

**Saint Paul School of Theology
Special Board Meeting Minutes
August 7, 2019
Room C137 – Kansas Campus**

Joining via computer: <https://zoom.us/j/728503281>; Meeting ID: 728 503 281

Joining phone: 669.900.6833; Meeting ID: 728 503 281

Board members present:

In person: Tex Sample, Jabari Wamble, David Deckert, David Martin, Michael Parmely, Bishop Fritz Mutti, President Neil Blair

Via Technology: Andy Bryan, Tish Malloy, Mark Faulkner, Lee Myane, Arden Borgen, Melvin Winger, Bishop Ann Sherer-Simpson

Guests: Leanna Walkowiak (scribe)

Call to Order:

Due to weather conditions the meeting was officially called to order at 10:09am by Chair Tex Sample, who opened with prayer.

Tex gave a brief narrative of events that provided an explanation for the purpose of the meeting. Since July 31, 2019 conversations have taken place between stakeholders and President Neil Blair regarding his scheduled leave from the seminary in eleven months. This meeting is intended to provide opportunity for conversation and airing of differences and conflicts within the Board. Conflict was clearly manifested on August 2, 2019 when resignations were received from Derrek Belase, Susan Lindahl, and Susanne Teel.

In the timeframe around March 5, 2019 the Executive Committee began working with President Blair on contract negotiations. In late February/early March 2019 the Board was polled and a consensus was determined that a two-year extension of contract would be reported back to the Trustees. On March 10, 2019 a contract was offered to President Blair, who asked for 30-days to make a decision. On April 11, 2019 President Blair signed a contract for a one-year extension, which was co-signed by then Chair Michael Parmely on behalf of the Board of Trustees.

At the May 2019 Board meeting a timeline was developed for the Presidential search to be announced. On July 29, 2019 President Blair met with Tex after talking with stakeholders who were concerned what the implications and perceptions would be regarding Neil's departure in June of 2020. President Blair suggested reconsideration of his contract. Tex's response indicated that the only way this could potentially be an option was if Neil called all Board Trustees to hear their thoughts regarding contract renegotiation following these conversations. On July 30, 2019 President Blair talked with all but one trustee and left a message for that person and was able to speak with that person the following morning. On July 31, 2019 Tex received a phone call from four trustees on the Executive Committee and an informal meeting of those four with Tex on the phone followed. This was not a formal meeting of the Executive Committee because two members were not present and had not been invited. Tex stated, however, that he was willing to have an informal conversation. The four trustees disagreed strongly with Tex's plan to call all the trustees together in a special meeting. Tex insisted, however,

that a full Board meeting was necessary because this was a Board decision and not one only for the Executive Committee alone.

However, due to the conversation of four Trustees with Tex, Neil and Tex decided that a Special Meeting of the Trustees would be too conflictual, and had decided not to call the special meeting. On July 31, 2019 President Blair was scheduled to meet with Trustee Derrek Belase in Oklahoma City. After meeting with Blair, Belase felt that a meeting was necessary with the Board to clear the air. After a discussion between Derrek and Tex it was agreed to call the Special Board meeting. Later that day Derrek spoke with another trustee member in a highly conflictual conversation and on that basis decided to resign from the Board of Trustees. On August 2, 2019 Tex received all three resignations previously noted. Because of the high levels of conflict and the subsequent resignations, Tex called for the Special Board meeting on August 2, 2019 to take place on August 7, 2019, in compliance with the five-day advance notice written in the Board Bylaws. Tex contacted all trustees regarding this meeting.

President Neil Blair's response:

Following Neil's comments regarding why he was bringing to the Board the idea of extending his contract further than one year and answering any questions, he would leave the meeting for the discussion in Executive Session.

Neil's comments: Work in OKC had been scheduled for July 30 – 31, 2019, and the meeting with Derrek had been scheduled prior to any of this recent conversation. It was decided in the May Board meeting that it was important for Neil to have conversations with anybody that might be caught off-guard by the shortness of the contract extension prior to the August 1, 2019, public announcement. He spoke with colleagues, seminary presidents, recently retired GBHEM staff – Kim Cape, Melvin Winger, Wayne Castle, and a selection of people who have long-time relations with the seminary. He also spoke with Adam Hamilton (Church of the Resurrection), President Martha Burger (Oklahoma City University), and Lovett Weems (former SPST President). There was general concern that the three-year previous contract would appear to be "another interim." Statements and questions included: would really damage the school, is there an illness, is there a reason?

Neil did consider his health and the need to take better care of himself but was more concerned with what was best for SPST rather than for himself. His intent was not to attempt to be president for a long tenure, but if three years was not enough in comments that were stated by people he trusted, a little more time might be needed. The original polling of the Board was for a two-year contract and the difference between eleven and 23 months would be significant. Neil asked Tex's opinion because the initial contract offer did not seem controversial, but it was controversial. Neil shared the same information with all the Board of Trustees and there were concerns expressed by the then majority of the Board with leaving in 11 months. Neil is genuinely saddened by the recent board resignations and said he would never have lifted the issue to the Board if he had known there would be resignations. Neil's meeting with Derrek had helped to reconcile the two of them and addressed Derrek's concerns about the seminary. Neil had highly recommended Derrek to be selected to the Board last Fall because he had good ideas and also lifted up that Oklahoma was important.

Neil opened to questions:

Andy Bryan: If Neil was asked in May to begin having conversations, and the deadline was extended to August 5, 2019 why did the Board not hear anything about this conversation at the July board meeting?

Neil Blair: All conversations had yet to take place and most were after the July 2019 Board meeting. He was working in Development 24x7 and it was taking precedence; felt he should concentrate on development at that time and could make the calls afterwards and was not in a hurry to complete.

Tish Malloy: Was the original process conducted appropriately according to the governance?

Tex Sample: In checking the BOT Handbook and Policies – the Governance Committee is normally given the responsibility for contract negotiations. The contract was being handled by the Executive Committee, and per the by-laws should come back to Trustees and a vote. Neil's contract was signed on April 11, 2019.

Neil Blair: Recalled that the Board have given power to Executive Committee to conduct the contract negotiations; Susan Lindahl, Michael Parmely, and Tex Sample each called five trustees for their opinion.

Former Chair Michael Parmely: He took the liberty at the request of a Trustee to look back at all his notes regarding the contract process this past year. There are rules and there are traditions and he had referred to previous three-year contracts where he, John Ballard, and Twila Glenn were asked to negotiate a contract May/June 2016 and that it was not taken back to the Board for approval and not written in Board minutes. In his 13-year tenure on the Board Michael does not recall any time when the contract was taken to trustees as a whole for approval. The following is a timeline of the contract being discussed today (*italicized comments are directly from Michael Parmely's notes*):

- November 15, 2018

Neil Blair requested that negotiations begin around an extension of his contract ending June 30, 2019. Governance Committee directed the Officers of the board (Parmely, Lindahl and Sample) to lead that negotiation. Parmely explained that this had been delayed pending completion of the HLC site visit and Chicago IAC meeting in December.

- *Neil requested that nothing more be done until the Officers had spoken to each trustee individually to assess their opinions.*

- January 18, 2019

Contacted trustees about two questions.

- January 31, 2019

After multiple meetings as a group to discuss potential topics and details, the Officers met with Neil to discuss his contract extension.

- February 4, 2019

Interviews with trustees completed. They were asked about their preferences for duration of contract and responsibilities during the contract period. Thanked them for their input.

- February 5, 2019

Officers met with Neil and discussed their findings. Offered Neil a 2-year contract based on an average duration expressed by the trustees. Neil asked for one month to consider the offer.

- March 5, 2019

In a meeting in his office, Neil surprised the Officers by indicating his desire for a 1-year extension of his contract, citing his health, the future financial challenges faced by the organization and his feeling that he lacked the skills to move to the next phase of growth.

- March 5, 2019

Notified the board members of Neil's request and invited them to attend a previously-scheduled meeting of the Executive Committee on March 8 where the contract would be discussed in executive session. Meeting was held and topic discussed.

- March 2019

Worked with Neil and our legal counsel to prepare a contract. Neil approved final contract language. There was no substantive change from the current three-year contract and the contract had been reviewed by the seminary's legal counsel.

- There was a sense of urgency and Neil had rightly complained that contract negotiations were slow in starting

- April 11, 2019

Neil signed the contract over lunch with Parmely and Sample.

- April 18, 2019

At their April meeting, one week later, Parmely notified the Governance Committee of the signing of the contract extension. The Executive Committee was also notified of the signed contract.

- May 2, 2019

Several trustees were confused during the Executive Session of the May 2019 Board meeting by Neil's comments about a one or two-year contract even though the contract had been signed.

- May 3, 2019

Three weeks after the contract was signed in an executive session of the Board, Past-President Parmely briefed the trustees on the full history of the events leading up to the signing of the contract by President Blair three weeks earlier. The following week a copy of the signed agreement was distributed to all trustees. On a motion approved by the

board, the Governance Committee was charged (under [Derrek] Belase leadership) to develop a timeline for a presidential search and identify and appoint a search committee by August 1.

- July 23, 2019

In an executive session of the Board, the Governance Committee moved adoption of a process for implementation of a presidential search after a public announcement of the search no later than August 2, 2019. The motion specified categories of a 14-member search committee and set as a deadline August 15 for their first meeting. The motion carried unanimously.

- August 7, 2019

Under Board Chair Sample, the Board considered rescinding the July 23 motion having taken a constructive action to meet the deadline outlined by the unanimous July 23 decision.

Michael's continued response: Would be naïve to contend that trustees were not aware of this due to open meetings until Executive Sessions were called. Neil Blair requested to not talk about it until 6/30 fiscal year-end.

Since there was nothing in process it was not brought to the May BOT meeting, but the Board was being notified of the process and Neil Blair's request for 1-year contract (notified on 3/5/19).

Tish Malloy: May BOT meeting confusion when Neil said he would let the Board know when a decision was made, but contract was already signed; thought it was still in a decision-making process.

Neil Blair: There may be a confusion of two different conversations. There was a great deal of concern/conversation around interviews for the Executive Director in OKC. He was more concerned about the Executive Director position than contract negotiations. Neil apologized if there was any confusion.

On two occasions Neil spoke of the need to begin the process since he had not heard from the BOT regarding a new contract. Extenuating circumstances due to the Higher Learning Commission (HLC) and the wisdom of the Board, which did not want to begin talk about a presidential search until response was received from HLC, as they had concerns of the many transitions. Neil gave credit to the Board in this decision.

Tex Sample: Spoke in defense of Michael Parmely's actions. Per the Policy Handbook, nine months prior policy fell during the December meetings dealing HLC/ATS and Trustee plates were more than full. There was nothing inappropriate happening and will need to change the handbook for the future to always go back to the Governance Committee. Did not have an action by Trustees but in the future will be sure we have actions. No blame but need to be very correct.

Michael Parmely: Ongoing search in third year would have sent a message to HLC that we once again do not have stable leadership. HLC had put us in a real bind. Learning about the

issue of the President's contract is highly controversial on the BOT. This was the rationale as chair throughout fall months: Met with HLC in December 2018 in Chicago to review and did not want controversy around president's contract to explode in the middle of the HLC meeting. IAC meeting in Chicago – Michael spoke on behalf of the Board to the IAC regarding separating the two matters; to not confuse the need to be removed from probation status with the long-term tenure of the president, basically telling them the status of the president was none of their business. They have some authority to evaluate but not let HLC tell the BOT what to do. Looking back, Michael feels that it was one of the best decisions that he made as Chair of the BOT. If the status of the President had been in conversation in the middle of the HLC review, Michael felt that Saint Paul would not have been removed from probation status.

Tish Malloy: Michael Parmely kept us very aware; just want to be sure that we followed our own process. Was quite confused and had no idea at the May BOT meeting that we were talking about OKC position and not the President's contract; can now see the confusion between the two topics.

Neil Blair: In reflection, there was a special set of circumstances but for good reasons it could not be discussed. Personally, he had no idea what the Board's intent was until the spring of 2019. If there had not been an HLC issue any president would have been upset and he understands why. Was facing very special circumstances and appreciated Michael Parmley's leadership.

Andy Bryan: Needs to leave meeting at 11:15am.

Motion: To move to Executive Session was made by Andy Bryan and seconded by David Deckert. Unanimously approved

Executive Session Notes provided by Tex Sample:

Executive Session of the Board of Trustees of Saint Paul School of Theology - DRAFT

August 7, 2019

Two actions and one consensual instruction came from the Executive Session:

1. **Action:** The current one-year contract with Rev. Neil Blair was rescinded and replaced with a three-year contract covering the period July 1, 2019 through June 30, 2022. The vote was 5 in the affirmative and 4 in the negative.
2. **Action:** The previous Board action establishing a Search Committee is no longer relevant. The vote was eight in the affirmative with one abstention.
3. **A consensus** instructing the Executive Committee of the Trustees to provide a session on conflict management for the Board meeting in October.

Respectfully submitted by

Leanna Walkowiak
Director of Operations/Equity Compliance & Title IX Officer