



Board of Governors Programs & Planning Committee Meeting

West Plains Civic Center, Magnolia Room

Thursday, 6/12/2025

2:30 - 3:45 PM CT

- I. Roll Call *Presented By: Governor Tim Francka*
- II. Approval of Minutes *Presented By: Governor Tim Francka*
 - A. Approval of the minutes of the Programs and Planning Committee Meeting of May 8, 2025
 - II.A. Minutes of the Programs and Planning Committee Meeting of May 8, 2025 - Page 2*
- III. Review of Revisions to G1.01 Bylaws of the Board of Governors *Presented By: Rachael Dockery, General Counsel and Vice President for Legal Affairs and Compliance*
 - III.A. Review of Revisions to G1.01 Bylaws of the Board of Governors - Page 4*
- IV. Scholarship Review *Presented By: Zora Mulligan, Executive Vice President*
- V. 2025-2030 Strategic Plan Update *Presented By: Strategic Planning Committee Co-Chairs Zora Mulligan, Executive Vice President, and Dr. Ken Brown, Chief Academic Strategy Officer*
- VI. Resolution Authorizing Closed Meeting, Pursuant to the Revised Statutes of the State of Missouri 610.021
 - VI. Closed Meeting Resolution - PPC - Page 25*
- VII. Adjournment *Presented By: Governor Tim Francka*

II.A.

**MINUTES OF THE
BOARD OF GOVERNORS PROGRAMS AND PLANNING COMMITTEE
MISSOURI STATE UNIVERSITY
THURSDAY, MAY 8, 2025**

Governor Tim Francka, Chair of the Board of Governors, called the meeting to order at 8:32 a.m. in the Plaster Student Union, Ballroom East, on the Missouri State University Springfield Campus in Springfield, Missouri.

Roll Call

Present – Tim Francka, Board Chair
Anson Elliott, Committee Member
Travis Freeman, Committee Member
Melissa Gourley, Committee Member
Lynn Parman, Committee Member
Jeff Schrag, Committee Member

Absent – Ann Kampeter, Committee Chair
Chris Waters, Committee Member

Also present – Richard B. Williams, President
Brad Bodenhausen, Vice President for Community and Global Partnerships
Jeff Coiner, Chief Information Officer
Rachael Dockery, General Counsel and Vice President for Legal Affairs & Compliance
Brent Dunn, Vice President for University Advancement
Tammy Jahnke, Interim Provost
Dennis Lancaster, Chancellor of the West Plains Campus
Natalie McNish, Director of Internal Audit and Risk Management
Matt Morris, Vice President for Administration and Finance
Zora Mulligan, Executive Vice President
Patrick Ransdell, Director of Athletics
Suzanne Shaw, Vice President for Marketing and Communications
Dee Siscoe, Vice President for Student Affairs
Mark Smith, Dean of the McQueary College of Health and Human Services
Rowena Stone, Secretary to the Board of Governors

Approval of Minutes

Governor Francka called for a motion to approve the minutes of the February 20, 2025, Programs and Planning Committee meeting. Governor Travis Freeman provided a motion, receiving a second from Governor Anson Elliott.

Motion passed 6-0.

College and University Professional Association (CUPA) Report Update

Dr. Egon Heidendal, Associate Provost for Institutional Effectiveness, and Scot Scobee, Director of Human Resources, provided a College and University Professional Association (CUPA) report update.

2025-2030 Strategic Plan Update

Strategic Planning Committee Co-Chairs Zora Mulligan and Dr. Ken Brown, provided an update on the 2025-2030 Strategic Plan. Information was shared about the process of developing the plan; the values, vision, and mission; emphasis on public affairs; and five goal areas the plan focuses on.

Members of the Board provided feedback on components on the plan. Suggested revisions included modifying the vision statement to resonate with a wider audience, including an executive summary, and strategy clarification. Revisions will be made, and the plan will be presented for approval to the full Board at the June meeting in West Plains.

Adjournment

With no additional information needing to be discussed, Governor Francka called for a motion to adjourn the meeting. Governor Melissa Gourley provided a motion, receiving a second from Governor Elliott.

Motion passed 6-0.

Meeting adjourned at 9:43 a.m.

Tim Francka
Board Chair

Passed at the meeting of
June 12, 2025

Rowena Stone
Secretary to the Board

III.A.

MISSOURI STATE UNIVERSITY

BOARD RESOLUTION

BOARD POLICIES NO. 135-25
Approval of Revisions to G1.01 Bylaws
of the Board of Governors

WHEREAS, the Bylaws of the Board of Governors (“Bylaws”) currently do not contemplate voting by specific proxy, and the Board agrees that it is desirable to amend the Bylaws to allow voting by specific proxy;

WHEREAS, Administration recommends that Article II, Section 6, be revised to confirm that special meetings of the Board may be conducted by video conference, as well as by telephone, which is consistent with current Board practice; and

WHEREAS, Article III, Section 2, of the Bylaws currently requires that Board officers be elected at a regular meeting held during the University’s homecoming festivities, and Administration and the Board agree that it is desirable to amend the Bylaws to provide greater meeting scheduling flexibility, given anticipated changes to football game scheduling resulting from the University’s transition to Conference USA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Governors of Missouri State University that G1.01 Bylaws of the Board of Governors be revised as indicated above and as set forth in the attached document.

Tim Francka
Board Chair

Passed at meeting of
June 13, 2025

Rowena Stone
Secretary to the Board

COMMENTS:

Please see the proposed revisions to G1.01 Bylaws of the Board of Governors, which is attached hereto.

G1.01 Bylaws of the Board of Governors

Adopted on May 14, 2009 repealing and replacing Bylaws adopted January 18, 1936; as amended July 30, 1962, March 14, 1964, November 17, 1972, July 30, 1982, January 15, 1988, March 19, 1993, August 5, 1994, July 19, 1996, February 21, 1997, July 30, 1999, March 16, 2001, May 18, 2001, January 17, 2003, September 16, 2005, October 26, 2007, June 20, 2008, March 30, 2012, October 26, 2012; December 14, 2012, August 1, 2013, and June 20, 2014.

- [G1.01-1 Article I: Definitions](#)
- [G1.01-2 Article II: The Board of Governors](#)
- [G1.01-3 Article III: Officers of the Board; Powers and Duties](#)
- [G1.01-4 Article IV: Committees](#)
- [G1.01-5 Article V: Fiscal Year](#)
- [G1.01-6 Article VI: Seal and Insignia](#)
- [G1.01-7 Article VII: Contracts, Loans, Checks, Deposits, Expense Reimbursements, Indemnification, and Appropriation for Annual Expenses](#)
- [G1.01-8 Article VIII: Communications](#)
- [G1.01-9 Article IX: Hearings Before the Board](#)
- [G1.01-10 Article X: Officers of the University](#)
- [G1.01-11 Article XI: The Board's Relationship to the Faculty](#)
- [G1.01-12 Article XII: Conflict of Interest](#)
- [G1.01-13 Article XIII: Miscellaneous](#)

G1.01-1 Article I: Definitions

Section 1. University

The term "University" or "Missouri State University", shall refer to the institution in all of its campuses, parts, persons, property and relationships wherever situated or owned, operated, controlled, managed, or otherwise regulated under the supervision or direction of the Board of Governors of Missouri State University, or owned by others for the use and benefit of the University.

Section 2. The Board of Governors of Missouri State University

The term "Board of Governors of Missouri State University", or "Board", shall refer to the governing body of the University, and shall be composed of the Governors duly appointed and qualified, as provided by law.

Section 3. Chair (President) of the Board

The term "Chair of the Board" shall refer to the Governor who is the duly elected or acting Chair of the Board of Governors. The Chair and Vice-Chair shall serve as President and Vice-President, respectively, for statutory and other purposes when those offices are required.

Section 4. President of the University

The term "President of the University" shall refer to the duly appointed or acting President of the University, and who shall be the Chief Executive and Academic Officer of the University.

Section 5. Campus

The term "campus" shall refer to a geographic subdivision of the University as established by the Board of Governors.

Section 6. The Executive Committee of the Board of Governors of Missouri State University

The Executive Committee shall refer to that committee of the Board of Governors appointed to act for and on behalf of the Board of Governors when such Board of Governors is not in session.

G1.01-2 Article II: The Board of Governors

Section 1. Composition of the Board

a. Voting Members

The Board shall be composed of ten members, consisting of nine voting members and one non-voting member as provided in Sections 174.450, 174.453.2 and 174.455 of the Revised Statutes of Missouri (Mo. Rev. Stat.). No person shall be appointed a member who is not a citizen of the United States and who has not been a resident of the state of Missouri for at least two years immediately prior to such appointment. Not more than five voting members shall belong to any one political party. On and after August 28, 2005, no more than one voting member shall be appointed to the Board from the same Congressional district. All voting members shall be appointed by the Governor of the State of Missouri, with the advice and consent of the Missouri State Senate, and as provided by Missouri statute.

b. Student Member (non-voting)

One full-time University student who is a resident of the state of Missouri shall serve as a non-voting representative to the Board. The student governor shall be selected in the manner described by Section 174.055 Mo. Rev. Stat. Such representative shall be entitled to attend all meetings and participate in all deliberations. The student governor shall be permitted to attend closed meetings of the Board, unless excluded in accord with Missouri law. The term "full-time", for purposes of this section, shall mean the student, if an undergraduate, is enrolled in at least twelve (12) semester hours for two semesters per academic year. If the student member is a graduate student, that student must be enrolled in at least nine (9) semester hours for two semesters per academic year.

Section 2. Term of Office

- a. The term of office for the voting members shall be six years. The voting members of the Board of Governors serving on August 28, 2005, shall serve until the expiration of the terms for which they were appointed. For those voting members appointed after August 28, 2005, the terms of office shall be established in a manner where no more than three terms shall expire in a given year. The term of office of those appointed after June 12, 2006, shall end January 1 in years ending in an odd number. Voting members shall hold their office until their successors are duly appointed and qualified, except such as may be appointed to fill a vacancy, who shall hold office for the unexpired term.
- b. If a voting member of the Board of Governors of Missouri State University is found by unanimous vote of the other governors to have moved such governor's residence from the district from which such governor was appointed, then the office of such governor shall be forfeited and considered vacant.

- c. Should the total number of Missouri congressional districts be altered, all members of the Board of Governors of Missouri State University shall be allowed to serve the remainder of the term for which they were appointed.
- d. Should the boundaries of any congressional districts be altered in a manner that displaces a member of the Board of Governors of Missouri State University from the congressional district from which the member was appointed, the member shall be allowed to serve the remainder of the term for which the member was appointed.
- e. The term of the student member shall be for two years.

Section 3. Offices

The principal office of the Board shall be located on the campus of Missouri State University, in Springfield, Missouri.

Section 4. Powers, Role and Responsibilities of the Board

- a. Powers of the Board
The Board shall have and exercise the powers of general control and management of the University prescribed by Missouri statutes and Constitution, including those powers authorized by R.S. Mo. Chapter 172 pursuant to R.S. Mo. §174.457. Governors shall avoid involvements in the administration of the University except in an emergency or when exceptional circumstances occur.
- b. The Board's Role and Responsibilities
The Board's role and responsibilities in carrying out its general control and management powers shall include, but not be limited to, the following:
 - a. To select, appoint, and remove the President of the University and set appropriate terms of employment, including compensation.
 - b. To monitor the performance of the President of the University.
 - c. To determine and periodically review the purposes and the mission of the institution.
 - d. To approve new educational programs and revisions to existing educational programs consistent with the University's mission.
 - e. To develop and approve the long-range plans for the University.
 - f. To adopt bylaws and policies for the governance of its members, officers, agents, and employees ("governing policies"). These governing policies (a) describe the composition, powers and duties of the Board, (b) contain procedures for the functioning of the Board, and (c) contain policies established by the Board for the governance of the University.
 - g. To sue and be sued.
 - h. To complain and defend in all courts.
 - i. To take, purchase, and hold real estate, sell and convey, or otherwise dispose of the same.
 - j. To condemn and appropriate real estate or other property, or any interest therein for any public purpose within the scope of its organization, in the same manner and with like effect as is provided in Chapter 523, R.S. Mo.
 - k. To make and enter into contracts and other instruments as more fully set forth in Article VII of the Bylaws.
 - l. To make and use a common seal and to alter the same.

- m. To approve the annual budget for the University and maintain its financial solvency.
- n. To conduct or have conducted outside audits of University programs and finances.
- o. To cause the physical plant of the University to be properly maintained.
- p. To appoint and remove faculty members, staff members and non-academic employees and fix the terms and conditions of their employment, upon recommendation of the President of the University or the President's delegee. Presentation to the Board at a regular or special meeting of the names of persons for appointment or removal shall constitute Presidential recommendation.
- q. To authorize and approve the issuance of bonds on behalf of the University, as provided by statutes of the State of Missouri, and to execute all documents necessary to the issuance, sale, or redemption of said bonds.
- r. To invest the Office of the Provost and the Vice President of Student Affairs with the power to expel, suspend, dismiss, or otherwise sanction any student in accordance with University policies.
- s. To establish such corporate entities for the support of the University and carrying out the policies established by the Board as may be deemed necessary and appropriate by the Board, which are authorized by statutes of the State of Missouri, and in connection therewith, individual Governors may serve on the Board of Directors of such corporations.
- t. To delegate so much of their authority as they deem necessary to such Board officers, the President of the University and staff members or to committees appointed by the Board. The President of the University is authorized to subdelegate to other University officers and employees the authority to execute contracts for the purchase of goods and services as approved by the Board, as well as contracts other than for the purchase of goods and services, but within the areas of responsibility of the officer or employee, and subject to parameters as determined by the President.
- u. In recognition of the increasing financial impact of fringe benefits on the University and its employees, to reserve to the Board of Governors or its designated committee, notwithstanding any other provision of these Bylaws or policy, the determination and approval of fringe benefits, fringe benefit policies, eligibility and qualification.
- v. To conduct hearings as more fully set forth in Article IX of the Bylaws and serve as a court of final appeal pursuant to University policy.

Section 5. Quorum

A majority of the Board shall constitute a quorum for the purpose of conducting any and all business of the Board, except in the case of the Committees, whose powers and limitations are outlined in Article IV. The act by a majority of voting members present at any meeting, with a quorum, shall be the act of the Board. No one Governor nor less than a majority of voting members present at a duly convened meeting of the Board, has any legal status.

Section 6. ~~Annual Meetings~~

a. Annual Meeting

Unless otherwise ordered by the Board, the meeting in June shall be the annual meeting. On those occasions where the budget is presented to the Board for approval in any month other than June, and unless otherwise ordered by the Board, the meeting in which the budget is presented shall be the annual meeting of the Board.

b. Regular Meetings

Section 7. Regular Meetings

Regular meetings of the Board may be held on or near the third Friday of each calendar month at the campus of the University in Springfield, Missouri, or at such other location in the State of Missouri, as determined by the Board; however, the Board shall not be required to hold any such regular Board meetings, and by Board action may establish any other schedule which it deems appropriate.

c. Special Meetings

Section 8. Special Meetings

- a. Special meetings of the Board may be called at any time by the Chair of the Board, or in his/her absence, disability, or refusal to call such meeting, by written request of two or more members of the Board, or at the request of the faculty signed by the Chair or Vice-Chair thereof and certified by the Secretary.
- b. If a special meeting is called, it may be conducted by ~~conference~~ phone or video conference, so long as the Board can be heard by those attending the meeting, by the Chair or Vice-Chair of the Board.
- c. Notice of any special meeting, and of the business to be transacted thereat, shall be given to Board members at least twenty-four (24) hours prior thereto unless for good cause such notice is impossible or impractical in which case as much notice as reasonably possible shall be given and shall be recorded in the minutes.
- ~~d.~~ No business other than that contained in the Notice, shall be transacted at such special meeting unless all members of the Board are present and consent thereto.

d.

e. Adjourned Meetings

Section 9. Adjourned Meetings

Adjourned meetings may be ordered and held by the Board and reconvened at a time and place as designated by the ~~President~~ Chair of the Board.

Section ~~10~~7. Notice

The President of the University, or any other Officer of the Board, shall give written or oral notice stating the date, time and place of each regular Board meeting. The President of the University or any other Officer of the Board shall cause personal delivery or communication of the Notice ~~or shall mail the Notice (by ordinary United States mail, postage prepaid)~~ to each member of the Board.

Notice of Regular, Special and Closed Board Meetings shall be given to the public in accordance with a duly adopted policy statement required by the Missouri Open Meeting statute.

Section ~~11~~8. Agenda and Proceedings

- a. Roberts Rules of Order
Roberts Rules of Order (as periodically revised) constitute the final authority for parliamentary procedures and other proceedings deemed appropriate by the Board, at all Board meetings, except where such rules conflict with law or with these Bylaws.

- b. Agenda Preparation and Distribution
In the preparation and handling of the agenda for Board meetings, the President of the University and the Chair of the Board shall prepare an agenda for each regular meeting. The agenda shall be distributed to Board members with the Notice of the meeting. A copy of the agenda shall also be placed in a prominent location in the room where the Board meeting is to be held so that it will be accessible to members of the public in attendance at the meeting.
- c. Requests for Agenda Placement, Other than Board Members
Individuals other than Board members may request the Board to place an item on the agenda of any regular meeting by filing a written request with the Secretary of the Board not less than twenty-one (21) calendar days prior to the meeting date at which the matter is requested to be considered. The request shall be accompanied by a written summary of the subject matter of the proposed agenda topic describing the relevance of the topic, as well as providing any supporting documentation which the individual making the request believes is pertinent to and will assist the Board in its deliberations concerning the request. The Secretary to the Board shall forward the request to the Chair of the Board and to the President of the University. The Chair of the Board shall determine whether the item shall be placed on the agenda or referred to the administration for disposition. If the item is not placed on the agenda, the Secretary of the Board shall notify the Requestor of the disposition of the request at the next regularly scheduled Board meeting.
- d. Requests for Agenda Placement, Board Members
Board members may request an item to be placed on the agenda by submitting a written request with the Secretary of the Board at least seven (7) calendar days prior to the meeting of the Board, subject to the same procedure applicable to non-Board members above. Board members shall not ask matters to be considered on the agenda at a convened session under the item of new business unless the majority of the Board members approve such request.
- e. Open Meetings Requirement
All meetings and notices of meetings of the Board, or committees appointed by and which report to the Board, shall conform to the Missouri Open Meetings statute, and to the policy for open and closed meetings adopted by the Board in compliance with said statute.
- f. Public Comment at Board Meetings
The Chair of the Board shall allow time for public comment on agenda items prior to final action being taken on any such item by the Board. It is within the discretion of the Chair to determine the amount of time to be allotted, provided individual speakers shall be limited to five (5) minutes unless a majority of the members of the Board present at the meeting determine otherwise. Each speaker shall be required to give his/her name, and affiliation, if any, prior to speaking to the issue.
- g. Closed Meetings -
The Board, upon majority vote at any duly constituted meeting thereof, may close to the public its deliberations, records and vote concerning any of the following matters:
 - i. Legal actions, causes of action, or litigation, leasing, purchase or sale of real estate where public knowledge of the transaction might adversely affect the consideration therefore;

- ii. Any proceedings involving physical or mental health, scholastic probation, expulsion or graduation, or deliberations relating to the hiring, evaluation, firing, discipline or promotion of personnel employed by the University; and
 - iii. All other deliberations, records or votes as authorized by the Missouri Open Meetings statute, § 610.021, R.S.Mo.
- h. Chair's Right to Control

The Chair of the Board shall retain the authority to control the order of the meeting.

 - i. Recording Votes
 - i. All public votes taken at the Board meetings shall be recorded with “yea,” “nay,” or abstinence attributed to each voter. All records of public votes and public deliberations shall be open to the public for inspection and duplication. The Secretary of the Board shall record the votes on all motions or resolutions coming before the Board. The ayes and noes shall be entered on any vote if requested by any Governor present at the meeting.
 - ii. An absent member may give permission to the Chair of the Board (or, in the absence of the Chair, the acting chair) to be their proxy for voting purposes, provided that appropriate advance notice is given to the Chair of the Board and the Secretary to the Board, along with written direction of how the proxy vote should be cast with respect to all action items on the meeting agenda.
 - i.j. Administrative Response

It shall be the policy of the Board not to take official action on any issue until it has first been presented to the President of the University for resolution and/or recommendation, and the Chair of the Board shall allow the President of the University sufficient time for appropriate administrative response, if so requested.

Section ~~129~~. Presumption of Assent/Consent Agenda

- a. A Board member shall be presumed to have assented to the action taken on any matter at a Board of Governors’ meeting at which time he/she is present, unless dissent is entered in the minutes of the meeting at the time of the meeting. Such dissent may be later stated by the Board member by registered mail to the Secretary within two (2) business days after the adjournment of the meeting and shall be entered in the minutes.
- b. Items shown on the established agenda for a meeting of the Board may be placed upon a consent agenda whereby all items placed thereon are approved by summary action of the Board. Items may be placed on the consent agenda by the Chair of the Board, the President of the University, or the Chairperson of any committee of the Board electing to place such items on the consent agenda, provided the same is accomplished no less than twenty-four hours prior to the meeting of the Board, and that the Secretary of the Board shall present such consent agenda to the members of the Board immediately prior to the convening of the meeting, provided, however, that any member of the Board may remove any item from the consent agenda by notifying the Chair of the Board of the election to remove the item any time prior to a vote being taken on the consent agenda. The consent agenda requires approval by a vote of the majority of the Board in attendance for passage and adoption of each item on the consent agenda.

Section ~~1310~~. Governing Policies

The Board shall have the authority to adopt Governing Policies not in conflict with these Bylaws or the statutes of Missouri and to direct the President to revise Operating Policies. In this regard:

- a. Governing Policies may be adopted, amended, or repealed at any meeting of the Board;
- b. Governing Policies shall be effective upon adoption unless a different effective date is fixed by the Board;
- c. The Secretary of the Board shall retain, organize and publish Governing and Operating Policies as set forth in Article X, Section 4 of these Bylaws.

Section ~~14~~11. Attendance Policy

The following shall be the Attendance Policy of the Board:

- a. If a member of the Board is found by unanimous vote of the other members to have failed to attend without good cause three (3) consecutive meetings of the Board in any calendar year, the office of such member shall be vacant.
- b. If the Board member is found by unanimous vote of the other members to have moved such member's residence from the district from which the member was appointed, then the office of such member shall be vacant.
- c. If the student representative to the Board ceases to be a student at the institution, or a resident of the State of Missouri, or fails to follow the Board's Attendance Policy, the student representative's position shall at once become vacant, unless the student representative's absence is caused by sickness or some accident preventing the student representative's arrival at the time and place appointed for the meeting.
- d. If the vacancy shall occur by death, resignation, or from any other cause, the Chair of the Board shall notify the Governor of the State within thirty (30) days of such vacancy.

G1.01-3 Article III: Officers of the Board; Powers and Duties

Section 1. Officers

The officers of the Board shall be the Chair, Vice–Chair, Secretary, Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may, from time to time, elect.

Section 2. Election and Terms of Office

The Board shall discuss selection of the Chair and Vice-Chair during the meeting held at the end of the summer semester each year for the purpose of succession planning. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected at ~~the a~~ regular meeting of the Board held during the ~~University's homecoming festivities~~ fall semester each year. Officers' terms of office shall commence on the first day of January immediately following a Board election. Officers shall serve until their successors' terms commence, or until their earlier resignation, disqualification, death or removal from office. Officers may be elected to successive terms.

Section 3. Vacancies and Removal

- a. Vacancies in offices of the Board shall occur as a result of an Officer's resignation, disqualification, death, or removal.
- b. Any officer elected by the Board of Governors may be removed at any time (with or without cause) by a vote of the majority of the entire Board.
- c. The Vice-Chair is the presumptive successor to the Chair of the Board and shall fill any vacancy in the Chairmanship for the unexpired term of such office, until a successor is

chosen and qualified, or until resignation, disqualification, death or removal from office, whichever occurs first in time. The Board shall fill all other Officer vacancies by selecting (when and as determined by the Board) new Officers to serve until the next annual election and until their successors are chosen thereat and qualified, or until their earlier resignation, disqualification, death, or removal from office.

Section 4. Chair of the Board; Duties and Powers

- a. The Chair of the Board shall be chosen from its membership.
- b. The Chair of the Board has the special responsibility of leadership. The Chair of the Board shall: supervise, manage and control the business of the Board, subject to the authority herein given to the Board of Governors; participate in shaping the agenda; preside at all meetings of the Board, with right to vote on all questions; direct Board discussion, head off digressions and get problems clearly and fairly presented; harmonize divisiveness and, when necessary, act as disciplinarian; execute deeds, bonds, contract, or other instruments necessary to conduct the business of the University which the Board has authorized to be executed, except where the execution thereof has been expressly delegated by the Board or the Bylaws to another officer or agent of the Board or University, or is required by law to be otherwise executed; shall coordinate with the Vice-Chair a smooth transition of leadership, including training of the Vice-Chair; and, shall perform all other duties normal and incidental to the office required by statute or otherwise, or as prescribed by the Board from time to time.

Section 5. Vice-Chair of the Board; Duties

- a. The Vice-Chair of the Board shall be chosen from its membership.
- b. The Vice-Chair of the Board shall perform the duties and exercise the powers delegated by the Board, or the Chair of the Board, is the presumptive successor as Chair of the Board, and shall serve in the absence or disability of the Chair, as provided above.
- c. The Vice-Chair will become prepared to act as Chair the following year by attending meetings and other training opportunities as requested by the Chair.

Section 6. Secretary of the Board; Duties

- a. The Secretary of the Board need not be a Board member.
- b. The Secretary of the Board shall be appointed by the Board and serve at its pleasure and shall be under the supervision of the Board. The Secretary of the Board shall: attend all meetings and record votes; keep minutes of such meetings in books provided for that purpose; administer all notices in the manner required by the Bylaws or by law; be custodian of the Board records and seal, and when authorized by the Board, affix the seal to any document or instrument of the University requiring a seal; and in general, perform all duties as may be required by the Board. If the Secretary is absent from any meeting, the Board may select any of their number, or any Assistant Secretary, to act as a temporary Secretary.

Section 7. Treasurer of the Board

- a. Appointment
The Board shall appoint a Treasurer and fix his/her duties and responsibilities, and he/she shall serve at the pleasure of the Board. No member of the Board shall be elected Treasurer.

b. Reporting Responsibility

The Treasurer of the Board, shall perform the acts and duties of the office, and shall discharge the responsibilities thereof under the control and direction of the Board.

c. Bond Required

The Treasurer of the Board shall, before entering upon the duties of the office, enter into a bond to the State of Missouri, with a surety approved by the Board, in a penal sum of not less than \$150,000, said bond to be conditioned upon full performance of all duties required by law as Treasurer, which bond shall be filed with the Secretary of the Board.

d. Duties

The Treasurer of the Board shall receive, keep, and disburse all monies under control of the Board, and make reports of the same to the President of the University, to the Board, the State Board of Education, and the General Assembly annually, as required by the Board and by statute. The Treasurer of the Board shall report all receipts and disbursements of the University to the Board at its annual meeting. The Treasurer of the Board shall also make and furnish to the State Board of Education in the month of August of each year, an abstract which shall contain a full account of all monies received and disbursed by the University during the preceding year, stating from what source received and on what account paid out the amount paid to each faculty member and officer of the University. The same report shall be submitted to the General Assembly, under oath, every two years covering the preceding two calendar years. The Treasurer shall cause a report, in the form of the University's budget or otherwise, containing a classified statement of the receipts and disbursements of the institution during the preceding biennial period, and the amounts annually paid to the President, the professors and other teachers, officers and employees of the University, to be furnished to the legislature on or before the third Monday of each regular session.

Section 8. Vacancies

Any vacancy in any office of the Board caused by any reason may be filled by the Board for the unexpired term.

G1.01-4 Article IV: Committees

Section 1. Standing Committees

The following committees are established as permanent, standing committees of the Board of Governors:

- a. **Executive Committee:** When the Board of Governors is not in session, the Executive Committee shall have the powers of the Board to take such action as the Executive Committee may deem to be in the best interests of the University, provided, however, that such action shall be in accord with the provisions of these Bylaws, and not in conflict with the standing rules and regulations of the Board. No later than 24 hours prior to the Executive Committee meeting, all action items shall be listed on the Executive Committee agenda with sufficient specificity to notify all Board members of the matters to be taken up at the meeting. Any voting member of the Board of Governors may remove an item from the Executive Committee agenda and have that item considered by the entire Board by notifying the Chair of the Board or the Secretary of the Board prior to the commencement of the Executive Committee meeting. If an item is not specifically listed on the agenda, no action will be taken at the Executive Committee meeting. A

complete record of all actions of the Executive Committee shall be kept by the Secretary of the Board, and a copy of such records shall be submitted to each member of the Board monthly. Actions of the Executive Committee may be ratified, approved or modified at the next regularly scheduled meeting of the Board, but any modification thereof shall be prospective only. Concurrence of three members shall constitute action of the Committee.

- b. **Risk Management and Audit Committee:** The Risk Management and Audit Committee shall be charged with overseeing the University's audit, compliance, and risk management operations. Specifically, the Risk Management and Audit Committee shall be responsible for: (i) monitoring external audits; (ii) directing and receiving work of the University's Internal Auditor; (iii) receiving reports of all NCAA and NJCAA audits; (iv) overseeing the University's enterprise risk management efforts; and (v) following up on major risk management issues and concerns on behalf of the Board of Governors as a whole. The Risk Management and Audit Committee will receive information and proposed policies from the University's administration, and discuss and develop recommendations for consideration by the Board as a whole.
- c. **Finance and Facilities Committee:** The Finance and Facilities Committee shall be charged with overseeing the University's financial condition, and ensuring that the University's budget, fee schedule, assets, infrastructure, and financial obligations are aligned with the University's strategic objectives. The Finance and Facilities Committee will receive information and proposed policies from the University's administration, and discuss and develop recommendations for consideration by the Board as a whole.
- d. **Programs and Planning Committee:** The Programs and Planning Committee shall be charged with overseeing the University's strategic initiatives including, without limitation, the University's academic and co-curricular programs and offerings. The Programs and Planning Committee will receive information and proposed policies from the University's administration, and discuss and develop recommendations for consideration by the Board as a whole.

Section 2. Appointment of Additional Committees

In addition to the standing committees set forth in Section 1, above, the Chair of the Board of Governors may appoint such other committees as are deemed necessary to the proper conduct of the functions and duties of the Board.

Section 3. Committee Membership

- a. **Executive Committee:** The Board member selected to be Chair of the Board for the next calendar year, subject to the approval of the Board, shall appoint from the Board an Executive Committee of three (3) members and may fill vacancies at any time. The Chair of the Board shall be an *ex-officio* member of the Committee and may vote in the absence of any one of the Committee members. Such Executive Committee members shall be appointed and approved at the meeting in which officers are elected, or as soon thereafter as reasonably possible, for one-year terms, beginning January 1st of the following year. Executive Committee members shall hold office until their successors have been duly appointed, and may be reappointed for successive terms.
- b. **Membership of All Other Committees:** Except with respect to membership on the Executive Committee, which is governed by Section 3.a., above, membership on all other Board committees shall be appointed by the Chair at the meeting in which officers are

elected, or as soon thereafter as reasonably possible. Committee members will be appointed for one-year terms, but shall hold office until their successors have been duly appointed, and may be reappointed for successive terms.

- c. With the exception of the Executive Committee, membership on Board committees need not be confined to members of the Board.
- d. The Chair of the Board and the President of the University shall be *ex officio* members of all committees of the Board.

Section 4. Committee Powers

Each committee of the Board shall be delegated such authority as set forth throughout this Article IV and/or by specific resolution of the Board as the Board deems appropriate to carry out the objects of such committees. Notwithstanding the foregoing, with the exception of the Executive Committee, whose powers and limitations are set forth in Section 1, above, no committee shall have power to bind the Board to any contractual obligation or to establish policy for the University.

Section 5. Committee Meetings

- a. Meetings of Board committees will be held as determined by the committee chair. All such meetings will be held in compliance with the Missouri Open Meetings statutes.
- b. With the exception of the Executive Committee, committees shall be non-voting except that a committee may (i) vote to close its meeting by an affirmative public vote of a majority of a quorum of the committee as authorized by the Missouri Open Meetings Statutes; and (ii) vote to make a recommendation to the entire Board by an affirmative vote of a majority of a quorum as authorized by the Missouri Open Meetings Statutes.
- c. Committees are intended to provide an opportunity for members of the administration and Board of Governors to engage in review and analysis that would normally not be practical within the constraints of a meeting of the Board as a whole, and will thus serve to both expedite and facilitate the meeting of the Board as a whole.
- d. The vote of any members on any question coming before any Board committee may be taken in person, by telephone, or by email.

G1.01-5 Article V: Fiscal Year

Section 1. Term

The fiscal year of the University shall be from July 1 through the succeeding June 30, or for such other period of twelve (12) calendar months, as the Board of Governors by resolution shall determine.

G1.01-6 Article VI: Seal and Insignia

Section 1. Form of Seal

The seal of the University shall be in the form of a circle, and shall have inscribed thereon the name "Missouri State University". The form of the seal shall be impressed hereon, however, it may be changed from time to time by resolution of the Board.

Section 2. Insignia

The seal, name, logo, trademarks, service marks and other insignia of the University shall at all times remain the exclusive property of the Board. They may be utilized only for, and in the course of, authorized activities of the Board and the University.

G1.01-7 Article VII: Contracts, Loans, Checks, Deposits, Expense Reimbursements, Indemnification, and Appropriation for Annual Expenses

Section 1. Contracts

The Board may authorize any officer or officers, or designated agent or agents, to enter into any contract or execute or deliver any instrument in the name and on behalf of the University, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of the University and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Governors. Such authority shall be confined to specific instances.

Section 3. Checks, Drafts, Order of Payment

All checks, drafts, or other orders of payment of money, notes, other evidences of indebtedness issued in the name of the University, shall be signed by such officer or officers, agent or agents of the University and in such manner as shall from time to time be authorized by resolution of the Board of Governors.

Section 4. Depository Services

The University will maintain depository service accounts in order to receive deposits and make disbursements with one or more banks selected by the Board of Governors pursuant to sealed bids. Depository service accounts shall be collateralized in accordance with Missouri statutes. Since the bank's depository service accounts may also serve as an investment instrument, the bank must have an IDC rating of 125 or higher and have a loan-to-deposit ratio in excess of 50%.

Section 5. Expense Reimbursement

Governors, the President of the University, staff members, and any other authorized employees, will be reimbursed for actual reasonable expenses occasioned by the performance of University business, to the extent permitted by the statutes or duly promulgated regulations of the State of Missouri, upon presentation of receipts and requests for payment satisfactory to the Treasurer of the Board.

Section 6. Indemnification and Liability

a. Indemnification

To the fullest extent authorized or permitted by law, the University shall indemnify and hold harmless any or all members of the Board or officers of the University (past, present or future), their heirs, executors and administrators from and against all liabilities, judgments, decrees, fines, penalties, expenses, fees, amounts paid in settlement or any other costs, losses, expenses (including, but not limited to, attorneys' fees and court costs) not otherwise covered by the insurance coverage maintained by the University arising or

resulting from, or in connection or association with, any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, investigatory or otherwise) and any appeals related thereto, under which said indemnified persons are parties or participants because of their actions or omissions in any capacity during the course and in the scope of their employment on behalf of the University or agency, whether incurred before or after the adoption of these Bylaws, unless they are finally adjudicated to be liable for willful, wanton or malicious conduct.

b. Other Rights

The provisions of these Bylaws shall not exclude or limit any rights or benefits to which any person so indemnified is or may be entitled: (a) as a matter of law or statute; (b) by any agreement(s); (c) by the vote of the Board; or (d) through insurance purchased or maintained by the University.

Section 7. Appropriation for Annual Expenses

At each annual meeting of the Board, the Board shall approve a carefully prepared statement of the probable amount of income of the University and all of its departments for the year following, and an estimate of the probable expenses of the institution in each of its departments for the ensuing year, and shall make necessary appropriations, in the form of the approval of an annual budget or otherwise, to meet said expenses for the current year.

G1.01-8 Article VIII: Communications

Section 1. Communications from or to Individual Governors

a. Board Members' Responsibility

Board members shall not purport to speak for or commit the Board, or the Chair of the Board, or the President of the University, and shall make it clear they are speaking solely in a personal capacity, not in a representative capacity.

b. Contacts from a Governor

To the extent which is practical, Governors will actively refrain from direct contacts with faculty, non-academic employees or students pertaining to those administrative functions delegated by the Board to the President of the University.

c. Access to Information

Should any member of the Board of Governors request access to any information maintained by the University, such member shall be entitled to the information requested, except information or records that are protected by confidentiality by federal or state law or that information specifically excluded by a majority vote of all of the members of the Board of Governors. Such request shall be directed to the President of the University.

G1.01-9 Article IX: Hearings Before the Board

Section 1. Revocation of License to Teach

The Board of Governors shall conduct hearings, as required by statute, in matters relating to requests for revocation of a license to teach. The Board shall adopt Rules and Regulations including written procedures for the conduct of such hearings which shall be published and made available for all participants. School districts and other entities seeking such hearings shall be given copies of the procedures at the beginning of the appeal process.

Section 2. Hearings on Removal of a President, Professor or Teacher, Pursuant to § 174.150, R.S.Mo.

Any President, professor or teacher of the University who is removed for reasons set forth in § 174.150, R.S.Mo., i.e., incompetency, neglect, refusal to perform his duties, dishonesty, drunkenness or immoral conduct, shall be entitled to the procedures set forth in Chapter 13 of the Faculty Handbook, effective January 1, 2007, as from time to time amended.

Section 3. Hearings on Contested Cases, Pursuant to § 536.063, et seq., R.S.Mo.

Any complaint of a faculty member constituting a "contested case," as that term is defined in § 536.063, et seq., R.S.Mo., not otherwise provided for above, shall be processed as required by said statute after having been declared a "contested case" by the Provost.

G1.01-10 Article X: Officers of the University

Section 1. President's Employment

The terms and conditions of the employment of the President of the University shall be fixed by the Board by written contract as the Board deems appropriate.

Section 2. Powers and Duties of the President of the University

The President of the University shall be the Chief Executive Officer and Academic Officer of the University. He/she shall be directly responsible to the Board of Governors for the operation of the University. He/she shall be the official advisor and executive agent of the Board.

He/she is hereby delegated the general authority to act for and on behalf of the Board of Governors of the University, as its agent, to administer the University's affairs pursuant to policies established by the Board.

Without limiting the generality of the aforesaid authority, the Board delegates the following specific authority to the President of the University:

- a. To exercise a general superintendence and control, subject to approval of the Board, over all the affairs of the University, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibility, and such other matters as the Board shall from time to time direct;
- b. To select and recommend for employment all administrators, faculty, teachers and non-academic employees of the University, and to recommend the terms of their employment within budgetary limits, subject to approval by the Board. The President, and such other officers or employees of the University as the President may authorize, may employ and determine the terms of their employment of temporary employees and graduate, resident, and other student assistantships and employment without Board approval if funds have been authorized in the annual budget;
- c. To recommend to the Board all academic appointments, reappointments, rank, promotions, grants of tenure, discharge and discipline of faculty; to change salaries and assignments of faculty and staff, with approval of the Board, and to accept resignations of employees;
- d. To terminate the employment of any employee, subject to the grievance and appeal procedures of the University. Further, the President may delegate to the Director of Human Resources the authority to terminate any non-faculty employee or classification

- of employees, other than those employees who report directly to the President, with those employees entitled to pursue University grievance and appeal procedures;
- e. To insure the appropriate supervision and direction of all administrators, staff, faculty and non-academic employees of the University;
 - f. To maintain the academic programs in accordance with accreditation standards;
 - g. To be the primary liaison between the University, the Coordinating Board for Higher Education, the General Assembly, and the Governor of the State of Missouri, concerning the affairs of the University;
 - h. To prepare and present to the Board for its approval, an annual budget for the operations of the University;
 - i. To maintain expenditures of the University in balance with available revenues;
 - j. To be responsible for preparing and presenting to the Board, for its consideration, programs designed to fulfill the mission of the University; procurement of staff; establishment and maintenance of any separate schools or campuses, colleges and departments of instruction in the University; and the planning, development and implementation of all research projects;
 - k. To preside and vote at all meetings of the faculty, or to designate a representative to so preside;
 - l. To attend all meetings of the Board, so far as his/her duties will permit, but may be excused by the Board if necessary;
 - m. To report, at each regular meeting of the Board, upon the progress, condition and needs of the University, and recommend such measures as in his judgment will promote the University's interests;
 - n. To appoint such committees of the faculty or academic staff as he/she deems necessary and prescribe their function, which are in addition to those committees provided in the Faculty Handbook, unless otherwise provided by the Board;
 - o. To make such investigations as he/she deems necessary to provide information to the Board regarding the operation of the University;
 - p. To recommend the declaration of a financial exigency, and suspension or elimination of programs, or a reduction in force designed to meet such exigency, should such occasion arise;
 - q. To authorize any member of the University temporarily to exercise authority as President during his absence from the city;
 - r. To formulate, establish, and enforce student admission standards;
 - s. To approve Operating Policies of the University. Operating Policies provide interpretation and implementation of University Governing Policies which have been approved by the Board. The President has final approval of Operating Policies;
 - t. To preside at commencement and any other public function sponsored by the University;
 - u. To be the primary spokesperson for the University at public affairs, and media contacts;
 - v. To confer all degrees authorized by the Board of Governors and recommend to the Board the conferring of honorary degrees; the President is authorized to delegate to the chancellors of other campuses the authority to confer degrees earned at those campuses, including degrees awarded by the Springfield campus and taught by distance learning or cooperative programs on other campuses, and to otherwise delegate authority to confer degrees in the absence of the President or Chancellor;

- w. To delegate, in whole or in part, his administrative authority granted under the Bylaws, or Governing Policies, to such other officers, faculty, and employees of the University as he may designate, either by general or specific delegation, with the right to revoke such delegation at any time;
- x. To administer the affairs of the University in accordance with applicable federal, state, and local laws and regulations;
- y. To perform all other acts not herein enumerated which are necessary and reasonable appertaining the administrative functions of the President of the University.

Section 3. Vice Presidents and Other Officers

1. Establishment and Authority

The Provost, Vice Presidents, Chancellor for the West Plains Campus, Chancellor for the Mountain Grove Campus, and General Counsel for the University shall be selected by the President of the University, with the approval of the Board, and assigned such duties and have such general authority as may be assigned by the President of the University. In the case of the absence or disability of the President of the University, the duties of that office shall be performed by any vice president designated by the President of the University, or in the absence of such designation, by the Board, or in the absence of either such designation, by the Provost.

Section 4. Files for University Policies, Executive Orders, and Delegations of Authority

All Governing Policies of the University, or Executive Orders of the President of the University, or delegations of general authority promulgated by the President of the University shall be filed by subject matter with the Secretary of the Board, and indexed, and unless otherwise specified shall be effective from the time of such filing until changed, modified or repealed by the President of the University or by the Board.

G1.01-11 Article XI: The Board's Relationship to the Faculty

Section 1. Definition

The Faculty shall consist of those covered by the provisions of the Faculty Handbook and who are responsible for teaching, scholarship, research, creative activity, and service. The Faculty may include the President and academic administrators if they hold faculty rank.

Section 2. Powers

The University Faculty shall have such organization and exercise such delegated authority as the Board shall from time to time establish. In this regard, the faculty shall have the power to:

- a. Exercise such powers of shared governance permitted by law, as may be delegated by the Board in the Faculty Handbook, as amended from time to time, and approved by the President of the University and the Board;
- b. Formulate and adopt its own constitution and Bylaws, subject to approval by the Board;
- c. Formulate rules governing the general conduct of students within the classroom and deny students who are unduly disruptive the right to attend class;
- d. Make rules for the grading and classification of student and for the award of University honors and prizes;

- e. Make rules for the admission of special students to the University, subject to approval by the Board;
- f. Make recommendations to the several heads of departments concerning administration of their respective departments;
- g. Advise the President of the University upon matters which he brings before it;
- h. Develop the necessary curriculum or alterations in existing curriculum within each discipline to implement all University programs approved by the Board, subject to approval by the President of the University and the Board.

Section 3. Presidential Veto Power

The President of the University shall possess the veto power over all action of the faculty, its committees, or subdivisions.

G1.01-12 Article XII: Conflict of Interest

Section 1. Definition

A conflict of interest occurs when any Governor has existing or potential interests that compete or could compete with the interests of the University, or which impair or might reasonably impair such Governor's independent, unbiased judgment in the discharge of his/her responsibilities.

Section 2. Prohibited Acts

A Governor shall refrain from taking any action relating to the University of any nature whatsoever prohibited by Mo. Rev. Stat. § 105.450, et seq., (1991), commonly called the "Conflicts of Interest Statutes of 1991", or prohibited by the Bylaws or by policy resolutions enacted by the Board, or when the Governor has a conflict of interest created by his/her direct or indirect financial property, business, political, family, associates or other personal interest, to wit:

- a. **Business, Financial or Property Interests**
A Governor shall avoid entering into or maintaining any business or financial interests, transactions, acquisition or sale of property interests which are or may be in conflict with those of the University; or,
- b. **Disclosing Confidential Information**
A Governor shall refrain from using confidential information obtained as a Governor in any manner with intent to result in financial gain for himself or any other person, or any business with which he is associated; or
- c. **Contracts**
A Governor shall avoid any interest, direct or indirect, in any contract for the purchase of land, buildings, supplies or services for the University; or,
- d. **Gifts**
A Governor shall not accept gifts or benefits from any person holding contracts for supplies or services to the University, or from any bidder on contracts for such services or supplies. However, this provision shall not apply to acceptance of gifts, benefits, gratuities, amenities, or favors based on obvious family, friendship, or personal relationships where the circumstances make it clear that it is those relationships rather than the business of the University, which are the motivating factors; or
- e. **Family or Associates Relationships**
A Governor shall avoid all appearances of impropriety in all actions, and particularly should not allow conduct, or judgments or actions to be influenced by family or

associates relationships. The term "family" is defined as spouse, parents, grandparents, siblings, children, aunts and uncles or others living in the Governor's household. The term "associates" is defined as any organization, corporation, partnership, or joint venture in which the Governor is an officer, director, employee, member, partner, trustee, controlling stockholder or consultant; or

f. Political Considerations

The Board of Governors is not a political forum. Therefore, a Governor shall avoid any action in connection with University affairs which might reasonably be perceived as an attempt to advance or enhance any political party, political cause, or political aspirations of any person. If any conflict exists between the statute and these Bylaws, or policy resolutions of the Board, the statute shall be controlling.

Section 3. Disclosure

a. Duty to Disclose; Timing

Whenever any conflict of interest appears to exist after taking oath of office, the Governor shall immediately fully disclose that conflict to the Board and to the President of the University. In no event shall such disclosure be delayed longer than seventy two (72) hours prior to consideration of the matter by the Board.

b. Uncertainty as to Conflict

Any Governor who is uncertain whether a conflict of interest may exist in any matter, whether such conflict is his own or that of another, may request the disinterested members of the Board who are present to resolve the issues of whether the conflict exists and is material to the particular matter being considered, by unanimous vote, with the affected member abstaining from voting.

c. Procedures for Disclosure

The following procedures shall be observed in resolving all disclosures:

- a. The interested member shall disclose any significant facts within his or her knowledge which indicate that the matter might adversely affect the University; then briefly state his or her position on the particular matter and answer pertinent questions; and shall refrain from exerting in any manner, his or her personal influence over the decision of such matter; and, if requested by the Chair of the Board, the interested member shall be absent from all discussions, recommendations, determinations and decisions concerning the particular matter; and, the Board and/or committee shall take no action on the matter unless and until a quorum of disinterested members is present; and, the interested member shall not vote on the particular matter.
- b. The interested member may voluntarily recuse himself or herself from Board deliberations or actions if the member believes that a duality or conflict of interest exists with respect to any such deliberations or actions. Any such voluntary refusal shall not release the member from making full disclosure.

G1.01-13 Article XIII: Miscellaneous

Section 1. Amendments

Amendments and/or repeal of the Bylaws may be adopted by a majority of all members of the Board at a meeting for such purpose; provided (1) that notice of such proposed action shall have been given by resolution at a previous meeting, said notice to contain a statement of the proposed

amendment or repeal; or (2) that written notice, containing a statement of the proposed amendment, repeal or addition, shall have been served on each member of the Board of Governors at least thirty (30) days prior to the meeting at which such amendment, repeal or addition shall be voted upon.

Section 2. Prior Instruments

All Bylaws adopted by the Board prior to the date hereof are hereby nullified and superseded.

Section 3. Conflicts

In the event of a conflict between these Bylaws and any other University instrument and/or document, these Bylaws shall control.

Section 4. Construction

Wherever the masculine gender is used herein it shall be deemed to include the feminine, and vice versa.

VI.

BE IT RESOLVED by the Board of Governors for Missouri State University that a closed meeting, with closed records and closed vote, be held during a recess of the Programs and Planning Committee meeting of the Board of Governors to consider items pursuant to the [revised statutes of the State of Missouri 610.021](#):

- A. R.S.Mo. 610.021(1). “Legal actions, causes of action, or litigation involving a public governmental body...”
- B. R.S.Mo. 610.021(2). “Leasing, purchase or sale of real estate by a public governmental body...”
- C. R.S.Mo. 610.021(3). “Hiring, firing, disciplining or promoting of particular employees by a public governmental body...”
- D. R.S.Mo. 610.021(6). “Scholastic probation, expulsion, or graduation of identifiable individuals...”
- E. R.S.Mo. 610.021(9). “Preparation, including any discussions or work product, on behalf of a public governmental body or its representatives for negotiations with employee groups;”
- F. R.S. Mo. 610.021(11) and (12). “Specifications for competitive bidding...;” and “Sealed bids and related documents...;”
- G. R.S.Mo. 610.021(13). “Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment...;”
- H. R.S.Mo. 610.021(14). “Records which are protected from disclosure by law;” and
- I. R.S.Mo. 610.021(18). “Confidential or privileged communications between a public governmental body and its auditor,...”