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## **RESOLUTION TO SUSPEND AND DISCONTINUE NEW PROGRAM DEVELOPMENT AND CERTAIN PROGRAMS**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>1</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>2</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

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<sup>1</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>2</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College is experiencing a budget deficit estimated to be between \$700,000 and \$1,400,000; and

**WHEREAS**, the College continues to have difficulty in recruiting and retaining students; and

**WHEREAS**, the College's physical and technological infrastructure are in severe disrepair; and

**WHEREAS**, the College remains precariously on warning by its accrediting body, the Southern Association of Colleges and Schools (hereinafter referred to as "SACS"); and

**WHEREAS**, this is the last year the College may remain on warning by SACS, and if the College is not reaffirmed by SACS, the College will be placed on probation or have its accreditation revoked; and

**WHEREAS**, the College will cease to exist without accreditation by SACS.

**NOW THEREFORE, BE IT RESOLVED**, that the College suspends and discontinues all new program development including, but not limited to, any and all activity related to the Paul Pressler School of Law, the medical school, the pharmacy school, the film school (or film program), the College International High School, the Loving Care Nurse-Led Clinic, and any other program development or program that siphons money away from the liberal arts and sciences program, excluding the self-funded Caskey Divinity School, or that distracts the College or its administration.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

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**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken

- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

## **RESOLUTION TO DEFINE NEW PROGRAM DEVELOPMENT**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>3</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:14, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

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<sup>3</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>4</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College is desirous to ensure the College completes its due diligence prior to all new endeavors, programs, or development; and

**WHEREAS**, the College must make cogent, smart, and sustainable decisions regarding all new endeavors, programs, or development; and

**WHEREAS**, the College is desirous to offer its students degree programs, professional programs, and enrichment programs that add value to their education, enhance their quality of life, and ensure future success for each of its students.

**NOW THEREFORE, BE IT RESOLVED**, that the College administration petition the Trustees to study, research, and perform all necessary and prudent due diligence prior to all new endeavors, programs, or development at the annual Trustee Strategic Planning Retreat.

**BE IT FURTHER RESOLVED**, that the College administration secure, with Trustee approval, an independent, third-party, arms-length feasibility study (including business plan and fiscal analysis), prior to soliciting donors, giving public notice, or any further investigation of all new endeavors, programs, or development.

**BE IT FURTHER RESOLVED**, that the Trustees, upon receipt of the feasibility study, review the study with the consultant(s) who devised the study, Trustees' legal counsel, and task force appointed by the Chairman of the Trustees (including any and all employees or agents of the College and all other pertinent persons required to perform due diligence) to make a recommendation to the Trustees to either approve or deny pursuit of the new endeavors, programs, or development.

**BE IT FURTHER RESOLVED**, that until SACS reaffirms our accreditation fully and completely, without any reservations or caveats, prohibitions, or sanctions of any kind, The College will not directly or indirectly engage in pursuit of the new endeavors, programs, or development including but not limited to planning, fundraising, or operating.

**BE IT FURTHER RESOLVED**, that until at least 50% of the funds required to begin the new endeavors, programs, or development that the College will make no public announcements, of any kind, unless specifically required by an accrediting agency. The College shall not, directly or indirectly, generate press releases, hold community meetings, disseminate any information through any type of media or communication, regarding the new endeavors, programs, or development until this requirement is met.

**BE IT FURTHER RESOLVED**, that there shall be sufficient development staff to independently fundraise and responsibly operate the new endeavors, programs, or development prior to its inception. This staff shall already be existing, or shall be included in the funds required to begin the new endeavors, programs, or development.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

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**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan



- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

## **RESOLUTION TO ENCOURAGE AND PROMULGATE RULES FOR STUDENT DEVELOPMENT**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>5</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by

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<sup>5</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>6</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, we understand we serve a great diversity of students at the College; and

**WHEREAS**, as Baptists we value and respect an array of opinions and dissent regarding any number of issues; and

**WHEREAS**, we understand many of our students are in late adolescence, and are striving to make an impact in the world; and

**WHEREAS**, we are desirous to encourage our students to be critical thinkers, passionate people, and independent leaders; and

**WHEREAS**, we are desirous to foster an environment of discussion valuing our freedoms of speech and religion as Americans; and

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<sup>6</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, we understand the Streisand Effect, the phenomenon whereby an attempt to hide or remove a piece of information has the unintended consequence of publicizing the information more widely, usually facilitated by the Internet. The term is a modern expression of the older phenomenon that banning or censoring something often makes that item or information more desirable, and leads to its being actively sought out to a greater extent than it would have otherwise been; and

**WHEREAS**, we understand Brehm's Reactance, a motivational reaction to offers, persons, rules, or regulations that threaten or eliminate specific behavioral freedoms. Reactance occurs when a person feels that someone or something is taking away his or her choices or limiting the range of alternatives; and

**WHEREAS**, we are desirous to treat our students as consumers, and not children or subjects, while providing and maintaining a safe learning environment.

**NOW THEREFORE, BE IT RESOLVED**, that the College will ensure the Student Handbook and all College policies and procedures encourage student dissent and protect their constitutional rights to freedom of speech and freedom of religion.

**BE IT FURTHER RESOLVED**, that the Chairman of the Student Development Committee in association with the Student Development Staff and College Administration will ensure the Student Handbook and all College policies and procedures are redemptive and not punitive, seek to protect our students or consumers from unreasonable search and seizure, and seek to encourage speech fostered by Christian love, responsibility, and without compromising the safety and security of the student body.

**BE IT FURTHER RESOLVED**, that in no less than one year the Student Development Committee return to the Trustees recommendations to revisions of the Student Handbook and applicable policies and procedures of the College that are congruent with the Trustees' desire to be redemptive and not punitive.

**BE IT FURTHER RESOLVED**, that the College takes no action that inhibits a student's constitutionally protected rights unless there is an immediate threat of physical or psychological harm to the student or another person or persons.

**BE IT FURTHER RESOLVED**, that the College or its agents does not trespass off campus on any person's private property for any purpose. Should the College believe there is an immediate threat of physical or psychological harm to the student or another person or persons off campus, the College should engage the proper authorities immediately, but should not act in their stead.

**BE IT FURTHER RESOLVED**, that the College or its agents shall not use social media to monitor, follow, intimidate, or otherwise interfere with students.

**BE IT FURTHER RESOLVED**, that the College or its agents shall not monitor, discipline, intimidate, bully, or harass students for off-campus behavior or acts, of any kind, committed off-campus.

**BE IT FURTHER RESOLVED**, that the College or its agents shall not be responsible for the behavior of, comportment of, or acts committed by students residing off-campus or for students who engage in activities off school premises. The College is only responsible for student behavior and acts committed on-campus.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

\_\_\_\_\_

**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris

- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO CREATE AN APPEALS PROCESS FOR NON-RENEWED  
FACULTY AND CONTRACTED EMPLOYEES**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and

technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>7</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>8</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College is desirous to recruit and retain qualified faculty and employees; and

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<sup>7</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>8</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, the College should be free and unencumbered to employ and terminate faculty and employees as necessary to fulfill the mission of the College; and

**WHEREAS**, the College is desirous to maintain an open and honest relationship with each and every faculty member and employee.

**NOW THEREFORE, BE IT RESOLVED**, that the College will create an appeals process for all non-renewed faculty and employees so that the faculty and employees may make application for renewal. A committee shall be created and included no less than two Trustees appointed by the Chairman of the Trustees.

**BE IT FURTHER RESOLVED**, that the College will ensure the non-renewed faculty and employees will be enabled to make application for renewal not more than fifteen business days after non-renewal notice is given.

**BE IT FURTHER RESOLVED**, that the College will ensure the non-renewed faculty and employees who made application to the aforementioned committee will be given a written decision no more than thirty days from the date of notice of non-renewal.

**BE IT FURTHER RESOLVED**, that the College will ensure the non-renewed faculty and employees petitioning the aforementioned committee shall have the option to make an in-person appearance before the committee to argue for their renewal.

**BE IT FURTHER RESOLVED**, that the College will present this process for approval by the Trustees and the aforementioned committee members prior to the next regularly scheduled meeting of the Trustees. Until such time, the Executive Committee, Vice President of Academic Affairs, the Associate Vice President of Academic Affairs, and members of the Administrative Council shall serve as the aforementioned committee. All non-renewed faculty and employees may make application to this committee until such time the above stated process is approved.

### **CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

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### **RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie

- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO REVISE WHISTLEBLOWER POLICY**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the



creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>9</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>10</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with

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<sup>9</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>10</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College seeks to protect those individuals who report illegal, unethical, or immoral behavior from reprisal; and

**WHEREAS**, the College is desirous to comply with State and Federal laws, rules, and guidelines regarding Whistleblowers; and

**WHEREAS**, the College is desirous to create an environment of transparency, integrity, responsibility, and accountability.

**NOW THEREFORE, BE IT RESOLVED**, that the Executive Committee of the Trustees shall work with necessary consultants and legal counsel to create a Whistleblower Policy that is efficient and effective.

**BE IT FURTHER RESOLVED**, that the Whistleblower Policy shall give the Chairman of the Trustees the express right to create an investigative committee, at his discretion, to be ratified at the next regularly scheduled meeting of the Trustees.

**BE IT FURTHER RESOLVED**, that the Whistleblower Policy shall give the Chairman of the Trustees the express right to encumber legal counsel, at his discretion, and to use all necessary resources, including College personnel, to complete the investigation.

**BE IT FURTHER RESOLVED**, that the revised Whistleblower Policy be presented for approval to the Trustees at the next regularly scheduled meeting of the Trustees.

### **CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

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**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO RESCIND ALL CONFIDENTIALITY AGREEMENTS**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the

Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>11</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>12</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

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<sup>11</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>12</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the Trustees shall not be infringed upon by any entity, individual or instrument; and

**WHEREAS**, the Trustees shall not have any encumbrances or hindrances to governance of the College; and

**WHEREAS**, the Trustees cannot effectively govern the College under persistent threat of litigation by its employees or agents; and

**WHEREAS**, the Trustees are desirous of open, honest, and transparent communication; and

**WHEREAS**, the Trustees are desirous to foster an environment that is open, honest, and transparent free from fear and oppression; and

**WHEREAS**, all employees and agents of the College should be able to communicate with Trustees when necessary, within the bounds of our accrediting body, in a healthy and responsible manner.

**NOW THEREFORE, BE IT RESOLVED**, that the all confidentiality agreements for all individual Trustees shall be rescinded and considered null and void.

**BE IT FURTHER RESOLVED**, that all confidentiality agreements for all individual employees of the College shall be rescinded and considered null and void.

**BE IT FURTHER RESOLVED**, that all implied confidentiality agreements for all individual trustees and individual employees of the College shall be rescinded and considered null and void.

### **CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the

resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

WITNESS MY SIGNATURE, this 18<sup>th</sup> day of March, 2013.

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**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO MAKE CERTAIN DOCUMENTS PUBLICLY AVAILABLE**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>13</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>14</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

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<sup>13</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>14</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College seeks to be a transparent organization accountable to our polity, our customers, our alumni, and our supporters; and

**WHEREAS**, the College is desirous to foster a culture of transparency, honesty, and integrity; and

**WHEREAS**, the College is a Christian ministry and should be held to higher standards and accountability.

**NOW THEREFORE, BE IT RESOLVED**, that the College shall make its Fact Book publically available. All trustees, employees, faculty, and students shall be made aware by written notice each semester of how to access the Fact Book.

**BE IT FURTHER RESOLVED**, that the College shall make its current Budget publically available. In addition, the past six years' budgets should also be made publically available.

**BE IT FURTHER RESOLVED**, that the College shall make its current Audit publically available. In addition, the past six years' Audits should also be made publically available.



**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

---

**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath

- West, Roxanne
- Wilkins, Glenn

- West, Roxanne
- Wilkins, Glenn

## **RESOLUTION TO PROMULGATE RULES FOR THE PRESIDENT'S REPORT TO THE TRUSTEES**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>15</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>16</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

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<sup>15</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>16</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the Trustees rely on empirical, evidence-based, data to make informed decisions; and

**WHEREAS**, the Trustees require this data ten days prior to each regularly scheduled meeting; and

**WHEREAS**, the Trustees cannot adequately govern the College without this information.

**NOW THEREFORE, BE IT RESOLVED**, that the President of the College is hereby directed to make a report of certain data at every regularly scheduled meeting of the Trustees. The President's report shall contain this data and benchmarks comparing the College to like organizations.

**BE IT FURTHER RESOLVED**, the President's report shall contain the following information: number of students currently enrolled (headcount and full-time equivalent [FTE]), number of applications, acceptance rate, matriculation rate, geographic spread, median ACT, part-time/full-time mix, retention rate, tuition rate, tuition dependency, tuition discounting, net tuition per FTE student, tuition as a percent of total revenue, total financial aid as percent of total tuition, non-donor supported financial aid as percent of total tuition, net operating income as percent of total revenue, annual debt service as percent of total operating expense plus debt service principal, annual debt service coverage, endowment income used for operations divided by endowment, total endowment, investment income plus realized and unrealized gains divided by average long-term investment, net assets less net plant divided by debt, current assets divided by current liabilities, net cash provided by operating activities divided by debt service, unrestricted and temporarily restricted cash and investments divided by operating expenses, total legal expenses, number and synopsis of all pending litigation, total number of student housing beds available, total number of student housing beds used, all issues related to accreditation, total number of donors for period, total amount of donations for period, total number of terminally degreed faculty, total number of faculty, student to faculty ratio, total number of faculty needed with position, any other pertinent data that will enable Trustees to make informed decisions regarding the governance of the College.

**BE IT FURTHER RESOLVED**, the President's report shall contain trending for no less than four fiscal years.

**BE IT FURTHER RESOLVED**, the President's report shall contain benchmarking for the current report period only. The benchmarking shall be reliable data, not supposition, from a reliable vendor.

**BE IT FURTHER RESOLVED**, the President's report shall be written and mailed to Trustees with the notice of each regularly scheduled board meeting.

**BE IT FURTHER RESOLVED**, the President shall present this report at each regularly scheduled board meeting.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

\_\_\_\_\_

**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total** \_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total** \_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total** \_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry

**NAY Total** \_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry

- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO AMMEND THE LOUISIANA COLLEGE BOARD OF TRUSTEES BYLAWS TO INCLUDE AN ANNUAL STRATEGIC PLANNING RETREAT AND TO CREATE A COMMITTEE**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>17</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>18</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

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<sup>17</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>18</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the strategic planning is a cyclical process beginning and ending with the Trustees; and

**WHEREAS**, SACS has repeatedly sanctioned the College for its poor strategic planning; and

**WHEREAS**, the Trustees should be active authors of the strategic plan, and not passive rubber-stamps on arbitrary and capricious notions.

**NOW THEREFORE, BE IT RESOLVED**, that the Louisiana College Board of Trustees Bylaws be amended such that annually a quorum of the Trustees must gather for no less than three days and no more than five days for a strategic planning retreat.

**BE IT FURTHER RESOLVED**, this retreat shall require all members of the administration in attendance, and the President, his administration, and Trustees shall present concepts, ideas, and opportunities for strategic planning.

**BE IT FURTHER RESOLVED**, this retreat will define the College's annual strategic plan and revise, amend, and take action upon the College's long-term strategic plan. This shall be the only strategic plan for the College.

**BE IT FURTHER RESOLVED**, to adequately meet the strategic planning of the College, a standing committee shall be created and shall be comprised of members of the Trustees' Executive Committee, the College's Administrative Council, and students nominated and selected by their peers. The term of membership for the trustee participants shall be concurrent with their membership on the Executive Committee. The term of membership for the College's Administrative Council shall be concurrent with their membership on the Administrative Council. The term of membership for the students shall be not more than one calendar year.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan



- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

## **RESOLUTION TO AMMEND THE LOUISIANA COLLEGE BOARD OF TRUSTEES BYLAWS TO DEFINE CERTAIN MEMBERSHIP QUALIFICATIONS**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>19</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by

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<sup>19</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>20</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College requires intelligent and qualified individuals to serve as Trustees; and

**WHEREAS**, the Trustees must be free from external undue influence according to the SACS Principles of Accreditation.

**NOW THEREFORE, BE IT RESOLVED**, that the Trustees must have certain membership qualifications prior to becoming a trustee. Individuals interested in becoming a trustee may make application, and those applications shall be forwarded to the LBC Nominating Committee on an annual basis. The application should include the individuals curriculum vitae, certified transcript(s), government issued identification, and letter of recommendation from their pastor.

**BE IT FURTHER RESOLVED**, that Trustees must be not less than 29 years of age and have completed his or her bachelor’s degree not less than eight years prior to becoming a trustee.

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<sup>20</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**BE IT FURTHER RESOLVED**, that Trustees must have at least a bachelor's degree from an accredited college or university.

**BE IT FURTHER RESOLVED**, that at least 50% of the membership of the Trustees must be Louisiana College alumni.

**BE IT FURTHER RESOLVED**, that no more than 50% of the membership of the Trustees can have degrees in theology, Christian education, ministry, or be active or retired members of the clergy.

**BE IT FURTHER RESOLVED**, that at least 25% of the membership of the Trustees have a terminal degree from an accredited college or university.

**BE IT FURTHER RESOLVED**, that no Trustee shall be employed by the College upon his or her termination (either elected or excluded) of trusteeship for a period of four years.

**BE IT FURTHER RESOLVED**, that no individual shall be considered qualified to be a Trustee if the individual has been employed by the College in the last four years.

**BE IT FURTHER RESOLVED**, that Trustees must affirm they have at least eighty hours per year to spend participating in College business.

**BE IT FURTHER RESOLVED**, that Trustees have lived in Louisiana and participated in the LBC for not less than eight years consecutively prior to being considered for membership.

**BE IT FURTHER RESOLVED**, that Trustees must affirm the Baptist Faith and Message 2000 and the Chicago Statement of Innerancy.

**BE IT FURTHER RESOLVED**, that Trustees must be an active donor to the College, giving at least \$1,200 in cash or real estate per year to the College.

**BE IT FURTHER RESOLVED**, that Trustees must gain no less than thirty hours of continuing education per year and evidence of which must be given to the Secretary of the Trustees no later than the last regularly scheduled board meeting of the year. Continuing education must be related to corporate governance, trusteeship, non-profit leadership, educational governing bodies, educational law, or other topics or courses of study directly related to trusteeship.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

\_\_\_\_\_

**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam

- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

## **RESOLUTION TO AMEND THE PRESIDENT'S CONTRACT REGARDING SALARY**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and

technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>21</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>22</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College is experiencing a budget deficit estimated to be between \$700,000 and \$1,400,000; and

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<sup>21</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>22</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, the President's salary was contingent upon an ABA accredited law school dean being hired and working toward an ABA accredited law school; and

**WHEREAS**, the College no longer employees an ABA accredited law school dean and is currently not pursuing an ABA accredited law school.

**NOW THEREFORE, BE IT RESOLVED**, that the President's salary be set the amount prior to the hiring of the ABA accredited law school dean effective immediately.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

\_\_\_\_\_

**RECORD OF VOTE**

<b>Executive Committee Voting Membership</b> <input type="checkbox"/> PASS <input type="checkbox"/> FAIL	
<b>YEA Total</b> _____	<b>NAY Total</b> _____
<input type="checkbox"/> Lee, Gene	<input type="checkbox"/> Lee, Gene
<input type="checkbox"/> Scarborough, Lonnie	<input type="checkbox"/> Scarborough, Lonnie

- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO DEFINE ENCUMBERANCES OF LEGAL SERVICES AND ENTERING INTO LITIGATION**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the



Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>23</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>24</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

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<sup>23</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>24</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, the College is experiencing a budget deficit estimated to be between \$700,000 and \$1,400,000; and

**WHEREAS**, the College has a history of being extraordinarily litigious; and

**WHEREAS**, the College has continuously spent thousands upon thousands of dollars in litigation and legal counsel; and

**WHEREAS**, the President uses legal counsel to act punitively and not redemptively; and

**WHEREAS**, the President uses legal counsel to intimidate and disenfranchise the Trustees from active governance; and

**NOW THEREFORE, BE IT RESOLVED**, that the President shall not engage or encumber legal services without the express written permission of the Trustees. The President must present to the Trustees a defined, narrow scope of work to the Trustees for Trustee consideration, prior to approval. The scope of work shall not be generic, broad, or without a defined term of engagement.

**BE IT FURTHER RESOLVED**, that the President shall not engage in litigation without the express written permission of the Trustees.

**BE IT FURTHER RESOLVED**, that the President shall not engage multiple attorneys from disparate firms to remedy similar or like problems unless the President can adequately demonstrate the necessity for use of disparate firms (for example: specialty attorneys). The College shall have a General Counsel and the General Counsel shall recommend or sub-contract attorneys the General Counsel deems necessary to successfully remedy legal matters.

**BE IT FURTHER RESOLVED**, that the President shall not use legal counsel to intimidate Trustees, disenfranchise Trustees from active governance, penalize or sanction Trustees, attempt to circumvent board action, thwart undesired board action, or otherwise exert undue influence upon the Trustees.

### **CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

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**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO CLARIFY THE ROLE OF THE CHIEF EXECUTIVE OFFICER  
OF LOUISIANA COLLEGE**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>25</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>26</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people’s perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

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<sup>25</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>26</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, there exists confusion in the President's behavior and understanding of his role as Chief Executive Officer; and

**WHEREAS**, the College is precariously on warning by its accrediting body and at risk for losing employees and staff because of the President's behavior and understanding of his role as Chief Executive Officer; and

**NOW THEREFORE, BE IT RESOLVED**, that the Trustees shall be the final interpreter of all policies and procedures of the College. The President will direct questions regarding interpretation of policies and procedures duly enacted by the Trustees to the Executive Committee of the Trustees for an immediate response.

**BE IT FURTHER RESOLVED**, that the President may petition the Trustees for changes in policies and procedures, however may not enact policies and procedures affecting the operations of the College without the express, written, permission of the Trustees.

**BE IT FURTHER RESOLVED**, that the President shall not interpret, surmise, assume, postulate, theorize, or speculate upon future action of the Trustees, including future policy and procedure development or promulgation.

### **CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct

copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

WITNESS MY SIGNATURE, this 18<sup>th</sup> day of March, 2013.

---

**RECORD OF VOTE**

**Executive Committee Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership** PASS FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene
- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

**RESOLUTION TO PLACE THE PRESIDENT OF LOUISIANA COLLEGE ON  
PAID ADMINISTRATIVE LEAVE AND APPOINT A PRESIDENT PRO  
TEMPORE AND VICE PRESIDENT OF ACADEMIC AFFAIRS AND  
PROMULGATE RULES THEREWITH**

At a meeting of the Board of Trustees of Louisiana College, held on the 18th day of March, 2013, at which a quorum of the members was present, and acting throughout, on a motion duly made, seconded and carried by a majority of the Board of Trustees, the following resolution was adopted:

**WHEREAS**, Louisiana College (hereinafter referred to as the “College”) is a private, Baptist coeducational college of liberal arts and sciences with selected professional programs, owned by the Louisiana Baptist Convention (hereinafter referred to as the “LBC”), in continuous operation since 1906, with a distinct mission to provide liberal arts, professional, and graduate programs characterized by devotion to the preeminence of the Lord Jesus, allegiance to the authority of the Holy Scriptures, dedication to academic excellence for the glory of God, and commitment to change the world for Christ by the power of the Holy Spirit; and

**WHEREAS**, the Restated Articles of Incorporation of the College to the Board of Trustees (hereinafter referred to as the “Trustees”) sole responsibility for managing the affairs of the College and grant to the Board of Trustees by way of illustration and not limitation, the power to adopt by-laws, authorize the creation or discontinuance of any educational programs of the college, arrange curricula and courses of study, elect a president and all professors or teachers of the college, among other duties not specifically enumerated; and

**WHEREAS**, understanding the import of our fiduciary duty, “A trustee is a fiduciary. And ‘fiduciary’ is a broader and more encompassing term. This is more than simple adherence to legal rules and technicalities. It means that [we] stand in trust for the institution and the public. [We are] responsible for its overall health and the wise and effective use of its resources.”<sup>27</sup>; and

**WHEREAS**, understanding the serious nature of our legal obligations as a fiduciary, and the significance of our sober judgment and thoughtful, forward-looking, quantitative and qualitative decision-making; and

**WHEREAS**, understanding that trustees placed in stewardship of a ministry are held to a higher account by both the public and the polity, yet demanded to have higher standards and culpability by the Lord, Jesus Christ, illustrated throughout Scripture, but specifically in James 3:1<sup>28</sup>, “Let not many of you become teachers, our brethren, knowing that as such we will incur a stricter judgment”; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 2,000 young adults desirous of a high quality education with rigorous academic standards, in an environment conducive to learning and young adult development, with robust and superior extracurricular activities and athletics which enhance student life, administered by the mission, vision, and values of the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and directly impact the almost 350 employees and their families who are directly financially dependent upon the College for their livelihoods; and

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<sup>27</sup> American Council of Trustees and Alumni, Basics of Trusteeship, retrieved at <http://www.goacta.org/publications/downloads/Basics%20of%20Trusteeship.pdf>

<sup>28</sup> New American Standard Bible, retrieved at <http://www.youversion.com/bible/jas.3.nasb>

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the local community, region, and state as the College has a direct economic impact and spiritual impact upon those which interact with the College; and

**WHEREAS**, understanding that our decisions have both immediate and long-term consequences, and impacts the nation and world as the College has ventured beyond its campus boundaries in expansion to further its mission, vision, and values; and

**WHEREAS**, understanding that our decisions affect the Kingdom of God and people's perceptions of the Lord, Jesus Christ, and that each decision is scrutinized and evaluated critically by both friends and foes of the Kingdom and that each, even the seemingly mundane and banal, decision has an eternal impact; and

**WHEREAS**, valuing honesty, integrity, and transparency and understanding it is only with these moral and ethical imperatives that the College can operate efficiently and effectively; and

**WHEREAS**, understanding our role as a steward of this ministry of the LBC, we are committed to remain a vigilant fiduciary ensuring the College is not only sustainable and viable for the generations to come, but has the physical, monetary, and human resources necessary to excel in its mission, vision, and values; and

**WHEREAS**, our Christian conviction supersedes our personal ideologies, friendships, and affiliations, I will rely upon factual data and the testimony of those who have evidenced integrity, along with rational and critical thinking, to inform our decision-making, even when contrary to our personal interests, investments, relationships, and even at great personal costs; and

**WHEREAS**, there is an ongoing Whistleblower Investigation making certain allegations against the President; and

**WHEREAS**, the Whistleblower Investigation has revealed serious charges against the President; and

**WHEREAS**, to protect College and all parties to the Whistleblower Investigation.

**NOW THEREFORE, BE IT RESOLVED**, that the President be placed on paid administrative leave until such time the Trustees determine the President should be reinstated or terminated.

**BE IT FURTHER RESOLVED**, that the President shall be divested from all duties, powers, responsibilities, and obligations given to him as President and Chief Executive Officer by any and all bylaws, policies, procedures, contracts, or other instruments during the administrative leave. The President shall have no authority to act as an agent on behalf of the College, in any capacity, during the administrative leave.

**BE IT FURTHER RESOLVED**, that the President shall be prohibited and enjoined to not transact or conduct, directly or indirectly, any business of the College during the administrative leave.

**BE IT FURTHER RESOLVED**, that the President shall be prohibited and enjoined to communicate, in any way or form, directly or indirectly, with any trustee, member of the LBC (including the executive director), employee of the College, student of the College, agent of the College, alumnae of the College, or any other stakeholder a reasonable, prudent, lay person may consider to be relative to the College regarding past, present, or future College business, of any kind, during the administrative leave. Moreover, the President shall not seek, directly or indirectly, to unduly influence the Trustees, by any means or forms, during the administrative leave. The President may contact the Chairman of the Board as necessary during the administrative leave.



**BE IT FURTHER RESOLVED**, that the President shall be prohibited and enjoined to access the College campus, properties, or physical plants during the administrative leave. The President shall not have access to keys, passcards, passwords, passcodes, or other mechanisms to gain access to the College campus, properties, or physical plants during the administrative leave.

**BE IT FURTHER RESOLVED**, that the President shall be prohibited and enjoined to access the College electronic mail system, website, computer server, or data repositories during the administrative leave. The President shall not have access to keys, passcards, passwords, passcodes, or other mechanisms to gain access to the College campus, properties, or physical plants during the administrative leave.

**BE IT FURTHER RESOLVED**, that the President shall be prohibited and enjoined to use any College property or devices, of any kind or form, during the administrative leave. The President shall not have access to keys, passcards, passwords, passcodes, or other mechanisms to gain access to the College campus, properties, or physical plants during the administrative leave.

**BE IT FURTHER RESOLVED**, that the President Pro Tempore shall be Travis Wright, Ph.D. until such time the Trustees express, in writing, a contrary decision. The President Pro Tempore shall have all duties, powers, responsibilities, and obligations given to the President and Chief Executive Officer by any and all bylaws, policies, procedures, contracts, or other instruments.

**BE IT FURTHER RESOLVED**, that the Vice President for Academic Affairs shall be Wade Warren, Ph.D. until such time the Trustees express, in writing, a contrary decision. The Vice President for Academic Affairs shall have all duties, powers, responsibilities, and obligations given to the Vice President for Academic Affairs by any and all bylaws, policies, procedures, contracts, or other instruments.

**BE IT FURTHER RESOLVED**, that the President Pro Tempore shall immediately evaluate, or have evaluated, all employees of the College and report to the Trustees at the next scheduled meeting the findings.

**BE IT FURTHER RESOLVED**, that the President Pro Tempore shall immediately evaluate, or have evaluated, the strategic plan, organizational chart, and policies and procedures of the College and report to the Trustees at the next scheduled meeting the findings.

**BE IT FURTHER RESOLVED**, that the President Pro Tempore shall immediately evaluate, or have evaluated, the financial viability, flexibility, and sustainability of the College and report to the Trustees at the next scheduled meeting the findings.

**BE IT FURTHER RESOLVED**, that the President Pro Tempore shall immediately evaluate, or have evaluated, the College's standing with SACS and report to the Trustees at the next scheduled meeting the findings.

**CERTIFICATE**

I, the undersigned, Secretary, hereby certify that the above is a true, full, complete and correct copy of the Resolution adopted on a motion duly made and seconded at a meeting of the Board of Trustees of Louisiana College held on the 18<sup>th</sup> day of March, 2013, at which meeting all members of the Board of Trustees who voted on the resolution were present and acted throughout and that the resolution is duly entered upon the minute book of the corporation, is now in full force and effect, and have not been amended, changed, modified, rescinded or repealed in any way.

**WITNESS MY SIGNATURE**, this 18<sup>th</sup> day of March, 2013.

---

**RECORD OF VOTE**

**Executive Committee Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**NAY Total**\_\_\_\_\_

- Lee, Gene
- Scarborough, Lonnie
- West, Roxanne
- Wilkins, Glenn
- Adkins, Jay
- Moore, Michael
- Crenshaw, Clay

**Board of Trustees Voting Membership**   PASS   FAIL

**YEA Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene

**NAY Total**\_\_\_\_\_

- Adkins, Jay
- Bailey, Waylon
- Camp, Sam
- Chenier, Kris
- Crenshaw, Clay
- Davis, Roy
- Dawson, Lyndon
- Folmar, Steve
- Foster, James
- French, Tommy
- Garlington, Jim
- George, Glen
- Gregory, Ryan
- Hankins, David
- Harper, Randy
- Hellums, J.W.
- Hoychick, Johnny, Jr.
- Hubbard, Larry
- Hunter, Jack
- Lee, Gene

- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn

- Moore, Michael, II
- Perkins, Tony
- Scarborough, Lonnie
- Schroeder, Ken
- Selmen, Candace
- Vance, Carlton
- Veuleman, Heath
- West, Roxanne
- Wilkins, Glenn