any class of stock or partnership units; or
 3. Any trust in which the person is a trustee or settler or in which the person, his or her spouse, or dependent child or relative, whether singularly or collectively, is a beneficiary or holder of a reversionary interest of ten percent or more of the corpus of the trust.
2. Conflict of Interest: Any situation in which a Board member's or officer's or employee's judgment or conduct in the performance of their official duties for the University would be influenced by their familial, personal or business relationship with a third party, or any situation that would be deemed a conflict of interest under the laws of the United States or the laws of the State of Missouri. A familial relationship that is not within the fourth degree of consanguinity or affinity will not be considered the basis of a conflict of interest.
3. "Decision-making public servant", an official, appointee or employee of the University who exercises supervisory authority over the negotiation of contracts, who has the legal authority to adopt or vote on the adoption of rules and regulations with the force of law, or who exercises primary supervisory responsibility over purchasing decisions, and who is designated by the Board of Governors, or the President of the University, as a decision-making public servant.

4. "Dependent child", or "dependent child in his or her custody", all children, stepchildren, foster children, and wards, under the age of eighteen residing in his or her household and who receive in excess of fifty percent of their support from him or her.
5. "Substantial interest", ownership by the individual, his or her spouse, or his or her dependent children, whether singularly or collectively, directly or indirectly, of ten percent or more of any business entity, or of an interest having a value of ten thousand dollars or more, or the receipt by an individual, his or her spouse, or his or her dependent children, whether singularly or collectively, of a salary, gratuity, or other compensation or remuneration of five thousand dollars, or more, per year from any individual, partnership, organization, or association within any calendar year.
6. "Substantial personal or private interest in any measure or action", any interest in a measure or action which results from a substantial interest in a business entity.

7. "Relative", means a person who is related to a Member of the Board of Governors or to an official or employee as spouse or as any of the following, whether by blood or by adoption: parent, child, brother, sister, aunt, uncle, niece, nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather, stepmother, step-son, step-daughter, step-brother, step-sister, half-brother, half-sister, brother-in-law or sister-in-law.

14.030. Prohibitions for Officers and Employees. No officer or employee of the University shall:

1. Act or refrain from acting in any capacity in which he or she is lawfully empowered to act as such an official or employee by reason of any payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value paid or payable, or received or receivable, to himself or herself, or any third person, including any gift or campaign contribution, made or received in relationship to or as a condition of the performance of an official act, other than compensation to be paid by the University.
2. Use confidential information obtained in the course of or by reason of his or her employment or official capacity in any manner with intent to result in financial gain for himself or herself, his

or her spouse, relative, or his or her dependent child in his or her custody, or any business with which he or she is associated.

3. Disclose confidential information obtained in the course of or by reason of his or her employment or official capacity in any manner with intent to result in financial gain for himself or herself or any other person.
4. Favorably act on any matter that is so specifically designed so as to provide a special monetary benefit to such official, or his or her spouse, relative or dependent children, including but not limited to increases in retirement benefits, whether received from the state of Missouri or any third party by reason of such act. For the purposes of this subdivision, special monetary benefit means being materially affected in a substantially different manner or degree than the manner or degree in which the public in general will be affected or, if the matter affects only a special class of persons, then affected in a substantially different manner or degree than the manner or degree in which such class will be affected. In all such matters such officials must recuse themselves from acting as required by law.
5. Use his or her decision-making authority for the purpose of obtaining a financial gain which materially enriches himself or herself, his or her spouse, or dependent children or relative, by acting or refraining from acting for the purpose of coercing or extorting from another anything of actual pecuniary value.

14.040. Prohibitions for Officers and Employees in Executive or Administrative Capacities. No officer or employee, serving in an executive or administrative capacity, shall:

1. Perform any service for the University for receipt or payment of any compensation, other than of the compensation provided for the performance of his or her official duties, except on transactions made pursuant to an award on a contract let or sale made after public notice and competitive bidding, provided that the bid or offer is the lowest received.
2. Sell, rent or lease any property to the University unless the transaction is made pursuant to an award on a contract let or sale made after public notice, and in the case of property other than

real property, competitive bidding, provided that the bid or offer accepted is the lowest received.

3. Participate in any matter, directly or indirectly, in which he or she attempts to influence any decision of the University, when he or she knows the result of such decision may be the acceptance of the performance of a service or the sale, rental, or lease of any property to the University for consideration in excess of five hundred dollars value per annum to him or her, to his or her spouse, to a dependent child in his or her custody, or to any business with which he or she is associated, unless the transaction is made pursuant to an award on a contract let or sale made after public notice, and in the case of property other than real property, competitive bidding, provided that the bid or offer accepted is the lowest received.
4. Perform any services during the time of his or her office or employment for any consideration from any person, firm or corporation, other than the compensation provided for the performance of his official duties, by which service he attempts to influence a decision of the University.
5. Perform any service for consideration, during one year after termination of his or her office or employment, by which performance he or she attempts to influence a decision of the University, except that this provision shall not be construed to prohibit any person from performing such service, and receiving compensation therefore, in any adversary proceeding or in the preparation or filing of any public document or to prohibit an employee of the University from being employed by any other department, division or agency of the executive branch of state government.
6. Perform any service for any consideration for any person, firm or corporation after termination of his or her office or employment in relation to any case, decision, proceeding or application with respect to which he or she was directly concerned or in which he or she personally participated during the period of his or her service or employment.

14.050. Disclosure by Officers and Employees. Any officer or employee who has a substantial personal or private interest in any measure or action proposed or pending before the Board of Governors shall, before the Board of Governors passes on the measure or action, file a written report of the nature of the interest with the President of the University and such statement shall be recorded in the appropriate minutes or other record of proceedings of the Board of Governors. An officer or employee shall be deemed to have complied with the requirements of this section if he or she has filed, at any time before the Board of Governors passes on such measure or action, a financial interest statement which discloses the basis for his or her substantial personal or private interest or interests that he or she may have therein. Any such person may amend his or her financial interest statement to disclose any subsequently acquired substantial interest at any time before the Board of Governors passes on any measure or action and shall be relieved of the provisions of the first sentence of this section.

14.070. Financial Interest Statements. It is recognized that the members of the Board of Governors, the President of the University, the General Counsel, the person designated as the chief purchasing officer, and the persons identified by the Board of Governors or the President of the University as decision-making public servants, are required to file financial interest statements prescribed by Section 105.483 of the statutes ("financial interest statements" are also known as "Personal Financial Disclosure Statements" and the terms are used interchangeably in this chapter). For such purpose, 1) the President of the University is designated as the chief purchasing officer, and 2) the officers of the University, as named in the Bylaws, are identified as decision-making public servants. The President of the University may designate additional employees as decision-making public servants, and upon doing so, shall give notice both to the Board and to the employee or employees. The financial interest statements, as required by law, are to be filed with the Missouri Ethics Commission on an annual basis not later than the first day of May in each year, and it is hereby required that a duplicate copy of each required statement be filed with the President of the University by the same date each year. The President of the University, or his or her designee, shall

maintain such statements available for public inspection and copying during normal business hours.

It is further recognized that the Secretary of State is to fulfill the duties of the Missouri Ethics Commission for receipt of such reports until January 1, 1993. It is further recognized that the failure to file such reports may result in loss of pay or loss of office.

14.075 Conflict of Interest - Board of Governors

1. Purpose

Members of the Board of Governors of Truman State University (hereafter "Board") serve the public trust and are expected to exercise their duties and responsibilities solely in the interest of the public, the University and the Board and not in the member's own personal or financial interest.

2. Board Members

- a) The Constitution of Missouri, Article VII, Section 6 and Missouri Revised Statutes Sections 105.452 and 105.454 apply to the governing boards of higher education institutions. These sections should be reviewed by members of the Board.
- b) No member of the Board shall vote on, attempt to influence the vote of other members of the Board or attempt to influence the decision of the University with regard to any matter under consideration by the Board or by the University in which the action will result in a material financial gain or personal gain for the Board member or his spouse or dependent children or relative.
- c) No member of the Board shall act or refrain from acting, in connection with his or her duties and responsibilities as a member of the Board, by reason of the payment, offer to pay, promise to pay, or receipt of anything of actual pecuniary value by the Board member or his spouse or dependent children or relative.
- d) No member of the Board shall use in any manner whatsoever or disclose to others confidential information obtained in connection with his or her duties and responsibilities

as a member of the Board with intent to result in material financial gain or personal gain for the Board member or his spouse or dependent children or relative.

- e) The Board requires each member annually:
- i. to review this policy
 - ii. to review the referenced constitutional and statutory references; and
 - iii. to disclose any possible personal, familial or business relationships that reasonably could give rise to a conflict involving the University.

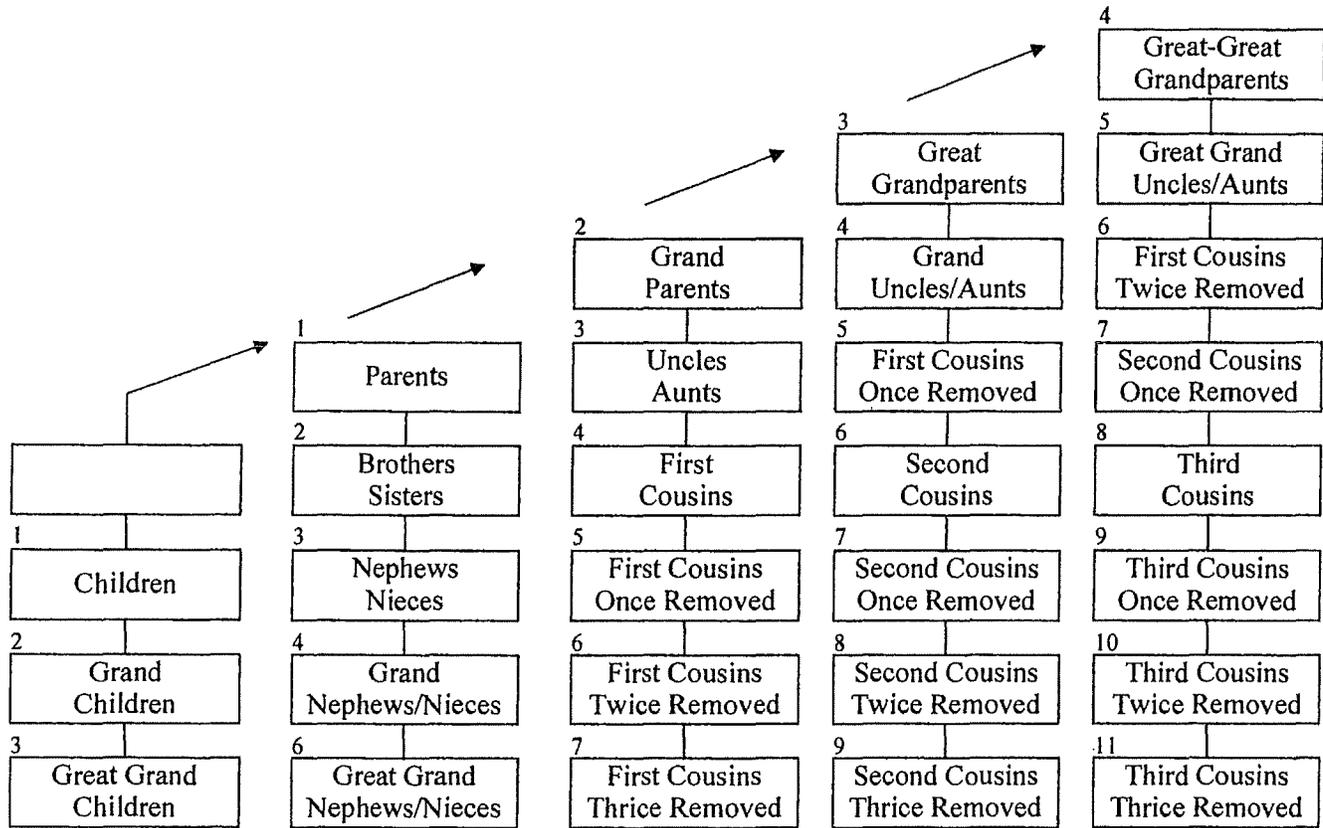
4. Procedure

- (a) 1. If a member of the Board reasonably believes that he or she or another Board member has a conflict of interest, a potential conflict of interest or reasonably believes that the general public might perceive that a conflict of interest exists with regard to any matter that is under consideration by the Board, he or she shall report such conflict of interest, potential conflict of interest or perceived conflict of interest to the Chair of the Board and the University's General Counsel at the earliest opportunity and, if possible, prior to any discussion, deliberation or vote by the Board on that matter.
2. Unless the member of the Board voluntarily agrees to abstain from all such discussions and voting on the matter, the Chair of the Board shall determine whether an actual or perceived conflict of interest exists and, if so, shall request that such member of the Board refrain from all such discussions and voting on the matter. If requested by the Chair of the Board, the member shall be absent from all discussions, recommendations, determinations, decisions and voting on the matter.
3. If the Chair of the Board is the Board member whose financial or personal interest is at issue, the Vice-Chair of the Board shall determine whether an actual or perceived conflict of interest exists and, if so, shall request that the Chair of the Board refrain from all such discussions and voting on the matter and determine whether the Chair should be absent during discussions, recommendations, determinations, decisions and voting on the matter.

4. In all cases the Board is the final authority on conflict of interest issues. Any Board member who has been requested by either the Chair of the Board or the Vice Chair of the Board to recuse himself or herself from discussions, recommendations, determinations, decisions and voting on a matter has the right to appeal this decision to the Board as a whole. In such a case, all Board members shall vote on the issue and a majority of the board shall be the final arbiter of whether said Board member shall abstain. The Board member whose financial or personal interest is the subject of any vote shall not be eligible to vote thereon.

Degrees of Family Relationships

Degrees of relationship by blood (consanguinity)



INSTRUCTIONS:

For Consanguinity (relationships by blood) calculations:

Place the employee for whom you need to establish relationships by consanguinity in the blank box. The labeled boxes will then list the relationships by title and degree of distance from the employee.

Anyone in a box numbered 1, 2 or 3 is within the third degree of consanguinity.

For Affinity (relationships by marriage) calculations:

Place the spouse or Domestic Partner of the employee for whom you need to establish relationships by affinity in the blank box. The labeled boxes will then list the relationships by title and degree of distance from the employee's spouse or Domestic Partner.

A husband and wife are related in the first degree by marriage. For other relationships by marriage, the degree of relationship is the same as the degree of underlying relationship by blood.

“Relation by blood or marriage within the third degree” includes spouse, domestic partner, parent, mother-in-law, father-in-law, step-parent, children, domestic partner children, son-in-law, daughter-in-law, step-child, brother, step-brother, brother-in-law, sister, step-sister, sister-in-law, grandparent, grandchild, uncle, aunt, nephew, niece, great-grandchild, and great-grandparent.

KBM

ITEM G.3

Construction Project – Chiller Replacement Project, Violette Hall and Student Union Building

DESCRIPTION AND BACKGROUND

Engineering services for this project were approved at the August 14, 2018 meeting of the Board of Governors. Specifications for the chillers were developed and the Board approved purchase of two chillers at the February 9, 2019 meeting. This approach was utilized due to the lead time for manufacturing and delivery of this type of equipment.

The engineering firm Ross & Baruzzini of St. Louis was unable to meet deadlines to complete the bidding process for installation of the chillers, pumps, and piping in time for this meeting. The project schedule now calls for bid openings on April 16, 2019, with the bid awarded and under contract by April 30, 2019. Work would begin in mid-May with construction complete within 10 weeks.

It is recommended that the President of the University be authorized to accept the lowest and best bid for this project with a cost not to exceed \$500,000. This is based on the cost of replacement pumps, valves, and piping plus installation of these items and the installation of the previously purchased chillers. Information regarding the final cost will be shared with the Board at the June meeting.

RECOMMENDED ACTION

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

Project Name
Chiller Replacement Project, Violette Hall and Student Union Building

BE IT FURTHER RESOLVED that the President of the University, or her designee, be authorized to accept the lowest and best bid for the project with a cost not to exceed \$500,000; and

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

Moved by _____
Seconded by _____
Vote: Aye _____
Nay _____