

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

MINUTES

MARCH 15, 2019

AUDIT COMMITTEE

DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE

HEALTH AFFAIRS COMMITTEE

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

BUDGET AND FINANCE COMMITTEE

EXECUTIVE COMMITTEE

COMMITTEE OF THE WHOLE

BOARD OF TRUSTEES

- 1 Approve: Minutes
- 2 Report: University President
- 3 Report: Faculty Senate President
- 4 Report: Student Government Association President
- 5 Present: Certificates of Appreciation

CONSENT AGENDA

- 7.A Approve: Revision of Building and Program Naming Guidelines and Minimum Gift Levels for Named Endowments Policy
- 11 Approve: Students with Talents and Abilities
- 15 Approve: Deposit of Series 2019 Bond Proceeds

AUDIT COMMITTEE

- Report: Jimmy Shumock, Chair

DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE

- Report: Jim Yance, Chair

HEALTH AFFAIRS COMMITTEE

- Report: Steve Furr, M.D., Chair

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

- Report: Steve Furr, M.D., Vice Chair

BUDGET AND FINANCE COMMITTEE

- Report: Tom Corcoran, Vice Chair

EXECUTIVE COMMITTEE

- Report: Ken Simon, Chair
- 16 Approve: Amended Bylaws of the Board of Trustees
- 17 Approve: Board of Trustees Self-Evaluation

SPECIAL ACKNOWLEDGEMENT

- 18 Approve: Commendation of Mr. William J. Fulford III
- 8 Approve: Naming of the Department of Mechanical Engineering
- 8.A Approve: Naming of the Football Field in Hancock Whitney Stadium

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

March 15, 2019

1:00 p.m.

A meeting of the University of South Alabama Board of Trustees was duly convened by Judge Ken Simon, Chair *pro tempore*, on Friday, March 15, 2019, at 1:00 p.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Alexis Atkins, Chandra Brown Stewart, Tom Corcoran, Steve Furr, Ron Graham, Ron Jenkins, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Ken Simon, Steve Stokes, Margie Tuckson, Mike Windom and Jim Yance. Participating by phone was Scott Charlton.

Member Absent: Kay Ivey.

Administration and Others: Owen Bailey, Robert Berry, Bill Burnsed, Lynne Chronister, Deborah Cobb, Joel Erdmann, Monica Ezell, Happy and Sherri Fulford, Gerald Gattis, Mike Haskins, Dave Johnson, Zorrya Kelley (BSU), Nick Lawkis, Abe Mitchell, Mike Mitchell, Jim Moore (NAA), Grace Newcombe (SGA), Sean Powers, Bob Shipp, John Smith, Tina Stalmach, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

Media: Guy Turnbow (WALA).

The meeting came to order and the attendance roll was called. Chairman Simon called for adoption of the revised agenda. On motion by Mr. Windom, seconded by Mr. Shumock, the revised agenda was adopted unanimously.

Chairman Simon called for consideration of the minutes of the December 7, 2018, and January 15, 2019, meetings of the Board of Trustees, **ITEM 1**. On motion by Mr. Shumock, seconded by Mr. Corcoran, the minutes were adopted unanimously.

Chairman Simon announced the appointment of Dr. Furr, Dr. Stokes and Mr. Yance to serve on a Nominating Committee for recommending a slate of officers for an election at the annual meeting on June 6, 2019. He asked Mr. Yance to chair the committee.

Chairman Simon called for presentation of **ITEM 2**, the President's Report. President Waldrop recognized Honorary Trustee Mr. Abe Mitchell and Black Student Union (BSU) President Ms. Zorrya Kelley. He encouraged Trustees to peruse a South Alabama fact card and share it within the community.

President Waldrop called for a report from Mr. Haskins, who advised that the Office of Marketing and Communications' Creative Services team, comprised of Director Ms. Diana Nichols, Assistant Director Ms. Marie Katz and Videographer Mr. James Palomo, was recognized recently with awards from the Council for the Advancement and Support of Education (CASE) and the local chapter of the Advertising Federation for projects in 2018 that included the holiday

greetings video, rebranding of the USA National Alumni Association (NAA), design of a brochure for the Housing Department and design of the Viewbook for the Admissions Department.

President Waldrop advised of the appointment of Mr. Nick Lawkis as Interim Executive Director of Governmental Relations effective with the retirement of Mr. Fulford on February 1, 2019. Mr. Lawkis expressed appreciation for the opportunity and talked about his role and recent activities of the Office of Governmental Relations.

President Waldrop announced the implementation of an Employee of the Quarter program for the main campus and called on Mr. Weldon for comments. Mr. Weldon credited the Department of Human Resources for developing the program and he introduced Director of Fringe Benefits Ms. Tina Stalmach, who explained the nominations criteria, selection process and benefits to be awarded to recipients, which include a designated parking spot for the quarter and a \$500 cash award. President Waldrop recognized Marx Library Supervisor Ms. Deborah Cobb as the inaugural Employee of the Quarter. Ms. Cobb conveyed gratitude, acknowledged her Marx Library colleagues for their teamwork, and was presented a certificate of appreciation.

President Waldrop called on Ms. Chronister, who introduced Angelia & Steven Stokes Endowed Chair in Environmental Resiliency/Department of Marine Sciences Professor and Chair Dr. Sean Powers and founding Chair of the Department of Marine Sciences/Professor Emeritus Dr. Bob Shipp. She advised that Drs. Powers and Shipp were the recipients of a Governor's proclamation honoring them for extensive research on the ecology of marine life and contributions impacting commercial and recreational fishery decisions, and further declaring artificial reef zones in the Gulf of Mexico named for them. Drs. Powers and Shipp made brief remarks on the positive momentum of South's program and efforts to improve management of red snapper harvesting.

Chairman Simon commented on the Distinguished Alumni and Service Awards Gala held the previous evening. He expressed pride for the accomplishments of the alumni and thanked the NAA for presenting an outstanding and inspiring event.

Chairman Simon called for presentation of **ITEM 3**, a report from Faculty Senate President Dr. Elizabeth VandeWaa. Dr. VandeWaa congratulated former Senate President Dr. Matthew Reichert for his transition to the role of Assistant Vice President for Research. She advised she would fill in as Senate President until new officers were elected in April. She reviewed several policies for which work by the Senate was ongoing; stated Chief Diversity Officer Dr. Paul Frazier was helping the Senate with language for a new policy related to the hiring of tenure-track faculty and chairs; said new guidelines for governing the movement of policies through review channels were being developed; and advised of informational presentations by speakers at Senate meetings.

Chairman Simon called for presentation of **ITEM 4**, a report from Student Government Association (SGA) President Ms. Grace Newcombe. Ms. Newcombe shared that SGA elections would take place in April. She recognized SGA Vice President Mr. Shaun Holloway, Treasurer Mr. Caleb Santa Cruz, Chief Justice Mr. Jordan Griffin and Attorney General Mr. Broderick Morrissette and conveyed pride in the accomplishments of the SGA during the year. She talked

about recent and upcoming activities, for instance, the biannual Parking Ticket Forgiveness Day which collected in excess of 1,200 items from over 400 students for Prodissee Pantry; the Jags4Jags drive which collected 120 meal donations for students in need; the securing of priority registration for veterans and their dependents; passage of a resolution condemning antisemitism on campus; and student participation in Higher Education Day.

Ms. Newcombe introduced BSU President Ms. Zorriya Kelley, who discussed BSU achievements over 2018-2019, such as, sponsorship of drives to collect donations benefitting storm victims; expansion of scholarships in association with the Black Girls Rock event; enrichment programming offered through the Outreach branch; events focused on mental health awareness; and sponsorship of birthday parties for child residents of the Sybil H. Smith Family Village.

Chairman Simon presented certificates of appreciation to Ms. Newcombe and Ms. Kelley in recognition of their service as student organization presidents, **ITEM 5**.

Chairman Simon called for consideration of consent agenda **ITEMS 7.A**, and **15**, as follows, which were unanimously recommended for Board approval by the respective committee that met earlier in the day. On motion by Ms. Mitchell, seconded by Mr. Shumock, the Board voted unanimously to approve the resolutions:

**RESOLUTION
REVISION OF BUILDING AND PROGRAM NAMING GUIDELINES
AND MINIMUM GIFT LEVELS FOR NAMED ENDOWMENTS POLICY**

WHEREAS, the Board of Trustees approved in 2017 revisions to the University's Building and Program Naming Guidelines and Minimum Gift Levels for Named Endowments Policy, originally established in 2004, and

WHEREAS, there is a need to clarify the language pertaining to the approval process for naming of facilities and streets to accurately reflect the intent of the naming guidelines and policy, and

WHEREAS, the University's Office of Development and Alumni Relations recommends revision of the policy governing naming gifts to USA,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama hereby approves the revised policy as submitted.

**RESOLUTION
RATIFICATION OF INITIAL DEPOSITORY
FOR CAPITALIZED INTEREST ACCOUNT FOR SERIES 2019 BONDS**

WHEREAS, the University of South Alabama ("the University") issued its \$47,750,000 initial principal amount University Facilities Revenue Bonds, Series 2019-A, dated February 7, 2019, and its \$18,440,000 Taxable University Facilities Revenue Bonds, Series 2019-B, dated February 7, 2019, (collectively, the "Series 2019 Bonds"), and

WHEREAS, The Series 2019 Bonds were issued under a University Facilities Revenue Trust Indenture dated February 15, 1996, between the University and The Bank of New York

Mellon Trust Company, N.A., as trustee, as supplemented and amended and as further supplemented and amended by a Fifteenth Supplemental Indenture dated February 7, 2019, (the "Fifteenth Supplemental Indenture") between the University and the said trustee, and

WHEREAS, the said Fifteenth Supplemental Indenture establishes a special account (the "Capitalized Interest Account") for holding amounts borrowed as capitalized interest to be used to pay maturing installments of interest on the Series 2019 Bonds through April 1, 2020, and

WHEREAS, the University has selected Hancock Whitney Bank to serve as the initial depository for the Capitalized Interest Account,

THEREFORE, BE IT RESOLVED, by the University of South Alabama Board of Trustees that the actions of the University in causing the initial depository of the Capitalized Interest Account to be Hancock Whitney Bank are hereby ratified and affirmed.

Chairman Simon called on President Waldrop for introduction of ITEM 11 as follows. President Waldrop recognized Mr. Jim Moore, NAA Vice President, and thanked him for the encouragement he and his wife, Dianne, gave the Administration to pursue amendments to the tuition policy as explained in the resolution and supporting materials. Mr. Moore predicted this authorization would result in the University being more competitive and he thanked all involved for their consideration. On motion by Mr. Shumock, seconded by Ms. Atkins, the Board voted unanimously to approve the resolution:

**RESOLUTION
STUDENTS WITH TALENTS AND ABILITIES**

WHEREAS, the Code of Alabama 1975 Section 16-64-2 establishes the requirements for qualification as a resident student for the purposes of admission and tuition at public institutions of higher education, and

WHEREAS, this same section of the Code allows Boards of Trustees of said institutions to authorize resident tuition rates to apply to those non-resident students receiving a partial or full scholarship award in recognition of a particular talent or ability, provided such students possess the talent or ability at the time of initial enrollment and they maintain continuous scholarship eligibility, and

WHEREAS, attracting talented out-of-state students who contribute to the local and state economy during their education and who, in many cases, remain in Alabama and continue to contribute as residents is in the interest of the state of Alabama, and

WHEREAS, the attached memo and supporting document outline the parameters of the proposed authorization,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama authorizes the aforementioned resident tuition as set forth herein.

Chairman Simon called for a report from the Audit Committee. Mr. Shumock, Committee Chair, stated, at a meeting held earlier in the day, Mr. Weldon discussed the KPMG report on

South's intercollegiate athletics program for the year ended September 30, 2018, which did not include significant exceptions or findings. He added that the Committee received regular updates from Mr. Berry on the work taking place in the Office of Internal Audit.

Chairman Simon called for a report from the Development, Endowment and Investments Committee. Mr. Yance, Committee Chair, reviewed endowment performance as was reported by Mr. Albano and Mr. Pitman at a meeting held earlier in the day. He advised that the fiscal year return of -1.86 percent through February 28, 2019, underperformed the relative index of -1.02 percent by 84 basis points and noted a 5.19 percent annualized performance since inception vs. the relative index of 4.33 percent, an outperformance of close to one percent.

Among the Upward & Onward Campaign results and various activities reported earlier by Ms. Sullivan and Dr. Stokes, Campaign Co-Chair, Mr. Yance shared that approximately \$8.2 million had been raised in fiscal year 2019 as of March 11, 2019, for a total of approximately \$132 million secured throughout the campaign. He noted that a new gift to be addressed later in the meeting would position the campaign at 92 percent of the \$150 million campaign goal achieved. He shared that the second annual USA Giving Day held February 14, 2019, raised \$314,390. He noted plans under way for the inaugural Alumni Reunion Weekend to occur in conjunction with the USA vs. UAB football game to be played at Hancock Whitney Stadium in September 2020.

Chairman Simon called for a report from the Health Affairs Committee. Dr. Furr, Committee Chair, stated, at an earlier meeting, Mr. Bailey informed the Committee that the College of Medicine recently received notification that full accreditation was granted by the LCME (Liaison Committee on Medical Education) and he reviewed the rigorous review process involved. He said Mr. Bailey also advised of a new, in-demand residency program in emergency medicine that would begin with a class of six students during the summer of 2019. He introduced Mr. Bailey for an announcement. Mr. Bailey reported on the passing of former Chair and Distinguished Professor of Neurosurgery Dr. Eugene Quindlen.

Chairman Simon called for a report from the Academic and Student Affairs Committee. Dr. Furr, Committee Vice Chair, stated, at an earlier meeting, Ms. Chronister advised of the appointment of Assistant Professor of Chemistry Dr. Matthew Reichert as South's new Assistant Vice President for Research. He added that Dr. Reichert had stepped down as Faculty Senate President.

Chairman Simon called for a report from the Budget and Finance Committee. Mr. Corcoran, Committee Chair, stated, at an earlier meeting, Mr. Weldon discussed the quarterly financial statements ended December 31, 2018, which reported an approximate \$200,000 increase in net position as compared to an approximate \$15 million increase in net position reported the previous year. He said Mr. Weldon stated this variance was mainly due to the negative turn in the market value of South's investments and the three percent salary supplement paid in December. He added that Mr. Albano reported on the Series 2019 bond issue that closed in February 2019.

Chairman Simon shared that, at an earlier meeting of the Executive Committee, Dr. Coleman presented **ITEM 16** as follows as it pertained to SACSCOC (Southern Association of Colleges and

Schools Commission on Colleges) regulations requiring institutional boards to engage in periodic self-evaluation. He recommended a roll-call vote and, on motion by Mr. Corcoran, seconded by Dr. Stokes, Board members voted unanimously to approve the resolution as reflected below:

AYES:

Ms. Atkins
Ms. Brown Stewart
Dr. Charlton
Mr. Corcoran
Dr. Furr
Mr. Graham
Capt. Jenkins
Ms. Mitchell

Mr. Perkins
Mr. Shumock
Chairman Simon
Dr. Stokes
Ms. Tuckson
Mr. Windom
Mr. Yance

**RESOLUTION
AMENDED BYLAWS OF THE BOARD OF TRUSTEES**

WHEREAS, Article VIII of the Bylaws of the University of South Alabama Board of Trustees provides that "the bylaws may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal shall have been given at a previous meeting or notice in writing of the substance of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, by unanimous consent of the entire Board, the requirements for such notice may be waived," and

WHEREAS, a copy of the proposed amended bylaws was mailed to each member of the Board on February 13, 2019, and

WHEREAS, the proposed amended bylaws (a copy of which is attached hereto and incorporated by reference herein) are presented for the Board's consideration of approval, a vote of eight members being necessary to adopt such amendments, and

WHEREAS, the foregoing actions comply with the notice requirements of Article VIII, pertaining to amendment of the bylaws, and

WHEREAS, the Board, after due consideration and deliberation, has determined that the proposed amendments are in the best interest of the efficient operation of the Board in carrying out its role and responsibilities to the University,

THEREFORE, BE IT RESOLVED, the Board of Trustees approves and adopts the Bylaws of the Board of Trustees as amended.

Chairman Simon called for a vote on Item 17 as follows and Board members voted unanimously to approve the resolution:

**RESOLUTION
BOARD OF TRUSTEES SELF-EVALUATION**

WHEREAS, the Board of Trustees of the University of South Alabama holds the public trust, is responsible for institutional governance, and plays a critical role in the success of the University, and

WHEREAS, the Southern Association of Colleges and Schools Commission on Colleges has approved new Principles of Accreditation requiring the governing boards of its accredited institutions to periodically evaluate their responsibilities and expectations, and

WHEREAS, the Board of Trustees of the University of South Alabama agrees that such evaluation is appropriate and that it will provide valuable information that will assist the Board in meeting its responsibilities, and

WHEREAS, the attached materials, as recommended by the Executive Committee, define the responsibilities and expectations of the Board of Trustees and provide a plan for a periodic self-evaluation process,

THEREFORE, BE IT RESOLVED, the Board of Trustees of the University of South Alabama authorizes this plan for conducting periodic self-evaluation.

Chairman Simon invited Mr. Fulford and his wife, Sherri, to come forward and Ms. Atkins read ITEM 18 as follows. On motion by Mr. Windom, seconded by Mr. Shumock, the Board voted unanimously to approve the resolution. Mr. Fulford thanked Ms. Fulford for her support, reflected on the University's progress and said it had been a privilege to serve.

**RESOLUTION
COMMENDATION OF MR. WILLIAM J. FULFORD III**

WHEREAS, the University of South Alabama seeks to honor exceptional administrators who have devoted a substantial part of their careers to serving others and who have distinguished themselves through their professional contributions, and

WHEREAS, Mr. William J. "Happy" Fulford III faithfully and honorably served the University of South Alabama during a career that spanned nearly 38 years, and

WHEREAS, Mr. Fulford earned two degrees from the University, a Bachelor of Science in marketing in 1972 and a Master of Education in educational leadership in 1993, and

WHEREAS, Mr. Fulford began working at South in 1981 as its first director of Alumni Affairs, and also served as the University's first director of Development and first executive director of Governmental Relations, and

WHEREAS, the University has benefited tremendously because of Mr. Fulford's efforts, which included the battle to secure Grant's Pass revenues, legislation to provide funding for indigent care, the annual state earmark for the USA Health Mitchell Cancer Institute, restructuring of Board of Trustees terms and areas of representation, and work with Senator Richard Shelby to obtain funding for Shelby Hall, and

WHEREAS, Mr. Fulford was successful in advocating for higher education and the University of South Alabama due to his longstanding relationships, institutional knowledge, and straightforward and honest approach, and

WHEREAS, Mr. Fulford's contacts in Montgomery and Washington, D.C., are impressive and extensive, as he could bend the ear of a legislator about a bill as easily as his presence once stopped the U.S. Attorney General's motorcade, and

WHEREAS, as a first-generation college student, Mr. Fulford understood the lasting impact of higher education and was a founding member of the Higher Education Partnership, which represents Alabama's four-year, public universities, and

WHEREAS, Mr. Fulford served his country in the United States Army Reserve, retiring as a colonel and having been a commander of the 482nd Replacement Detachment and the 1184th Transportation Terminal Battalion and a veteran of Desert Storm, and

WHEREAS, upon his retirement, Mr. Fulford no longer has to keep political secrets from his wife, Sherri, who directed governmental affairs for an unnamed state university to the north, and can now focus on boating aimlessly around Lake Martin,

THEREFORE, BE IT RESOLVED that the Board of Trustees expresses its heartfelt appreciation to Mr. William J. Fulford for his voluminous contributions to the University of South Alabama and offers its best wishes to him and Sherri in their future endeavors.

Chairman Simon invited Mr. Bill Burnsed to come forward and Ms. Tuckson read ITEM 8 as follows. On motion by Mr. Shumock, seconded by Mr. Graham, the Board voted unanimously to approve the resolution. Mr. Burnsed shared biographical details and talked about the meaning of an education. He said he was glad he could help others achieve their educational pursuits.

**RESOLUTION
NAMING OF THE DEPARTMENT OF MECHANICAL ENGINEERING**

WHEREAS, the University of South Alabama College of Engineering is nationally recognized as a leader in engineering education, and

WHEREAS, Mr. William B. "Bill" Burnsed, Jr., is a devoted graduate of the College of Engineering who credits his long, successful career as an engineer and entrepreneur to the preparation he received as a student, and

WHEREAS, as an alumnus, Mr. Burnsed has distinguished himself by demonstrating extraordinary commitment to the University of South Alabama through volunteer service and philanthropy, and

WHEREAS, Mr. Burnsed has provided generous financial support to the College of Engineering and various other University projects, including the Julian and Kim MacQueen Alumni Center and Hancock Whitney Stadium, and

WHEREAS, Mr. Burnsed has supported engineering students by providing significant financial aid through the William B. Burnsed and Amy Burnsed Barter Scholarship Endowment Fund, and

WHEREAS, Mr. Burnsed has made a transformational gift to enhance the College of Engineering's ability to provide the highest-quality instruction, conduct innovative research, and support the community, and

WHEREAS, the University of South Alabama wishes to recognize Mr. Burnsed for exemplary philanthropy and service,

THEREFORE, BE IT RESOLVED, the University of South Alabama Board of Trustees expresses its deep gratitude to Mr. Bill Burnsed for his generous investment in providing a transformational gift to the USA College of Engineering and declares that the Department of Mechanical Engineering in the USA College of Engineering will hereafter be known as the *William B. Burnsed, Jr., Department of Mechanical Engineering*.

Chairman Simon invited Mr. Abe Mitchell to come forward and Mr. Shumock read ITEM 8.A as follows. On motion by Mr. Windom, seconded by Capt. Jenkins, the Board voted unanimously to approve the resolution. Mr. Yance talked about the benefits Hancock Whitney Stadium would make possible for the University and conveyed enthusiasm for the designation of Abraham A. Mitchell Field, adding that Mr. Mitchell had been keenly involved in various aspects of the stadium project. Mr. Mitchell encouraged participation in the *100 Days | 100 Donors Mitchell Match Campaign*, emphasizing that he would match gifts ranging from \$500 to \$250,000. He shared appreciation for donors supporting his challenge to give:

**RESOLUTION
NAMING OF THE FOOTBALL FIELD IN HANCOCK WHITNEY STADIUM**

WHEREAS, the University of South Alabama's mission of education, health care, research and service has seen significant advancement over more than four decades as a result of the friendship, advocacy and philanthropy of Mr. Abraham A. Mitchell, and

WHEREAS, Mr. Mitchell's outstanding devotion to furthering the work of the University of South Alabama has led to expanded access to a university education, an elevated standard of health care in the region, accelerated discovery and campuses that are attractive and sustaining, and

WHEREAS, USA students, faculty and staff learn, work, compete and celebrate in state-of-the art facilities made possible by the exceptional generosity of Abraham A. Mitchell, and that of Arlene Mitchell and the late Mayer Mitchell, which include the Mitchell Center, the Mitchell College of Business and its Joseph and Rebecca Mitchell Learning Resource Center, the USA Health Mitchell Cancer Institute, and other facilities of USA Health and the USA College of Medicine, and

WHEREAS, the extraordinary philanthropy of the Mitchell family will continue to sustain and enhance the University and support its faculty, students and patients for decades to come, and

WHEREAS, the remarkable contributions of Abraham A. Mitchell through endowments supporting the Mitchell College of Business, the USA Health Mitchell Cancer Institute, the USA College of Medicine and the Mitchell-Moulton Scholarship Initiative have had a profound and lasting impact, and

WHEREAS, Mr. Mitchell has served as an invaluable advisor and colleague to administrators, faculty and staff of the University, encouraging, challenging and promoting their successes in the interest of the University and the people it serves, and


WHEREAS, Mr. Mitchell has decided to broaden the transformative impact of his giving with an extraordinary \$5 million commitment to aid in constructing Hancock Whitney Stadium and providing the Jaguar Athletics football program with a state-of-the-art home field, which he has graciously consented to have used as a challenge match to attract additional philanthropic support,

THEREFORE, BE IT RESOLVED, the Board of Trustees conveys heartfelt gratitude for the stalwart friendship and visionary generosity of Mr. Abraham A. Mitchell and for the deep and enduring progress his giving continues to perpetuate at the University of South Alabama, and

BE IT FURTHER RESOLVED that, in honor of this long and lasting friendship between Mr. Mitchell and the University of South Alabama, the football field in Hancock Whitney Stadium will hereafter be known as *Abraham A. Mitchell Field*.

There being no further business, the meeting was adjourned at 2:17 p.m.

Attest to:



Arlene Mitchell, Secretary

Respectfully submitted:



Kenneth O. Simon, Chair *pro tempore*

APPENDIX A

UNIVERSITY OF SOUTH ALABAMA

Building and Program Naming Guidelines And Minimum Gift Levels for Named Endowments Policy

General Policy

The President of the University of South Alabama (“University” or “USA”), with approval by the University’s Board of Trustees, sets minimum gift level amounts and establishes approved guidelines for gift naming opportunities. USA, in all gift naming opportunities, reserves the final right of approval for the name or names designated for any of the gift naming opportunities in the sections that follow. University approval cannot be granted until the donor’s name is known or until the name(s) of the person(s) being memorialized is known. The gift levels described below are intended as guidelines for the minimum amounts needed to name the respective opportunity. In most cases, gifts greater than \$5,000 may be pledged and paid over a five-year period. The selection of recipients of all endowed positions is coordinated by the offices of the Senior Vice President for Academic Affairs and the Vice President for Medical Affairs with approval of the President. Exceptions to this policy can be approved only by the University President. Except for Planned Gifts, names associated with gift naming opportunities of greater than \$25,000 will be implemented upon receipt of a written pledge, receipt by the University of 50 percent of the pledge payment associated with the naming opportunity, and according to the guidelines listed below. Exceptions may be made by the University President in consultation with the chair of the Board of Trustees.

Specific Gift Naming Opportunities for University Operational Units or Positions

The dollar amounts cited in the paragraphs below are guidelines for recommended minimums. The University President may make exceptions. No University matching incentives may be applied to meet minimum funding requirements of any naming opportunity. Corporate matching funds may be used toward minimums as allowed by the matching gift organization. Except for Planned Gifts, all naming opportunities of greater than \$25,000 require that 50 percent or greater of the donation be received prior to announcing the naming.

School or College: To name a school or college at USA, the minimum amount will be determined on a case-by-case basis depending on the school or college’s size and the scope of its programs. In no case, however, will the minimum gift commitment be less than \$10 million to establish an endowment.

Department or School within a College: To name a department or school within a college, the minimum amount will be determined on a case-by-case basis depending on the department's size and the scope of its programs. In no case, however, will the minimum gift commitment be less than \$1.5 million for establishment of such an endowment.

Center or Special Program: The minimum amount required for the naming of a University-wide center or special multi-disciplinary program will be considered on a case-by-case basis and will depend on the disciplines involved and the size and scope of the programs. In no case, however, will the minimum gift commitment be less than \$1 million for establishment of such an endowment. To name a discipline-specific center that is located within a college or department, a minimum gift commitment of \$500,000 for an endowment is required.

Senior Academic Leadership Positions: Gifts of \$2 million or more are necessary to endow a specific position such as dean, director, department chairman, Provost, etc.

Endowed Chair: To establish an endowed chair, a minimum gift commitment of \$1.5 million is required. An endowed chair is among the most prestigious and meaningful gifts that can be made to an academic institution. Funds provided by an endowed chair are used to attract and retain nationally or internationally recognized scholars or researchers. An endowed chair may provide full salary or a salary supplement and fringe benefits for the recipient of the chair, for support staff, or for other expenses related to the position.

Endowed Professorship and/or Scholar: To establish a endowed professorship or scholar, a minimum gift commitment of \$500,000 is required. Funds generated by an endowed professorship are used to support the salary or work of the holder, who may also use the honorary title associated with the distinguished professorship.

Endowed Visiting Professorship and/or Scholar: To establish an endowed visiting professorship or scholar, a minimum gift commitment of \$500,000 for establishment of such an endowment is required.

Endowed Lectureship: To establish an endowed lectureship, a minimum gift commitment of \$250,000 for establishment of an endowment is required. The annual proceeds from this endowment will be used to pay for honoraria, publicity, and the expenses of one or more members of the faculty or visiting lecturers from another institution or organization to present a lecture or series of lectures on campus.

Term Lectureship: Establishing a term lectureship without any provision for endowment requires a minimum gift commitment of \$15,000, payable at the rate of \$7,500 a year for a minimum of two (2) years.

Named Laboratory or Special Scholarly Program Endowment: To establish a named laboratory or special scholarly program within a college or school (not room), a minimum gift commitment of \$250,000 for establishment of an endowment is required, and depending on the discipline and size and scope of the program, this amount may be significantly larger. The annual earnings from the endowment will be used for the purchase of equipment and research expenses.

Named Student Endowed Fellowship: To establish a named student endowed fellowship, a minimum gift commitment of \$150,000 for establishment of an endowment is required, and depending on the discipline and size and scope of the program, this amount may be larger. A fellowship is ordinarily awarded to an outstanding student who is working toward an advanced degree in a graduate program.

Named Graduate Assistantship: To establish a named graduate assistantship endowment, a minimum commitment of \$100,000 is required depending on the size and scope of the program. A named graduate assistantship endowment is awarded to a student who is working on an advanced degree in a graduate program.

Named Endowed Scholarship: To establish a named endowed scholarship, a minimum gift commitment of \$10,000 for the endowment is required. An endowed scholarship may be awarded by the University to an undergraduate or graduate student on the basis of need or academic merit.

Other Named Endowed Funds: The endowed funds described above are listed because of their broad appeal to prospective donors for most colleges, schools, departments, and units of the University. Other named endowment funds may support specific areas of the University, such as the library book fund or other areas, and will require a minimum commitment of \$10,000. Certain special situations not covered above may be considered for named endowments.

Specific Gift Naming Opportunities for Facilities (or Portions Thereof) and Streets,

Introduction

The University of South Alabama considers the naming of a University facility or street in honor or memory of an individual to be one of the highest distinctions that it can bestow. The term “facility” is intended to include all or portions of buildings of all types, as well as all sports facilities. It is also intended to include all outdoor areas (except for streets) that may not have physical walls but are nonetheless identifiable areas of campus landscape, such as quadrangles, gardens, lakes, recreation fields, etc. The Office of Development and Alumni Relations must consult with the University’s Director of Tax Accounting prior to any solicitation of donations for naming rights of a facility to

determine any conflicts such rights may have with other sources of funding for the construction of the facility.

The act of naming a University facility or street for a person is the conferral of not only a high honor but, also, a conspicuous honor. Given that a name may be on display for decades, the task of naming should not be taken lightly. The University will carefully consider each name, seek advice, and use the utmost discretion in considering such naming opportunities. In light of the importance and magnitude of this honor, the following shall apply to the naming of all facilities and streets on all campuses of the University of South Alabama, and any such naming or exceptions to this policy shall be approved by the President and the Board of Trustees.

Buildings

The process for approval by the University President and the USA Board of Trustees of the naming of any existing building in honor or memory of an individual as a result of a private gift normally will be initiated by a recommendation from the dean of the college or school, or the chief administrator of a unit to which the facility is dedicated, to the Provost or the Vice President for Medical Affairs and to the Vice President for Development and Alumni Relations (only for gift situations). Further recommendations will be forwarded to the University President, who will, if he/she concurs or if appropriate, recommend to the Board of Trustees Development, Endowment and Investments Committee for recommendation for approval to the full Board of Trustees.

Proposals to name buildings must be approved formally by the University President before a formal proposal or request is made to a donor, and no final commitment to name a building can be made without all of the above approvals. Except for Planned Gifts, for the naming of an existing building to be publicly announced, 50 percent of the pledge payment associated with the naming opportunity must be received.

Normally, all nominations to name facilities for a person who is recently deceased (one year or less) must be held for a minimum period of one year before final consideration.

Requests to name a building in honor or in memory of an individual should be accompanied with documentation of the person's achievements and contributions, including letters of recommendation, biographical summaries and media reports, and must be submitted to the Office of the Vice President for Development and Alumni Relations for review prior to submitting them to the University President.

Portions of Facilities and Streets

The naming of streets and significant portions of buildings in honor of persons, living or deceased, must be recommended by the appropriate University dean or appropriate administrator to the Provost or Vice President for Medical Affairs and the Vice President for Development and Alumni Relations. Further recommendations will be forwarded to the University President, then by him or her, to the Board of Trustees for final approval. Streets and outdoor spaces should be named only when the University can assure that the space is not a planned future construction site. The value of each space will vary in accordance with its purpose, size and visibility.

Recommended Minimums for University Facilities or Portions Thereof

(Exceptions may be approved by the University President and in consultation with the Board of Trustees.)

Facilities and Spaces

| | |
|-------------------------------|---|
| New and/or Existing Buildings | Minimum 50 percent of approved cost of new construction at the President's discretion; 33 percent of replacement cost or 50 percent of approved renovation cost, whichever is the lesser, at the President's discretion. To name a building holding one or more colleges or schools, a minimum gift commitment of \$10 million is required. |
| Outdoor Spaces | \$50,000 or higher |
| Laboratory Rooms | \$50,000 or higher |
| Administrative Offices | \$30,000 |
| Dean's Offices | \$25,000 |
| Classrooms | \$10,000 |
| Faculty Offices | \$5,000 |
| Unique Special Purpose Rooms | To be determined on a case-by-case basis |
| Other | As established in approved naming plans |

Classrooms, Laboratories, Offices, and Other Internal Facility Spaces

The University may name classrooms, laboratories, offices, and other internal facility spaces in recognition of a significant gift. While the above-referenced figures are guidelines, the value of each of these spaces may vary with the size and circumstance of the space. Each college and unit will establish an inventory of such spaces in keeping with the guidelines cited above. Prior to any solicitations, the inventory must be approved by the President of the University, the appropriate vice president and/or dean, and the Vice President for Development and Alumni Relations.

Additional Procedures

The Vice President for Development and Alumni Relations with the respective vice president, dean or appropriate senior administrator must review all proposed naming offers which are associated with private gifts to the University, prior to making a formal proposal or request to a donor, and recommend appropriate action to the University President.

Special Provisions for Estate Gifts

There may be circumstances in which a naming opportunity may be funded by a deferred gift as part of a donor's estate. Such opportunities will be recommended to the University President at the discretion of the Vice President for Development and Alumni Relations in consultation with the appropriate vice president, dean or appropriate senior administrator after examining such factors as the irrevocability of the gift and the degree to which the agreed upon amount is guaranteed through the estate gift vehicle. Deferred gifts for naming purposes generally will be discounted to present value to determine whether the gift meets the minimum gift level for the appropriate facility. Timing of naming must be addressed in the gift agreement and will normally follow receipt by the University of the funds from the estate. Donors of estate gifts who desire naming to be granted during their lifetimes may be required to make a current gift of at least 50 percent of the naming minimum prior to application of the naming. In these cases, gift agreements must clearly document the understanding that the naming will be altered or removed if the full naming requirements are not met when the estate portion of the gift is realized.

Relationship Between Naming Opportunity and Gift Beneficiary

In the case of existing facilities and indoor and outdoor spaces, a gift need not be tied to the purpose of the facility or space being named. The University may elect to name existing facilities for individuals, corporations or foundations for gifts to the University for other purposes which positively impact the University's mission or future.

Termination of Names Associated with Facilities

Unlike a permanent endowment, University facilities depreciate over time. Accordingly, the naming of a University building, facility or street is specific to the named facility. Where appropriate, the naming may be fixed for a term of years; otherwise, the naming will normally terminate when the building, facility or street is demolished, substantially altered, or no longer in use by the University. Where feasible, a donor recognized through the naming of a University building, facility or street that is being replaced will be provided first right of refusal to provide a naming gift for the replacement facility.

The University President and the Board of Trustees reserve the right to modify, remove or co-name any endowment, facility, program, building (or any portion thereof) and outdoor spaces should special or unusual circumstances warrant such action.

In the event of default of a pledge, all naming opportunities associated with such pledge will be revoked.

Date:

March 11, 2019

To:

Dr. Tony Waldrop

From:

Dr. David Johnson



Subject:

Residency – Talent and Ability Clause for OOS students on Scholarships

This memo and the attached documents serve as a request for your approval of a modification to our residency requirements. I recommend, with Board of Trustees' approval, that the university offer in-state residency for tuition purposes to all out-of-state undergraduate students awarded a scholarship for academic merit at the time of admission, effective with the freshman class beginning Fall 2019 and as outlined in the attached documents. As this modification will require Board approval, we would ask that you allow us to present the request at their March meeting.

Thank you for your consideration.

GDJ/bv

Approved



Disapproved

Date:
March 7, 2019

To:
Dr. David Johnson

From:
Christopher A. Lynch

Subject:
Residency – Talent and Ability Clause for OOS students on Scholarships

The Alabama state residency policy allows for Alabama state colleges/universities to offer in-state residency for tuition purposes to students with a specific "Talent and Ability" (Alabama Code, Section 16-64-2). At least four state universities in Alabama (University of North Alabama, University of Montevallo, Jacksonville State University, and University of West Alabama) use the Talent and Ability clause to provide in-state residency to out-of-state students who have been awarded an academic scholarship.

I recommend, with Board of Trustees' approval, that the University of South Alabama adopt a similar model, by using the Talent and Ability clause. USA would offer in-state residency for tuition purposes, to all out-of-state students awarded a scholarship for academic merit at time of admissions, effective with the freshman class beginning Fall 2019. This request does not include the new scholarships offered by Global USA. OOS student scholarship levels will be changed to the same levels as in-state awards since these students will no longer be paying out-of-state tuition. OOS students will be eligible to receive admissions scholarships with at least a 23 ACT composite test score and a 3.0 high school GPA. These scholarships and the in-state residency will remain in effect and be renewable for up to four years if these out-of-state students maintain a 3.0 GPA or higher.

OOS Freshmen Revenue/Cost:

| Scholarship | Current Tuition Revenue minus cost of Scholarship | Proposed Tuition Revenue minus Cost of Scholarship* | Proposed Net Revenue compared to Current Net Revenue* |
|-------------|---|---|---|
| Year 1 | \$896,540 | \$1,065,960 | (\$309,820) |
| Year 2 | \$896,540 | \$1,362,060 | (\$154,960) |
| Year 3 | \$896,540 | \$1,658,160 | \$11,140 |

OOS Transfer Awards

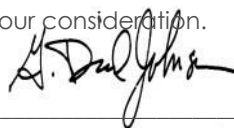
| Scholarship | Current Tuition Revenue minus cost of Scholarship | Proposed Tuition Revenue minus Cost of Scholarship* | Proposed Net Revenue compared to Current Net Revenue* |
|-----------------------|---|---|---|
| OOS Community College | \$33,480 | \$16,740 | (\$16,740) |
| OOS PTK | \$62,960 | \$31,480 | (\$31,480) |
| Grand Total | \$96,440 | \$48,220 | (\$48,220) |

*Conservatively assumes no change in # of awards.

Benefits:

- Increased University student enrollment
- Opportunities to grow in Florida, Mississippi, Georgia, Louisiana, Texas, Illinois, and Tennessee
- Increased regional and national visibility
- Increased revenue
- Increased out-of-state student retention

Thank you for your consideration.



Approved: _____

Disapproved: _____

CURRENT OUT-OF -STATE SCHOLARHIPS AWARD LEVELS

| Level | Test Score (ACT) | GPA | Annual Amount |
|--|------------------|-----|---|
| USA Presidential Scholarship: Non-Resident | 33-36 | 3.0 | Resident Tuition ¹ + \$3000 Towards Non-Resident Tuition |
| USA Provost's Scholarship: Non-Resident | 32 | 3.0 | Resident Tuition ¹ + \$3000 Towards Non-Resident Tuition |
| USA Dean's Scholarship: Non-Resident | 30-31 | 3.0 | Resident Tuition ¹ + \$3000 Towards Non-Resident Tuition |
| USA Faculty Scholarship: Non-Resident | 28-29 | 3.0 | \$10,000 |
| USA University Scholarship: Non-Resident | 24-27 | 3.0 | \$7,000 |
| USA Achievement Scholarship: Non-Resident | 23 | 3.0 | \$5,000 |

Terms and Conditions apply and can be found in JagSPOT once awarded

PROPOSED OUT-OF -STATE SCHOLARHIPS AWARD LEVELS

| Level | Test Score (ACT) | GPA | Annual Amount - Same as current in-state award levels |
|--|------------------|-----|---|
| USA Presidential Scholarship: Non-Resident | 33-36 | 3.0 | \$9,870 + \$2,000 for Housing/Dining |
| USA Provost's Scholarship: Non-Resident | 32 | 3.0 | \$9,870 |
| USA Dean's Scholarship: Non-Resident | 30-31 | 3.0 | \$8,000 |
| USA Faculty Scholarship: Non-Resident | 28-29 | 3.0 | \$5,000 |
| USA University Scholarship: Non-Resident | 24-27 | 3.0 | \$3,500 |
| USA Achievement Scholarship: Non-Resident | 23 | 3.0 | \$2,500 |

Terms and Conditions apply and can be found in JagSPOT once awarded

B Y L A W S
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF SOUTH ALABAMA

PREAMBLE

The Legislature of the State of Alabama vested full management and control over the University of South Alabama in a Board of Trustees pursuant to Act No. 157, Acts of Alabama, 1963, Secondary Extraordinary Session, stating at that time: “The Governor and the State Superintendent of Education, by virtue of their respective offices, and the [T]rustees appointed from the senatorial districts of the state, enumerated in Section 16-55-2, are constituted a public body corporate under the name of the University of South Alabama to carry into effect the purposes expressed in this article and to establish a state institution of higher learning.”(Code of Alabama, 1975, Section 16-55-1). For the purpose of providing a definitive and orderly form of governance, and in order to continue to carry out the purposes required of the Board of Trustees of the University of South Alabama, in the establishment and continuation of a state institution of higher learning, the Board of Trustees hereby does promulgate and adopt these Bylaws.

ARTICLE I
THE BOARD OF TRUSTEES

The entire management and control over the University of South Alabama (hereinafter referred to as the “University”) shall be vested in the Board of Trustees of the University of South Alabama (hereinafter referred to as the “Board”); however, upon general or specific authorization or delegation made or provided for in these Bylaws, the Board may exercise such management and control through the officers, officials, committees and agents as it may deem fit and appropriate, all in accordance with state law. The Board acts as a body politic and no individual member of the Board shall have the authority to act for the Board or for the University.

Section 1. **Composition of Board.** Consistent with the 2014 amendatory language to Sections 16-55-2 , Code of Alabama 1975, the Board shall consist of **three** members from Mobile County; **five** members from the state at large; **two** members from the United States at large; the Governor, who shall be *ex officio* President of the Board; and **one** member from each of the following state senatorial districts, or combinations thereof, as those districts existed in 1963: (1) Sixteenth and Seventeenth Districts comprising Monroe and Wilcox Counties, and Butler, Conecuh, and Covington Counties, respectively; (2) Nineteenth and Twentieth Districts comprising Choctaw, Clarke, and Washington Counties, and Marengo and Sumter Counties, respectively; (3) Twenty-first District comprising Baldwin and Escambia Counties; (4) Twenty-third, Twenty-fifth, and Thirtieth Districts comprising Dale and Geneva Counties, Coffee and Crenshaw Counties, and Dallas and Lowndes Counties, respectively; and (5) Thirty-fifth District comprising Henry and Houston Counties.

Section 2. **Election and Term of Office.** The Governor, as an *ex officio* Trustee, serves his or her term of office in correspondence with his or her term of office as Governor of the State of Alabama. In accordance with the statute regarding the University of South Alabama, the Trustees are appointed by the Governor, by and with the advice and consent of the State Senate, and, for those appointed or reappointed after the effective date of the 2014 amendment to said statute, hold office for a term of six years, and until their successors shall be appointed and qualified. Any Trustee appointed to serve a twelve-year term before the effective date of the 2014 amendment will continue to serve for the remainder of that term. As terms expire after that date,

appointments to fill positions on the Board shall be for six-year terms. There are three classes of board members, so that, after the transition to all Trustees serving six-year terms, one-third of the members of the Board is appointed every two years. Vacancies occurring in the office of Trustee, from death or resignation, and the vacancies regularly occurring by expiration of the term shall be filled by the Governor, and the appointee holds office until the next meeting of the Legislature. Successors to those Trustees whose terms expire during an interim shall hold office for a full term, unless they are rejected by the Senate. Neither the existence nor continuation of a vacancy in the office of the Trustee shall serve to impair or hinder any provisions of these Bylaws or the validity of the operation and actions by the Board by virtue of that vacancy alone.

Section 3. **Compensation of Trustees.** No Trustee shall receive any pay or emolument other than his or her actual expenses incurred in the discharge of duties as a Trustee; such expenses shall be paid or reimbursed from university funds, upon the authorization of the President of the University (hereinafter referred to as the “President”).

Section 4. **Primary Functions of the Board.** The Board acts as a public body corporate, and no individual member of the Board has the authority to act for the Board or the University. Communications to the Board shall be directed to the Board through the President or Chair *pro tempore*, except as otherwise provided herein. The Board of Trustees, as a public body corporate, has all rights, privileges, and authority necessary to promote the purpose of its creation, which is to establish and provide for the maintenance and operation of a state university in Mobile County. In accordance with such powers, the Board of Trustees shall have the power to organize the institution by appointment of instructors and faculty members, and such executive and administrative officers and employees, as may be necessary to operate the University, which the Board hereby delegates to the President; the Board may remove any faculty members or employees in its discretion, and shall have the power and authority to fix salaries or compensation, increase or reduce same at its discretion, all of which duty the Board hereby delegates to the President. The Board may prescribe courses of instruction, rates of tuition and fees, confer such academic and honorary degrees as are usually conferred by institutions of like character, and may do all else necessary and considered in the best interest of the institution to carry out the purposes of the institution. As a body that holds the public trust and is responsible for institutional governance, the Board will engage in periodic self-evaluation.

Section 5. **Emeritus Status.** The Board, in its sole discretion, may recognize any Trustee who has served with distinction as Trustee Emeritus following said Trustee's term of service. The Trustee must have provided distinguished and meritorious service, outstanding leadership, and exceptional contributions to the University over a period of years. Any Trustee so recognized as Trustee Emeritus shall have no voting rights and will remain Trustee Emeritus at the pleasure of the Board of Trustees. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service and experience and will publicly acknowledge that person as particularly suited for counsel and advice to the Board. The Board encourages the availability of those who have been awarded Trustee Emeritus status for such counsel and advice and may request special services of them.

Section 6. **Honorary Trustee.** The Board, in its sole discretion, may recognize as an Honorary Trustee any individual who has demonstrated a sustained and extraordinary commitment to the mission of the University. Election of an Honorary Trustee shall occur at any regular meeting of the Board and, because of the prestige of this position, shall occur on very rare occasions. Honorary Trustees shall have no voting rights and will maintain this designation at the pleasure of the Board. Such designation shall confer no responsibilities, duties, rights, privileges, or benefits, but shall constitute recognition of service with distinction to the University. It will also publicly acknowledge that person as particularly suited for counsel and advice to the Board.

Section 7. **Removal of a Trustee.** Under the laws of the State of Alabama, the Board of Trustees has no power to remove one of its members. Section 60 of the Constitution of Alabama, which provides that "[no] person convicted of embezzlement of the public money, bribery, perjury, or other infamous crime, shall be eligible to the legislature, or capable of holding any office of trust or profit in this state" sets forth the constitutional grounds and procedure for removing a Trustee.

ARTICLE II

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. **Annual and Regular Meetings.** The Board shall hold a regular annual meeting each year at the University on the first Monday in June, unless the Board, in regular session, shall determine to hold its annual meeting at some other time and place. Each year at the

annual meeting, the Board shall schedule its regular meetings to be held during the ensuing year, and may designate one such meeting as the annual meeting of the Board. This schedule of meetings then will be recommended to the Governor for approval. The Chair *pro tempore* may cancel or change the date, place or time of a scheduled regular or annual meeting and will provide advance notice of such changes or cancellation. In any event, the Board shall meet at least once in each year.

Section 2. **Special Meetings.** In addition, other than the annual and regularly scheduled meetings of the Board, special meetings of the Board may be assembled, as follows: Special meetings may be called by the Chair *pro tempore* of the Board or the Governor by written notice mailed to each Trustee at least ten (10) days in advance of the date of the meeting; and a special meeting shall be called by the Chair *pro tempore* or the Governor upon application in writing of any three or more members of the board. No special meeting shall be held on a date less than ten (10) days subsequent to the Chair *pro tempore*'s or Governor's notice of the meeting, except in case of an emergency, which the Chair *pro tempore* or Governor shall specify in his or her notice to the Board of Trustees.

Section 3. **Adjourned Meetings.** At any meeting, the Board may continue in session as long as it may deem proper for the welfare of the institution. Any session may be adjourned, as provided in *Roberts Rules of Order*, as last revised, and continued at a future time with proper notice to all members.

Section 4. **Quorum.** Seven members of the Board of Trustees shall constitute a quorum, but a smaller number may adjourn from day to day until a quorum is present. A majority of those present shall govern unless a greater number is required hereunder. Members of the Board of Trustees may participate in a meeting of the Board or committee by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for all purposes. However, a majority of a quorum of the members of the Board of Trustees, or, in the event of a meeting of only the executive committee, a majority of a quorum of the executive committee of the Board of Trustees, must be physically present at the location noticed and called for the meeting in order to conduct any business or deliberation. Members of the Board of Trustees and any committees of the board

may not utilize electronic communications or otherwise conduct meetings except as in compliance with the Alabama Open Meetings Act. No Trustee for whom a conflict of interest exists shall vote on such matter before the Board.

Section 5. **Agenda.** The President shall mail to each member of the Board notice of the time and place of any meeting, which shall include an agenda for the meeting, at least ten (10) days prior to the time of meeting. The development and preparation of the agenda for Board meetings shall be vested in the President, who shall place such items on the agenda as are needed for the ongoing operation of the institution and/or that require the approval of the Board. Members of the Board desiring to place any item or items on the agenda for meetings shall inform the President in writing not less than fifteen (15) days prior to the meeting concerning such items, and the President shall include the items in the agenda to be mailed out to the members of the Board in accordance with the foregoing. Any item not included on the agenda mailed to members prior to a meeting may be considered upon the approval of a majority of those present and voting; provided, however, that any discussion or action upon the election of officers of the Board and/or the appointment and/or termination, including a contract renewal, of the President of the University, must be specifically identified on the agenda that was mailed at least ten (10) days prior to the time of meeting. The agenda that is approved by the Board at the commencement of the Board meeting shall be considered the official agenda. The omission of an item from the official agenda shall not invalidate otherwise valid actions by the Board.

Section 6. **Minutes.** Minutes of all meetings of the Board and its committees shall be prepared and distributed promptly to all members of the Board under the direction of the Secretary of the Board. Upon approval by the Board or committee, such minutes shall be maintained permanently and in an accessible manner in the Office of the President under the direction of the Secretary of the Board.

Section 7. **Public Admission to Meetings.** All meetings of the Board of Trustees shall be open to the public, except that the Board may declare an executive session as authorized by law. Formal action by the Board resulting from any executive session discussions shall be taken by the Board in an open meeting and made a part of the official minutes.

Section 8. **Rules of Order.** Rules of order shall be in accordance with *Robert's Rules of Order*, as last revised, which are the normal governing parliamentary procedure rules. The Chair of the meeting will determine all questions concerning such rules.

Section 9. **Meeting Attendance.** Inasmuch as the Board of Trustees has determined that meeting attendance is crucial to the most efficient management of the University and operation of the Board, the names of all Trustees who do not attend at least half the meetings scheduled each Board year will be reported to the Chair *pro tempore* at the next annual meeting of the Board, and the Chair *pro tempore* will then take the actions he or she deems appropriate.

ARTICLE III OFFICERS

The Board shall have the following officers and any other officers it may elect from time to time. Such officers shall have the powers and shall perform the duties as are set forth herein, together with those which may be authorized and delegated by the Board from time to time. The terms of office for the Chair *pro tempore*, Vice Chair, and Secretary will be three years, with elections held at the annual meeting of the Board corresponding with the expiration of those terms. If a vacancy occurs during the term of any such office, an election to complete the term of that office will be held at the next meeting of the Board.

Section 1. **President of the Board.** The Governor of the State of Alabama shall be *ex officio* President of the Board. The President may call special meetings of the Board upon the conditions set forth herein.

Section 2. **Chair Pro Tempore.** Upon adoption of these Bylaws and thereafter, the Board of Trustees shall elect from its membership a Chair *pro tempore* for a three-year term, commencing immediately following the annual meeting at which the election is held. Such officer may not be elected for successive terms. He or she shall preside at all Board meetings and call special meetings of the Board upon the conditions set forth herein. The Chair *pro tempore* shall serve as chair of the Executive Committee, and shall appoint such committees as may be authorized by the Board, or as he or she may deem desirable, fill vacancies which will occur on such committees, and give final approval to the agenda for the Board meeting.

Section 3. **Vice Chair.** Concurrent with the time of election of the Chair *pro tempore* for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect from its membership a Vice Chair. In the absence of the Chair *pro tempore*, the Vice Chair shall assume those duties. The Vice Chair shall serve on the Executive Committee.

Section 4. **The Secretary.** Concurrent with the time of election of the Chair *pro tempore* and for the term set forth for the Chair *pro tempore* in Section 2, the Board shall elect a Secretary. Through the Office of the President of the University, the Secretary shall be responsible for the preparation and distribution of notices of Board meetings and agendas. In addition, he or she shall attend Board meetings and make, record, and retain complete records and minutes of all official actions of the Board and its committees. The Secretary shall be the custodian of the corporate seal and affix the seal to documents as executed on behalf of the Board and shall attest to the same and certify any action of the Board. The Secretary shall serve on the Executive Committee.

Section 5. **Removal from Office.** Any officer of the Board may be removed from his or her office for cause by a two-thirds vote of the full Board of Trustees.

ARTICLE IV COMMITTEES

Organization. The Board may create such committees as it deems proper, and may assign to such committees any authority, duty or responsibility desired by the Board; provided, however, that all committees, except the Executive Committee, are advisory to the full Board. The committees of the Board shall consist of the standing committees created herein and other committees created by the Board from time to time. The standing committees shall have the powers, duties and responsibilities set forth herein, or subsequently assigned by the Board through adoption and approval of amendments to these Bylaws. Vacancies in committee memberships shall be filled in the same manner as when appointments originally were made. Committee members and the chair and the vice chair of the committees shall be appointed by the Chair *pro tempore* for terms concurrent with the term of the Chair *pro tempore*.

Method of Operation. The committees and subcommittees shall meet upon the call of the President, the Chair *pro tempore*, or the chair of the committee or subcommittee. Unless otherwise provided, actions taken by such committees are not binding upon the Board, but shall be advisory, except those actions undertaken by the Executive Committee, as authorized in Article IV, Section I, herein. All recommendations and actions of the committees shall be reported to the Board of Trustees.

Committee Participation. The President of the University is vested with the responsibility of providing notice of all committee meetings to the members of the committees. The Chair *pro tempore* will serve as an *ex officio* member on each committee. The President and the Chair *pro tempore* may participate in all meetings but shall have no vote, except that the Chair *pro tempore* shall have a vote on the Executive Committee and any other committee when he or she is a member of the committee. All committees assist and support the Board, President, faculty, and staff in carrying out their responsibilities. Committees may request through the Office of the President any information necessary or appropriate to their deliberations. All committee reports and recommendations shall be submitted for consideration and are advisory in nature until they have been approved by the full Board. Any Board member may attend any committee meeting.

Section 1. **Executive Committee.** The Chair *pro tempore* shall appoint an Executive Committee consisting of seven (7) members of the Board, subject to the approval of the Board, with terms concurrent with the term of the Chair *pro tempore*, who serves as chair of the Executive Committee. The majority of the Executive Committee constitutes a quorum. With notice from the President or the Chair *pro tempore*, the Executive Committee may meet at any time. The Executive Committee has the power to transact all business of the Board in the interim between meetings of the Board and may perform all duties and transact all business necessary for the well-being of the University, including, but not limited to, matters related to real estate, personnel, investments and athletics. However, action by the full Board is required to amend these Bylaws, remove officers of the Board, select or remove the President of the University, issue bonded indebtedness on behalf of the University, or as otherwise determined by the full Board. The Executive Committee shall serve a dual role as Governance Committee responsible for trustee matters including, but not limited to, service, honorary designations, efficiency, educational

development, travel, and periodic Board self-evaluation. Minutes of the Executive Committee shall be submitted to all members of the Board.

Section 2. **Budget and Finance Committee.** The Budget and Finance Committee shall be responsible for the review and study of budget requests; recommending comprehensive budgets; review and study of real estate transactions and matters related to facilities construction and infrastructure maintenance; and submitting such reports and recommendations to the Executive Committee of the Board and/or the full Board, as deemed necessary and appropriate.

Section 3. **Audit Committee.** The Audit Committee shall be responsible for the oversight and integrity of the financial statements and other financial reports; performance of the University's internal and external audit functions; selection of an external auditor; assurance that the University is performing self-assessment of operating risks and evaluations of internal controls on a regular basis; the study and review of all reports and other correspondence from external auditors; and the submission of audit reports and recommendations to the Board of Trustees. The Executive Director of Internal Audit shall be accountable to the Board of Trustees through the Audit Committee, and shall make reports to the Audit Committee as appropriate.

Section 4. **Long-Range Planning Committee.** The Long-Range Planning Committee shall be responsible for long range plan recommendations; review of new and existing academic programs; academic planning and organization; mission statement and statements of role and scope; review of planning for new facilities; and other matters which may be referred to it by the President or the Board.

Section 5. **Health Affairs Committee.** The Health Affairs Committee shall be responsible for providing guidance to and receiving reports from staff and administrative personnel responsible for the University of South Alabama Hospitals and Clinics. It will consider and make recommendations requiring Board action relating to the Hospitals and Clinics and the College of Medicine. In addition to committee members designated as provided in these Bylaws, the committee includes, as non-voting *ex officio* members, the President, the Vice President for Medical Affairs, Dean of the College of Medicine, the President of the Medical Staff of the University of South Alabama Medical Center and the Chief Executive Officer of USA Health.

Section 6. **Academic and Student Affairs Committee.** The Academic and Student Affairs Committee shall be responsible for receiving and reviewing information relevant to issues involving academic affairs and student affairs at the University.

Section 7. **Development, Endowment and Investments Committee.** The Development, Endowment and Investments Committee shall be responsible for establishing policies and guidelines to oversee the University's Development and Alumni Relations programs, invest and manage the University's endowment and other investment funds, and for submitting such reports and recommendations to the Executive Committee of the Board and/or the full Board of Trustees, as deemed necessary and appropriate.

Section 8. **Evaluation and Compensation Committee.** The Evaluation and Compensation Committee shall be responsible for conducting periodic performance reviews of the President and recommending to the Board an appropriate compensation package for the President.

ARTICLE V PRESIDENT AND DUTIES

Appointment of the President of the University as Chief Executive Officer of the Institution. The President shall be selected by the Board of Trustees and serve at the pleasure of the Board but may be removed only by a vote of eight members of the Board. The Board of Trustees is responsible for conducting periodic evaluations of the performance of the President.

The President is the chief educational and administrative officer of the University. Unless excused by the Chair *pro tempore*, he or she shall attend and participate in all meetings of the Board and may make recommendations on matters before the Board. The President does not vote on Board matters. The President shall be responsible for the execution of the policies of the Board and the Executive Committee and performing all those matters necessary to carry out the ends and purposes for which the University was established. The President shall have all authority necessary to conduct the programs of the University, including the authority to award degrees, add officers to the University which he or she deems necessary, delegate authority among subordinates and all other authority which shall, from time to time, be delegated by the Board of Trustees to the President. Prior to appointment of vice presidents, the President shall notify the Board of his or

her intention to appoint such officers to the University. The President reports to the Board on the current operations of the University and directs, coordinates and implements the planning, development and appraisal of all activities of the University of South Alabama.

ARTICLE VI CONFLICT OF INTEREST

Members of the Board of Trustees (“Trustees”) of the University of South Alabama have an affirmative obligation to act at all times in the best interests of the University. This policy serves to define the term “conflict of interest” to assist members of the Board in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the University whenever possible.

Fiduciary duty. Each Trustee has a fiduciary duty to conduct himself or herself without conflict to the interests of the University. When acting within his or her capacity as a Trustee, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the University.

Conflict of interest. A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Trustee’s obligations to the University and his or her personal, business, or other interests. A conflict of interest may arise in any circumstance that may compromise the ability of a Trustee to make unbiased and impartial decisions on behalf of the University. Such circumstances may involve family relationships,¹ business transactions, professional activities, or personal affiliations.

Further, Alabama Code §13A-10-62 (1975) provides:

- (a) A public servant commits the crime of failing to disclose a conflict of interest if he exercises any substantial discretionary function in connection with a government contract, purchase, payment or other pecuniary transaction without advance public disclosure of a known potential conflicting interest in the transaction.

¹Family relationships include spouse, child, grandchild, parent, grandparent, sibling, niece, nephew, aunt, uncle, cousin, in-laws and step relations, as well as any person living in the household of a Trustee.

- (b) A “potential conflicting interest” exists, but is not limited to, when the public servant is a director, president, general manager or similar executive officer, or owns directly or indirectly a substantial portion of any non-governmental entity participating in the transaction.
- (c) Public disclosure includes public announcement or notification to a superior officer or the attorney general.
- (d) Failing to disclose a conflict of interest is a Class A misdemeanor.

Disclosure. The Board of Trustees recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the University. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Trustee shall disclose any and all facts that may be construed as a conflict of interest, both through an annual completion of a Statement of Disclosure, and completion of an amended Statement of Disclosure whenever such actual or potential conflict occurs.

Process. Any actual or potential conflicts which are presented in a Statement of Disclosure or amended Statement of Disclosure will be evaluated for action, as needed, by the Chair *pro tempore* of the Board of Trustees. The Chair *pro tempore*, or Vice Chair if evaluating a possible conflict of the Chair *pro tempore*, of the Board may either handle the evaluation on his or her own or refer it to the Board for further consideration. Additional information from a Trustee may be sought at any time. A Trustee whose potential conflict is under review may not debate, vote, or otherwise participate in the evaluation of the conflict. If a conflict is being evaluated or has been found to exist, the Trustee shall recuse himself or herself from any discussion or voting regarding transactions involving the area of conflict.

Resolution. If it is determined that an actual or potential conflict of interest does exist, an appropriate remedy shall be determined. Such remedy may include, but is not limited to, the following:

- Waive the conflict of interest as unlikely to affect the Trustee’s ability to act in the best interests of the organization.
- Determine that the Trustee should be recused from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest.

Policy regarding Trustees doing business with the University. A conflict of interest exists any time a Trustee seeks to enter into a business relationship with the University. Similar conflicts may arise through family members or through organizations in which a Trustee serves in a leadership, employment, or ownership capacity.

Such conflicts do not necessarily preclude business relationships with the University. The following procedure is designed to resolve conflicts of interest whenever a Trustee or a member of his or her family (see footnote number 1) has an ownership interest in, is a director, officer, or key individual of an entity which intends to enter into a business relationship with the University:

- The Trustee must promptly disclose the intent to enter into a business relationship with the University to the Chair *pro tempore* of the Board of Trustees.
- The Trustee must recuse himself or herself from all deliberation, debate and voting related to the contemplated business relationship.
- The Chair *pro tempore* or the Board, if the issue is referred by the Chair *pro tempore*, must determine without the presence or participation of the Trustee under review that the transaction is fair and in the best interest of the University.
- If the business relationship under consideration is approved, the Trustee may not participate in any process by which his or her performance as a vendor or recipient is evaluated, or in any such evaluation of a related party.

Notwithstanding the foregoing, contracts or proposals for purchases of goods, property, or services will not be awarded to organizations in which a Trustee either:

- 1) holds an interest of ten percent (10%) or greater, or
- 2) serves as a director or senior executive officer,

if a substantial part of the contract or proposal involves the quality of performance (i.e. possibly requiring enforcement of a performance bond or filing suit for non-performance). Also, no Trustee shall advocate or attempt to influence the employment by the University of any member of his or her family.

ARTICLE VII
OFFICIAL CORPORATE SEAL

The official corporate seal of the University of South Alabama shall be circular in form, encircled as follows:



ARTICLE VIII
AMENDMENT OR REPEAL OF BYLAWS

After the adoption of these Bylaws, they may be amended or repealed at any meeting of the Board by eight members of the Board voting in favor of same, but no such action shall be taken unless notice of the substance of such proposed adoption, amendment or repeal was given at a previous meeting or notice in writing of the substance of the proposed change was served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, by unanimous consent of the entire Board, the requirements for such notice may be waived. The Chair *pro tempore* may appoint an ad hoc committee which may meet from time to time to consider Bylaw amendments.

15th Edition, March 15, 2019

Plan for Board Self-Evaluation

The proposed assessment plan covers a 24 month period of time. The upcoming cycle would include:

- Collection of data via survey in March/April 2019
- Preparation of a summary of data in May 2019
- Review of summary by Trustees in May/June 2019
- Discussion of summary by Trustees at a retreat in June or July to include discussing whether the data/information is useful in establishing new goals and/or outcomes 2019
- Preparation of a summary of Trustees' discussion including any goals or outcomes in August 2019
- Development of responses to any identified goals or outcomes (e.g., an action plan and/or specific committee work plans), to achieve goals or outcomes in September 2019
- Work on action plans/committee work September 2019 through March 2021
- Collection of data/information in March/April 2021
- Preparation of a summary of data in May 2021
- Review of summary by Trustees in May/June 2021
- Discussion of summary by Trustees in June/July 2021 to include discussion of Board's advancement and progress on previously establish goals and/or outcomes.

Primary data collection includes:

For each board responsibility, survey Trustees perceptions of the degree to which each Trustee feels the board is meeting its responsibilities. (See attachment A)

For each Trustee expectation, survey Trustees perceptions of the extent to which each Trustee feels he or she is meeting the expectations of a Trustee. (See attachment B)

Secondary data collection includes:

- Documents, policies, and other materials that demonstrate the Board has met its responsibilities and expectations (e.g., Board review and approval of the mission).

Responsibilities of the Board

Below are 7 categories (Bobowick & Schwartz, 2018) of Board responsibilities which may be evaluated by the Board.

1. Mission and Strategy
 - a. Review and approve the mission
 - b. Charge the president with the task of leading a strategic planning process, participate in the process, approve the strategic plan, and monitor its progress.
2. Leadership and Shared Governance
 - a. Maintain an effective working relationship with president
3. Institutional Sustainability
 - a. Exercise fiduciary oversight to include financial stability, audits, budget, etc.
4. Quality of Educational Experience
 - a. Oversee the performance of the institution in meeting academic goals
5. Board Performance
 - a. Select and regularly evaluate the president
 - b. Define and address potential conflict of interest
 - c. Protect institution from undue influence from external persons/bodies
6. Board Priorities
 - a. Focus on issues of strategic importance to the institution
7. Governance Policies and Practices
 - a. Ensure the currency of board governance policies and practices
 - b. Establish and maintain a clear distinction between governance/policy making and administration
 - c. Have appropriate processes for dismissal of board members

Expectations of Trustees

Below are 8 expectations of Trustees, which may be evaluated by the board, developed from a review of statements of Trustee expectations at other universities and from the AGB.

1. Be an informed, active participant in all meetings
2. Adhere to high ethical standards (conflict of interest, confidentiality, filing of disclosure statements, etc.)
3. Demonstrate understanding of the difference between governance and administration
4. Learn how the institution functions particularly as related to committee assignment
5. Commit to serving the institution as a whole not one unit, cause, or project
6. Support the philanthropic efforts of the institution
7. Use expertise and/or personal networks to help advance the institution
8. Be an engaged participant in all board training and/or professional development

Reference

Bobowick, Marla J., and Merrill P. Scharz. *Assessing Board Performance: A Practical Guide for College, University, System, and Foundation Boards*. AGB Press, 2018.

Attachment A

Assessment of Board Responsibilities

21 survey items to assess a Board member's agreement about the extent to which the Board is meeting its responsibilities.

14 items are Likert-scale items to be answered using a scale of agreement (Strongly Disagree, Disagree, Unsure, Agree, Strongly Agree).

7 items will be open ended response items.

Item # Mission and Strategic Direction

- 1 The Board participates in developing the University's Strategic Plan.
- 2 The Board periodically monitors the University's current strategic plan.
- 3 The Board makes connections between its work and the strategic direction of the University.
- 4 The Board reviews the extent to which the University is achieving the goals set out in the institution's strategic plan.
- 5 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses with regard to its role in guiding the mission and strategic direction of the University.

Governance

- 6 Trustees understand the Board's governance responsibilities.
- 7 Trustees distinguish between matters of governance and matters of administration.
- 8 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses with regard to governance of the University.

Fiduciary Responsibility

- 9 The Board receives adequate information to make informed financial decisions.
- 10 The Board monitors the financial health of the institution.

Attachment A

- 11 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses with regard to meeting its fiduciary responsibilities.

CEO

- 12 The Board conducts an effective evaluation of the President.

- 13 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses with regard to conducting an effective evaluation of the CEO.

Board Functioning/Logistics

- 14 The agenda for Board meetings is well planned.

- 15 The Board cultivates an environment where conflicts of interest can be effectively managed.

- 16 The Board cultivates an environment where ethical concerns can be addressed.

- 17 The Board cultivates an environment where external influences can be addressed.

- 18 The current Board membership has members with the expertise and skills needed to effectively meet its responsibilities.

- 19 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses related to Board functioning or the logistics of Board meetings.

Other

- 20 (OPEN ENDED RESPONSE ITEM) If you like, please make any additional comments about the Board's strengths and/or weaknesses that you would like the Board to consider as part of its self-evaluation.

- 21 (OPEN ENDED RESPONSES ITEM) Are there policies, areas of the Board's work, or Board actions about which you would like more information?

Attachment B

Assessment of Board Member Expectations

10 survey items to assess Trustees' agreement about the extent to which they meet Trustee expectations using a Liker-scale of (Strongly Disagree, Disagree, Neither Disagree or Agree, Agree, Strongly Agree).

1 open ended response item.

Item # Item

- 1 I am knowledgeable about the ethical standards to which I am expected to adhere.
- 2 I am an engaged participant in all Board training and/or professional development.
- 3 I am an informed participant in all meetings.
- 4 I am an active participant in all meetings.
- 5 I am committed to serving the institution as a whole not one unit, cause, or project.
- 6 I can articulate the difference between governance and administration.
- 7 I can articulate examples of Board governance.
- 8 I am knowledgeable about the institution and its functions as related to my committee assignment(s).
- 9 I support the philanthropic efforts of the institution.
- 10 I use my expertise and/or personal networks to help advance the institution.
- 11 (OPEN ENDED RESPONSE ITEM) Please share any additional thoughts you have about Trustee expectations or any needs for Trustee professional development.

COMMITTEE MINUTES

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

AUDIT COMMITTEE

**March 15, 2019
9:30 a.m.**

A meeting of the Audit Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Jimmy Shumock, Chair, on Friday, March 15, 2019, at 9:34 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Alexis Atkins, Ron Graham, Ron Jenkins and Jimmy Shumock.

Member Absent: Scott Charlton.

Other Trustees: Chandra Brown Stewart, Tom Corcoran, Steve Furr, Arlene Mitchell, Lenus Perkins, Ken Simon, Steve Stokes, Margie Tuckson, Mike Windom and Jim Yance.


Administration and Others: Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

The meeting came to order and the attendance roll was called. Mr. Shumock called for consideration of the minutes of the meeting held on December 6, 2018. On motion by Ms. Atkins, seconded by Capt. Jenkins, the Committee voted unanimously to adopt the minutes.

Mr. Shumock called on Mr. Weldon to discuss the KPMG report on the intercollegiate athletics department for the year ended September 30, 2018, **ITEM 6**. Mr. Weldon stated this annual report, a requirement of the National Collegiate Athletics Association (NCAA) bylaws, addressed compliance with agreed-upon procedures of the NCAA. He said the report did not contain significant exceptions.

There being no further business, the meeting was adjourned at 9:36 a.m.

Respectfully submitted:



James H. Shumock, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

DEVELOPMENT, ENDOWMENT AND INVESTMENTS COMMITTEE

March 15, 2019

9:36 a.m.

A meeting of the Development, Endowment and Investments Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Jim Yance, Chair, on Friday, March 15, 2019, at 9:36 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Chandra Brown Stewart, Tom Corcoran, Ron Jenkins, Steve Stokes, Margie Tuckson, Mike Windom and Jim Yance.

Other Trustees: Alexis Atkins, Steve Furr, Ron Graham, Arlene Mitchell, Lenus Perkins, Jimmy Shumock and Ken Simon.

Administration and Others: Terry Albano, Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), Norman Pitman, John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

The meeting came to order and the attendance roll was called. Mr. Yance called for adoption of the revised agenda. On motion by Dr. Stokes, seconded by Ms. Tuckson, the revised agenda was adopted unanimously. Mr. Yance called for consideration of the minutes of the meeting held on December 6, 2018. On motion by Mr. Windom, seconded by Mr. Corcoran, the Committee voted unanimously to adopt the minutes.

Mr. Yance called on Mr. Albano and Mr. Pitman to present endowment and investment performance for the 2019 fiscal year through February 28, **ITEM 7**. Mr. Albano reported that the investment return of -1.86 percent underperformed the relative index of -1.02 percent by 84 basis points. Mr. Pitman shared market insight in context with manager performance. Mr. Albano reviewed asset allocation and advised of an annualized performance since inception of 5.19 percent vs. the index of 4.33 percent, an outperformance by 86 basis points. He stated the Committee would receive updates on fundraising and investment progress related to the Hancock Whitney partnership.

Mr. Yance asked Ms. Sullivan to discuss **ITEM 7.A**, a resolution authorizing adoption of a revised *Building and Program Naming Guidelines and Minimum Gift Levels for Named Endowments Policy* (to view approved resolutions, policies and other authorizations, refer to the minutes of the Board of Trustees meeting held on March 15, 2019). Ms. Sullivan explained that language pertaining to authority to name buildings, streets and portions of facilities was modified slightly to more accurately reflect the intent of the guidelines. On motion by Dr. Stokes, seconded by Mr. Corcoran, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.


As to **ITEM 8**, a resolution recognizing USA alumnus Mr. Bill Burnsed for a significant gift to the College of Engineering and authorizing the naming of the *William B. Burnsed, Jr., Department of Mechanical Engineering*, Ms. Sullivan shared background details on Mr. Burnsed and his contributions to the University. On motion by Dr. Stokes, seconded by Mr. Corcoran, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Ms. Sullivan introduced **ITEM 8.A**, a resolution conveying gratitude to Mr. Abe Mitchell for his longstanding leadership and philanthropic support benefitting the University of South Alabama and authorizing the football field at Hancock Whitney Stadium be named *Abraham A. Mitchell Field*. Ms. Sullivan advised that Mr. Mitchell's recent \$5 million gift would help fund construction of Hancock Whitney Stadium and be used as a challenge match to attract additional giving. On motion by Mr. Windom, seconded by Capt. Jenkins, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Mr. Yance called for an update on the activities of the Division of Development and Alumni Relations, **ITEM 9**. Ms. Sullivan reported approximately \$8.2 million raised for the Upward & Onward Campaign in fiscal year 2019 through March 11, and approximately \$132 million secured throughout the campaign. She stated 10,820 new donors had been identified since inception of the campaign in 2013; \$86 million had been committed to endowments supporting students and faculty; and the recent South Fund employee drive closed with a 60 percent participation rate. Concerning the second annual USA Giving Day held February 14, she reported \$314,390 raised by 1,048 donors, constituting a 9.5 percent increase in donor participation and a 65 percent increase in online gifts. Dr. Stokes, Campaign Co-Chair, said the campaign was progressing ahead of schedule and he credited the Development team for the positive momentum. He said Mr. Mitchell's gift advanced the campaign to 92 percent of the \$150 million campaign goal achieved. He mentioned the possibility of Blue Cross and Blue Shield of Alabama expanding scholarships for medical students interested in serving rural areas. He encouraged the South Alabama community to remain engaged and contact the Development staff about potential donors.

There being no further business, the meeting was adjourned at 9:50 a.m.

Respectfully submitted:



James A. Yance, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

HEALTH AFFAIRS COMMITTEE

**March 15, 2019
9:50 a.m.**

A meeting of the Health Affairs Committee of the University of South Alabama Board of Trustees was duly convened by Dr. Steve Furr, Chair, on Friday, March 15, 2019, at 9:50 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Alexis Atkins, Chandra Brown Stewart, Steve Furr, Arlene Mitchell and Steve Stokes.

Member Absent: Scott Charlton.

Other Trustees: Tom Corcoran, Ron Graham, Ron Jenkins, Lenus Perkins, Jimmy Shumock, Ken Simon, Margie Tuckson, Mike Windom and Jim Yance.

Administration and Others: Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.


The meeting came to order and the attendance roll was called. Dr. Furr called for consideration of the minutes of the meeting held on December 6, 2018. On motion by Dr. Stokes, seconded by Ms. Atkins, the Committee voted unanimously to adopt the minutes.

Dr. Furr called on Mr. Bailey to report on the activities of USA Health and the College of Medicine (COM), **ITEM 10**. Mr. Bailey noted that Match Day for medical students was occurring simultaneous to the meeting. On Dr. Marymont's behalf, he gave an update on the LCME's (Liaison Committee on Medical Education) review of the COM program, advising that notification of full accreditation was received in February. He talked about the importance of LCME accreditation; described the exhaustive preparation process, for which he credited Department of Medical Education Professor Dr. Susan LeDoux for her leadership role; and shared that the LCME team was complimentary of the South's program and had issued only minor recommendations. It was noted that the accreditation reviews take place every eight years.

Mr. Bailey provided information about a new residency program in emergency medicine. He said the three-year program, which took two years to develop, was approved in January to begin in July with a class of six students. He added the program would address a significant lack of available emergency physicians in the state and noted that, with an enrollment of 18 students in three-years' time, Alabama's emergency room physicians in training would increase by 60 percent. He acknowledged Department of Emergency Medicine Chair Dr. Ed Panacek and his team for their efforts and advised that 400 applications had been received over a four-week period – a demonstration of the high demand for emergency physician training.

There being no further business, the meeting was adjourned at 9:55 a.m.

Respectfully submitted:



Steven P. Furr, M.D., Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

ACADEMIC AND STUDENT AFFAIRS COMMITTEE

March 15, 2019

9:55 a.m.

A meeting of the Academic and Student Affairs Committee of the University of South Alabama Board of Trustees was duly convened by Dr. Steve Furr, Vice Chair, on Friday, March 15, 2019, at 9:55 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Alexis Atkins, Steve Furr, Ron Graham, Lenus Perkins, Margie Tuckson and Mike Windom.

Member Absent: Scott Charlton.

Other Trustees: Chandra Brown Stewart, Tom Corcoran, Ron Jenkins, Arlene Mitchell, Jimmy Shumock, Ken Simon, Steve Stokes and Jim Yance.

Administration and Others: Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), Matthew Reichert, John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

The meeting came to order and the attendance roll was called. Dr. Furr called for adoption of the revised agenda. On motion by Mr. Windom, seconded by Mr. Graham, the revised agenda was adopted unanimously.


Dr. Furr called on Ms. Chronister, who announced the appointment of Dr. Matthew Reichert as Assistant Vice President for Research subsequent to a national search. Dr. Reichert talked about his new role and the advancement of the University's research program. Chairman Simon presented a plaque to Dr. Reichert in recognition of his service as Faculty Senate President for most of the 2018-2019 academic year. He said Dr. VandeWaa would assume her former position as Faculty Senate President for the remainder of the academic year.

Dr. Furr asked Dr. Johnson to address **ITEM 11**, a resolution authorizing resident tuition as set forth (to view approved resolutions, policies and other authorizations, refer to the minutes of the Board of Trustees meeting held on March 15, 2019). Dr. Johnson explained the recommendation to revise the tuition policy such that domestic, out-of-state students who receive scholarships for qualifying academic achievement might be classified as resident students for tuition purposes. He noted the recommendation was consistent with Alabama statute and other institutions had adopted similar tuition plans. He outlined the implications, such as improved recruitment rates, growth of the pool of high-achieving students, and a positive economic impact for the state. He conveyed confidence that, within two years, the University would be able to recruit the 90 additional out-of-state students needed to offset the revenue differential. On motion by Mr. Perkins, seconded by Mr. Windom, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Dr. Furr called for consideration of the minutes of the meeting held on December 6, 2018. On motion by Mr. Windom, seconded by Mr. Perkins, the Committee voted unanimously to adopt the minutes.


There being no further business, the meeting was adjourned at 10:06 a.m.

Respectfully submitted:



Steven P. Furr, M.D., Vice Chair

on behalf of:



Scott A. Charlton, M.D., Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

BUDGET AND FINANCE COMMITTEE

**March 15, 2019
10:06 a.m.**

A meeting of the Budget and Finance Committee of the University of South Alabama Board of Trustees was duly convened by Mr. Tom Corcoran, Chair, on Friday, March 15, 2019, at 10:06 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Tom Corcoran, Ron Graham, Arlene Mitchell, Lenus Perkins, Steve Stokes and Jim Yance.

Other Trustees: Alexis Atkins, Chandra Brown Stewart, Steve Furr, Ron Jenkins, Jimmy Shumock, Ken Simon, Margie Tuckson and Mike Windom.

Administration and Others: Terry Albano, Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

The meeting came to order and the attendance roll was called. Mr. Corcoran called for consideration of the minutes of the meeting held on December 6, 2018. On motion by Mr. Perkins, seconded by Dr. Stokes, the Committee voted unanimously to adopt the minutes.

Mr. Corcoran called on Mr. Weldon to address the quarterly financial statements for the three months ended December 31, 2018, **ITEM 13**. Mr. Weldon reported an increase in net position of approximately \$200,000 as compared to that of approximately \$15 million at the end of 2017. He said the primary factors for this difference were an approximate \$11.5 million market downturn and the three percent salary supplement totaling approximately \$9 million that was approved by the Board in September 2018, and was paid and recognized in December.

Mr. Corcoran asked Mr. Weldon for a report on the Series 2019 bond issue, the proceeds of which were for funding the construction of Hancock Whitney Stadium, **ITEM 14**. Mr. Weldon talked about the complexity of a bond issue with taxable and tax exempt series bonds and he credited Mr. Albano and Mr. Davis for a successful bond sale. Mr. Albano discussed highlights of the bond issue, noting a bond closing on February 7; \$71.8 million raised; a 30-year bond maturity with a 4.17 percent interest rate; and an annual debt service of approximately \$4.2 million.

Mr. Albano presented **ITEM 15**, a resolution ratifying and affirming the placement of the initial capitalized interest depository account for the Series 2019 stadium bond issue with Hancock Whitney Bank (to view approved resolutions, policies and other authorizations, refer to the minutes of the Board of Trustees meeting held on March 15, 2019). He noted that the Board approved bond parameters in December 2018 specifying The Bank of New York as an initial depository and said its replacement was due to the new relationship with Hancock Whitney Bank. On motion by Ms. Mitchell, seconded by Mr. Graham, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

There being no further business, the meeting was adjourned at 10:12 a.m.

Respectfully submitted:



E. Thomas Corcoran, Chair

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

EXECUTIVE COMMITTEE

March 15, 2019

10:12 a.m.

A meeting of the Executive Committee of the University of South Alabama Board of Trustees was duly convened by The Honorable Ken Simon, Chair *pro tempore*, on Friday, March 15, 2019, at 10:12 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Chandra Brown Stewart, Tom Corcoran, Steve Furr, Arlene Mitchell, Jimmy Shumock, Ken Simon and Jim Yance.

Other Trustees: Alexis Atkins, Ron Graham, Ron Jenkins, Lenus Perkins, Steve Stokes, Margie Tuckson and Mike Windom.

Administration and others: Owen Bailey, Robert Berry, Lynne Chronister, Angela Coleman, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

The meeting came to order and the attendance roll was called. Chairman Simon called for consideration of the minutes of the meeting held on January 29, 2019. On motion by Mr. Shumock, seconded by Mr. Corcoran, the Committee voted unanimously to adopt the minutes.

Chairman Simon shared background on recent work by the Committee to develop a board self-evaluation plan, thereby fulfilling a SACSCOC (Southern Association of Colleges and Schools Commission on Colleges) standard. Relative to this charge, he called for presentation of **ITEM 16**, a resolution to adopt amended bylaws of the Board of Trustees (to view approved resolutions, policies and other authorizations, refer to the minutes of the Board of Trustees meeting held on March 15, 2019.) Associate Vice President for Institutional Effectiveness Dr. Angela Coleman pinpointed the language added to the bylaws that clarified the Board's responsibility to conduct periodic self-evaluation. On motion by Mr. Corcoran, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Chairman Simon called on Dr. Coleman to discuss **ITEM 17**, a resolution authorizing a plan for conducting periodic Board self-evaluation. Dr. Coleman provided an overview of the plan, which outlined a 24-month evaluation cycle; two surveys that address overall board function and responsibilities, as well as individual trustee expectations; and Board member participation in a retreat to consider survey outcomes and potential action. She stated the proposed plan exemplified nationwide best practices and suggested prompt implementation to assure sufficient evidence of having met the SACSCOC standard by the time South submits for its decennial accreditation review in the fall of 2022. On motion by Mr. Corcoran, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Executive Committee
March 15, 2019
Page 2

As to a separate compliance matter, Provost Johnson shared information on an accountability initiative impacting state-supported educational services, under which a proposed plan for the higher-education sector would require new members of boards to receive professional development training. President Waldrop recognized Provost Johnson for his role in helping to develop the plan for Alabama higher education.

There being no further business, the meeting was adjourned at 10:23 a.m.

Respectfully submitted:

A handwritten signature in black ink, appearing to read "Kenneth O. Simon", written over a horizontal line.

Kenneth O. Simon, Chair *pro tempore*

**UNIVERSITY OF SOUTH ALABAMA
BOARD OF TRUSTEES**

COMMITTEE OF THE WHOLE

March 15, 2019

10:23 a.m.

A meeting of the Committee of the Whole of the University of South Alabama Board of Trustees was duly convened by The Honorable Ken Simon, Chair *pro tempore*, on Friday, March 15, 2019, at 10:23 a.m. in the Board Room of the Frederick P. Whiddon Administration Building.

Members Present: Alexis Atkins, Chandra Brown Stewart, Tom Corcoran, Steve Furr, Ron Graham, Ron Jenkins, Arlene Mitchell, Lenus Perkins, Jimmy Shumock, Ken Simon, Steve Stokes, Margie Tuckson, Mike Windom and Jim Yance.

Members Absent: Scott Charlton and Kay Ivey.

Administration and Others: Owen Bailey, Robert Berry, Lynne Chronister, Joel Erdmann, Monica Ezell, Mike Haskins, David Johnson, Nick Lawkis, Mike Mitchell, Grace Newcombe (SGA), John Smith, Margaret Sullivan, Jean Tucker, Elizabeth VandeWaa (Faculty Senate), Tony Waldrop and Scott Weldon.

Following an update from Dr. Erdmann on the men's and women's basketball teams competing in the Sun Belt Conference tournament and on progress with stadium construction, the meeting came to order and the attendance roll was called. Chairman Simon called on President Waldrop for introduction of **ITEM 18**, a resolution extending appreciation to retired Executive Director of Governmental Relations Mr. William J. "Happy" Fulford III for his extensive contributions to the University of South Alabama (to view copies of approved resolutions, policies and other authorizations, refer to the minutes of the March 15, 2019, meeting of the Board of Trustees). President Waldrop talked about the positions Mr. Fulford held over a career spanning almost 38 years and stated Mr. Fulford was deserving of this recognition. On motion by Mr. Yance, seconded by Mr. Shumock, the Committee voted unanimously to recommend approval of the resolution by the Board of Trustees.

Chairman Simon called for consideration of the minutes of meeting held on December 6, 2018. On motion by Mr. Windom, seconded by Mr. Shumock, the minutes were approved unanimously.

In accordance with the provisions of the Alabama Open Meetings Act, Chairman Simon made a motion to convene an executive session for an anticipated duration of 30 minutes for the purpose of discussing good name and character, and pending or imminent litigation. He stated Ms. Tucker, Senior University Attorney, had submitted the required written declaration for the minutes. Mr. Yance seconded and the Committee voted unanimously at 10:28 a.m. to convene an executive session following a brief recess, as recorded below:

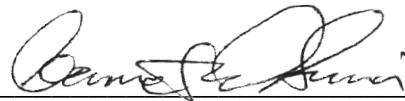
AYES:
Ms. Atkins
Ms. Brown Stewart
Mr. Corcoran

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Dr. Furr
Mr. Graham
Capt. Jenkins
Ms. Mitchell
Mr. Perkins
Mr. Shumock
Chairman Simon
Dr. Stokes
Ms. Tuckson
Mr. Windom
Mr. Yance

Following the executive session and there being no further business, the meeting was adjourned at 11:16 a.m.

Respectfully submitted:

A handwritten signature in black ink, appearing to read "Kenneth O. Simon", written over a horizontal line.

Kenneth O. Simon, Chair *pro tempore*

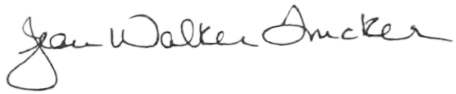
APPENDIX A

Executive Session

University of South Alabama Board of Trustees Committee of the Whole meeting March 15, 2019.

The purpose of the executive session for the above-referenced meeting is to discuss good name and character and pending or imminent litigation.

This written declaration is submitted pursuant to the requirements of the Alabama Open Meetings Act by Jean Walker Tucker, ASB number 9400K72J.

A handwritten signature in cursive script that reads "Jean Walker Tucker". The signature is written in black ink on a white background.