University of Louisville
Board of Trustees and
Research Foundation Board of Directors

Schedule of Meetings

April 23, 2020

Virtual Meeting
Click here to view the live stream

1:00 p.m. Governance, Trusteeship, and Nominating Committee
Black, Brinkman, Nixon, Rogers, Wallace-Boaz

1:05 p.m. Finance Committee
Medley, Brinkman, Burse, Noble, Wallace-Boaz

1:35 p.m. Academic and Student Affairs Committee
Burse, Black, Frazier, Noble, Wallace-Boaz, Wright

2:00 p.m. UofL Research Foundation, Inc. Board of Directors

2:05 p.m. Board of Trustees

All meetings will run consecutively.
MEETING OF THE
GOVERNANCE, TRUSTEESHIP, AND NOMINATING COMMITTEE
OF THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
AND RESEARCH FOUNDATION, INC. BOARD OF DIRECTORS

1:00 p.m., April 23, 2020

Virtual Meeting
Click here to view the live stream

In Open Session

I. Call to Order
   • Approval of Minutes, 10-24-2019

II. Action Item: Election of ULRF 2020-2021 Officers

III. Information Items:
   • BOT Self-evaluation Survey
   • Presidential Evaluation

IV. Adjournment

Committee Members
Bonita Black, Chair
Scott Brinkman
Mary Nixon
James Rogers
Krista Wallace-Boaz
MINUTES OF THE MEETING OF THE
GOVERNANCE, TRUSTEESHIP, AND NOMINATING COMMITTEE
OF THE UofL RESEARCH FOUNDATION, INC., BOARD OF DIRECTORS
AND BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE

October 24, 2019

In Open Session

Members of the Governance, Trusteeship, and Nominating Committee of the University of Louisville Board of Trustees and UofL Research Foundation, Inc., Board of Directors met at 2:21 p.m. on October 24, 2019, in the atrium of the Arts and Sciences Rowan Building at 1606 Rowan Street, Louisville, KY 40203, with members present and absent as follows:

Present: Ms. Bonita Black, Chair
Ms. Mary Nixon
Mr. James Rogers
Prof. Krista Wallace-Boaz

Other Trustees
Present: Dr. Raymond Burse
Ms. Sandra Frazier (via videoconference)
Mr. David Grissom
Ms. Diane Medley
Mr. Jasper Noble
Mr. John Smith
Dr. Ron Wright

From the University: Dr. Neeli Bendapudi, President
Dr. Beth Boehm, Executive Vice President and University Provost
Dr. Robert Keynton, Executive Vice President for Research and Innovation
Mr. Dan Durbin, Vice President for Finance and CFO
Mr. Vince Tyra, Vice President for Athletics and Athletic Director
Ms. Amy Shoemaker, Deputy General Counsel and Assoc. Athletic Director
Mr. Thomas Hoy, General Counsel
Ms. Shannon Rickett, Assistant Vice President for Government Relations
Ms. Sandy Russell, Assistant Vice President for Risk and Compliance
Mr. Mark Watkins, Sr. Assoc. Vice President for Operations
Dr. Toni Ganzel, Executive Dean, School of Medicine
Mr. John Drees, Sr. Associate Vice President for Communications & Marketing
Mr. John Karman, Director of Media Relations, Communications & Marketing
Dr. Faye Jones, Sr. Associate Vice President for Diversity and Equity
Dr. Michael Mardis, Dean of Students & Vice Provost for Student Affairs
Mr. Jeff Spoelker, Associate Athletic Director for Finance
Dr. Pat Ivey, Assoc. Athletic Director for Student Athlete Health & Performance
Mr. Walter Newell, Treasurer/Controller
Ms. Kim Noltemeyer, Sr. Unit Business Manager, Planning, Design & Constr.
Ms. Beverly Santamouris, Director of Accounting and Reporting
I. Call to Order

Having determined a quorum present, Chair Black called the meeting to order at 2:21 p.m.

Approval of Minutes, 9-26-2019

Ms. Nixon made a motion, which Mr. Rogers seconded, to approve the minutes of the September 26, 2019 meeting. The motion passed.

II. Executive Session

Ms. Nixon made a motion, which Prof. Wallace-Boaz seconded, to recess to executive session to discuss a specific business proposal, pursuant to KRS 61.810(1)(g).

The motion passed and the committee recessed at 2:22 p.m.

III. Open Meeting Reconvenes

Chair Black reconvened the open meeting at 4:17 p.m. and stated the committee discussed a specific business proposal. No action was taken.

IV. Adjournment

Having no other business to come before the committee, Ms. Nixon made a motion, which Mr. Rogers seconded, to adjourn.

The motion passed and the meeting adjourned at 4:18 p.m.

Approved by:
RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.
BOARD OF DIRECTORS REGARDING THE
ELECTION OF OFFICERS FOR 2020-2021

Governance, Trusteeship, and Nominating Committee – April 23, 2020
Board of Directors – April 23, 2020

RECOMMENDATION:

The Governance, Trusteeship, and Nominating Committee recommends the following for
election:

Slate of Officers for 2020-2021:

<table>
<thead>
<tr>
<th>Role</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair</td>
<td>James Rogers</td>
</tr>
<tr>
<td>Vice Chair</td>
<td>Sandra Frazier</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Diane Medley</td>
</tr>
<tr>
<td>Secretary</td>
<td>John Chilton</td>
</tr>
<tr>
<td>Assistant Secretary</td>
<td>Jake Beamer</td>
</tr>
</tbody>
</table>

BACKGROUND:

Per the ULRF bylaws, the Chair, Vice Chair, Secretary, Treasurer, and other officers
shall be elected annually by the Board of Directors.

COMMITTEE ACTION: Passed

BOARD ACTION: Passed

Click to return to:

Schedule   Governance   Finance   Academic & Student Affairs   ULRF   BOT
MEETING OF THE FINANCE COMMITTEE 
OF THE UNIVERSITY OF LOUISVILLE 
BOARD OF TRUSTEES 
1:05 p.m., April 23, 2020 
Virtual Meeting 
Click here to view the live stream 
In Open Session 

I. Call to Order Medley 
   • Approval of Minutes, 12-12-2019 

II. Action Items Regarding Quasi-endowments Shafer 
    • Liquidation of Loren Plunkett Endowed Scholarship Fund 
    • Creation of College of Business Emergency Grant Fund 
    • Creation of SPHIS Alumni Scholarship Fund 

III. Action Items Regarding Capital Improvements Durbin/Watkins 
    • Renovations at The Ville Grill 
    • Financing of Two Projects 
      • Speed School HVAC 
      • Research Resource Center Air-handlers 

IV. Action Item: Renewal of Line of Credit Durbin 

V. Action Item: Approval of Amendment to 403(b) Retirement Plan Durbin/Miles 

VI. Information Items: Durbin 
    • Financial Update (see BOT agenda, item II.) 

VII. Adjournment Medley 

Committee Members 
Diane Medley, Chair 
Scott Brinkman 
Raymond Burse 
Jasper Noble 
Krista Wallace-Boaz
Members of the Finance Committee of the University of Louisville Board of Trustees met at 1:00 p.m. on December 12, 2019, in the Jefferson Room of Grawemeyer Hall, with members present and absent as follows:

Present: Ms. Diane Medley, Chair  
Mr. Scott Brinkman  
Dr. Raymond Burse  
Mr. Jasper Noble  
Prof. Krista Wallace-Boaz  

Other Trustees  
Present: Ms. Bonita Black  
Mr. Randy Bufford  
Mr. John Chilton  
Ms. Sandra Frazier  
Ms. Mary Nixon  
Mr. James Rogers  
Mr. John Smith  
Dr. Ron Wright  

From the University: Dr. Neeli Bendapudi, President  
Dr. Beth Boehm, Executive Vice President and University Provost  
Dr. Robert Keynton, Interim Executive Vice President for Research & Innovation  
Mr. Dan Durbin, Vice President for Finance and CFO  
Mr. Thomas Hoy, General Counsel  
Mr. Ralph Fitzpatrick, Vice President for Community Engagement  
Mr. Vince Tyra, Vice President for Athletics and Athletic Director  
Ms. Amy Shoemaker, Deputy General Counsel & Assoc. AD for Administration  
Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing  
Dr. Faye Jones, Sr. Assoc. Vice President for Diversity and Inclusion  
Mr. Mark Watkins, Sr. Associate Vice President for Operations  
Ms. Mary Elizabeth Miles, Associate Vice President for Human Resources  
Ms. Sandy Russell, Assistant Vice President for Enterprise Risk and Compliance  
Ms. Shannon Rickett, Assistant Vice President for Government Relations  
Mr. Rick Graycarek, Assistant Vice President for Budget and Financial Planning  
Mr. Jim Begany, Vice Provost for Enrollment Management and Student Success  
Mr. John Karman, Director of Media Relations, Communications & Marketing
I. Call to Order

Having determined a quorum present, Chair Medley called the meeting to order at 1:00 p.m.

Approval of Minutes, 10-24-2019

Dr. Burse made a motion, which Prof. Wallace-Boaz seconded, to approve the minutes of the October 24, 2019 meeting. The motion passed.

II. Action Item: Approval of Bond Refinancing

Mr. Durbin briefed committee members on a bond refinancing opportunity using the attached presentation.

He then fielded questions from the committee.

Mr. Noble made a motion, which Prof. Wallace-Boaz seconded, to approve the

President’s recommendation that the Board of Trustees approve the resolution concerning a bond refinancing opportunity, as attached.
The motion passed.

III. **Student Housing Update**

Drs. Mardis and Hardy provided a campus housing update using the attached presentation highlighting why student housing is important, the university’s current inventory and plan, how to meet student demand and expectations, and risk and mitigation strategies.

**Action Item: Borrowing Authorization**

Mr. Durbin presented a recommendation to authorize university leadership to issue up to $87 million in debt (bonds) for the construction of student housing with an expected construction cost of $84.685 million.

He then fielded questions from committee members.

Dr. Burse made a motion, which Mr. Noble seconded, to approve the

**President’s recommendation that the Board of Trustees approve the resolution concerning a bond authorization to finance campus housing, as attached.**

The motion passed.

IV. **Action Item: New UofL Foundation Investment Manager**

Mr. Sherman briefed the committee on a list of investment advisors from which the Foundation will select and hire an investment management firm.

He noted the Investment Committee of the Foundation’s Board of Directors created the list based on the following factors, among others: reputation, assets under management, and experience with institutions similar to the University of Louisville.

Mr. Noble made a motion, which Prof. Wallace-Boaz seconded, to approve the

**President’s recommendation that the Board of Trustees approve the following list of investment advisors from which the Foundation will select and hire an investment management firm, pursuant to section 1(f) of the Management Representation and Indemnity Agreement dated December 14, 2017 between the Foundation and the University:**

- Cambridge Associates (125 High Street, Boston, MA 02110)
- Fund Evaluation Group (FEG) (201 East Fifth Street, Suite 1600, Cincinnati, OH 45202)
• Prime Buchholz (273 Corporate Drive, Suite 250, Portsmouth, NH 03801)
• SEI (1 Freedom Valley Drove, Oaks, PA 19456)
• CommonFund (15 Old Danbury Road, Wilton, CT 06897)
• Hirtle Callaghan (300 Barr Harbor Drive, 5th Floor, West Conshohocken, PA 19428)
• Russell Investments (1095 Avenue of the Americas, 14th Floor, New York, NY 10036)
• Northern Trust (50 South LaSalle Street, Chicago, IL 60603)

The motion passed.

V. **Action Items: Construction Projects at Cardinal Stadium**

Athletic Directors Tyra and Spoelker briefed committee members on recommendations to progress two projects at Cardinal Stadium.

**Wi-Fi Capabilities Upgrade**

Since the opening of Cardinal Stadium in 1998, public Wi-Fi access has not been widely available to fans while attending football games. Very limited Wi-Fi has been installed and modified over the years in very select locations within the stadium. These locations are not suitable for the high number of fans in attendance. With the switch to mobile ticketing in 2021, increased demand for in-game streaming, use of 5G ticket scanners at the stadium entry gates, and the ability for fans to download tickets prior to entering the stadium, a full stadium Wi-Fi system needs to be designed and installed to improve the fan experience.

This project is included in the Six-Year Capital Plan approved by the Board of Trustees on October 24, 2019.

**Fan Zone**

Athletics would like to construct a fan engagement area in the parking lot south of Cardinal Stadium to focus on improving the overall gameday experience for fans.

A portion of the parking lot would be allocated for the “Fanzone.” The main focus of the Fanzone is to create an interactive area that fans of all ages could visit pre and post-game.

Cost estimates for the project are being compiled but the project will not exceed $1 million. Sources of funding include private donations and sponsorships. The space will provide opportunities for additional operating income during the year.

Messrs. Tyra and Spoelker then fielded questions from the committee.

Dr. Burse made a motion, which Mr. Brinkman seconded, to approve the
Athletic Director’s recommendation that the Board of Directors approve the allocation of funds to upgrade the Wi-Fi capabilities at Cardinal Stadium; and the

Athletic Director’s recommendation that the Board of Directors approve the construction of a “Fanzone” at Cardinal Stadium.

The motion passed.

VI. Information Items

Financial Update

Using the attached presentations, Mr. Durbin provided information updates on accrual-based revenues and expenditures comparisons to prior year activity through September 30, 2019, a cash-based year to day budget status through October 31, 2019, and the university’s cash position through October 31, 2019.

Chair Medley thanked Mr. Durbin for his update.

UofL Health Update

Mr. Miller provided a UofL Health update using the attached presentation. He then fielded questions from the committee.

Quarterly Foundation Update

Mr. Sherman provided a UofL Foundation financial update using the attached documents. He then fielded questions from the committee.

Chair Medley thanked Messrs. Miller and Sherman for their reports.

VII. Adjournment

Having no other business to come before the committee, Dr. Burse made a motion, which Prof. Wallace-Boaz seconded, to adjourn.

The motion passed and the meeting adjourned at 2:12 p.m.

Approved by:

________________________
Assistant Secretary
RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES REGARDING THE LIQUIDATION OF A QUASI-ENDOWMENT

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the liquidation of the Loren Plunkett Endowed Scholarship Fund.

BACKGROUND:

In April 2015, at the recommendation of the Brandeis School of Law, the Loren Plunkett Endowed Scholarship Fund was created as a quasi-endowment. This quasi-endowment was funded through an unrestricted life insurance distribution, plus gifts from Mr. Plunkett’s relatives.

The donors have since requested their gifts be transferred to a permanent endowment. The remaining amount in the quasi-endowment is insufficient to maintain an endowment. In a memo dated January 9, 2020 the Dean of the Brandeis School of Law requested the remaining funds be converted to a current-use account and be applied to the current-use scholarships in a manner that mirrors the original gift agreement.

This action was approved by the UofL Foundation, Inc. Board of Directors on January 30, 2020 conditioned upon the Board of Trustees approving the liquidation for the purposes stated.

COMMITTEE ACTION: BOARD ACTION:
Passed ________________ Passed ________________
Did Not Pass ____________ Did Not Pass ___________
Other _________________ Other _________________

__________________________
Assistant Secretary

__________________________
Assistant Secretary
RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES REGARDING THE CREATION OF A QUASI-ENDOWMENT IN THE COLLEGE OF BUSINESS

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the College of Business Emergency Grant Fund Endowment.

BACKGROUND:

The fund will be used to provide student persistence funding to students in need, with no requirements that the student repay the support. In keeping with the original intent of the loan fund, these funds will be awarded in accordance with College and University policy, based on the recommendation of the Assistant Dean for Advising and approval of the Dean. The fund may also be used, at the discretion of the Dean, for additional student support needs.

COMMITTEE ACTION:

Passed ________________
Did Not Pass ____________
Other __________________

Assistant Secretary

BOARD ACTION:

Passed ________________
Did Not Pass ____________
Other __________________

Assistant Secretary
RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
REGARDING THE CREATION OF A QUASI-ENDOWMENT
IN THE SCHOOL OF PUBLIC HEALTH AND INFORMATION SCIENCES

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the School of Public Health and Information Sciences Alumni Scholarship Fund.

BACKGROUND:

The fund will be used to provide scholarships to students in the School of Public Health and Information Sciences.

COMMITTEE ACTION:  BOARD ACTION:
Passed ________________  Passed ________________
Did Not Pass ____________  Did Not Pass ____________
Other __________________  Other _________________

__________________________  __________________________
Assistant Secretary    Assistant Secretary
RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
REGARDING THE VILLE GRILL RENOVATION

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The president recommends that the Board of Trustees approve of renovations to the university’s only resident dining facility (The Ville Grill), which will update the aging venue and increase seating capacity. These renovations are part of the contract obligations from the university’s dining partner, Aramark, Inc.

The project cost for renovations is $1,965,000 and will be funded by Aramark.

BACKGROUND:

The university entered into a long-term contract partnership with Aramark in 2016 to provide dining services for the Belknap Campus and various locations on the Health Sciences Campus. As part of this partnership, Aramark committed $32,100,000 in capital funds to add new venues and renovate existing venues. There is $2,900,000 of remaining funds available to complete all remaining projects at The Ville Grill and McAlisters Grill, both of which are scheduled to be completed in the Summer of 2020.

Construction estimates are attached.

Per the Financial Transactions Policy approved on April 18, 2019, the Board of Trustees must review and approve financial transactions of capital projects involving university-owned land when the estimated cost is at $500,000 or more, regardless of fund source.

COMMITTEE ACTION:    BOARD ACTION:
Passed ________________    Passed ________________
Did Not Pass ____________    Did Not Pass ___________
Other _________________

__________________________    __________________________
Assistant Secretary    Assistant Secretary
## University of Louisville
### Ville Grill
#### Total Project Control Budget

02/10/20

<table>
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<th>NEW BUILDING GSF</th>
<th>Total</th>
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<td>RENOVATION GSF</td>
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<tr>
<td>TOTAL CONSTRUCTION GSF</td>
<td></td>
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<tr>
<td>TOTAL PROJECT GSF</td>
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<table>
<thead>
<tr>
<th>NEW BUILDING $/GSF</th>
<th>Total</th>
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<tr>
<td>RENOVATION $/GSF</td>
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<tr>
<td>TOTAL CONSTRUCTION $/GSF</td>
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<tr>
<td>TOTAL PROJECT $/GSF</td>
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</table>

## I. BUILDING CONSTRUCTION

### A. New Building

1. General Construction $640,000.0
2. Mechanical $0.0
3. Electrical $0.0
4. Gen. Conditions/OH&P $0.0
5. Design Contingency $0.0

Subtotal New Building $640,000.0

### B. Renovation

1. General Construction $662,900.0
2. Mechanical $0.0
3. Electrical $0.0
4. Gen. Conditions/OH&P $0.0
5. Design Contingency $0.0

Subtotal Renovation $662,900.0

Total Building Construction $1,302,900.0

## II. RELATED CONSTRUCTION

### A. Sitework (Beyond 5’ of Bldg.)

1. Site Prep. $0.0
2. Roads & Paths $0.0
3. Landscaping $0.0
4. Parking $0.0

Subtotal Sitework $0.0

### B. Utility Systems

1. Steam $0.0
2. Electric $0.0
## Total Project Control Budget

**University of Louisville**  
**Ville Grill**

### III. FURN., FIXTURES & EQUIP.

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<tr>
<th>Item</th>
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<tbody>
<tr>
<td>1. Equipment</td>
<td>$190,000.0</td>
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<td>2. Furnishings</td>
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<td>3. Telecomm Equipment</td>
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<td>4. Computer Equipment</td>
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<td>5. Signage</td>
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Total FF & E: $190,000.0

### IV. FEES AND EXPENSES

#### A. Fees

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<tbody>
<tr>
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<td>2. Pre-Design Fees</td>
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<td>3. Architect</td>
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<td>4. Engineer</td>
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<td>6. Geo-Tech</td>
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<td>7. Cost Estimator</td>
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<td>9. Legal Fees</td>
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<td>10. Site Survey</td>
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<td>11. Special Consultants</td>
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Subtotal Fees: $312,152.0
University of Louisville  
Ville Grill  
Total Project Control Budget  
02/10/20

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<th>#</th>
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<td>Site Boring</td>
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<td>10</td>
<td>Physical Plant Service</td>
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Subtotal Expenses $0.0

Total Fees and Expenses $312,152.0

V. CONTINGENCY

A. Construction $160,000.0
B. Program $0.0

Subtotal Contingency $160,000.0

SUBTOTAL CURRENT COSTS $1,965,052.0

VI. INFLATION $0.0

TOTAL PROJECT $1,965,052.0

VII. CapEx $0.0

TOTAL PROJECT VARIANCE $1,965,052.0
RECOMMENDATION TO THE
UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
CONCERNING A RESOLUTION TO FINANCE THE COSTS OF
CAPITAL IMPROVEMENT PROJECTS AT
SPEED SCHOOL AND RESEARCH RESOURCE CENTER

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the attached resolution to finance $2,500,000 for capital improvement projects at the J.B. Speed School of Engineering and the Research Resource Center.

BACKGROUND:

The Research Resource Center (RRC) was constructed in 1990 and consists of research wet and dry labs, vivarium, and offices. The air-handling unit has been operating beyond its life expectancy and it is necessary to upgrade the unit to avoid compromised and damaged research and data results. Additional information attached.

Estimated cost: $1,561,875
Projected Construction Start Date: May 1, 2020
Projected Construction Completion Date: Estimated December 30, 2020

The J.B. Speed School of Engineering has a systemic heating/cooling issue that can be resolved with an upgraded heating, ventilation, and air conditioning (HVAC) system. This upgrade will make the STEM (Science, Technology, Engineering, and Math) programs more attractive to current and future students and faculty. In an effort to compete with other universities and colleges, it is necessary to renovate the building to include the newest industry designs and technology. Renovation of the basement-based HVAC system is an imperative first step to upgrading the facility for both comfort and efficiency measures. Additional information attached.

Estimated cost: $874,421
Projected construction start date: May 1, 2020
Projected construction completion date: estimated September 15, 2020

COMMITTEE ACTION:BOARD ACTION:
Passed __________________________
Did Not Pass ________________
Other _________________________

Did Not Pass ________________
Other _________________________

__________________________ __________________________
Assistant Secretary Assistant Secretary
A RESOLUTION OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF ONE OR MORE LEASE SCHEDULES IN AN APPROXIMATE AGGREGATE PRINCIPAL AMOUNT OF $2,500,000 (SUBJECT TO UPWARD ADJUSTMENT BY $250,000 AND DOWNWARD BY ANY AMOUNT), ONE OR MORE PAYMENT SCHEDULES, ONE OR MORE ESCROW AGREEMENTS, AND RELATED DOCUMENTS FOR THE FINANCING OF THE COSTS OF ACQUIRING AND INSTALLING (1) HVAC IMPROVEMENTS TO THE J.B. SPEED SCHOOL AND (2) NEW AIR HANDLING UNITS FOR THE RESEARCH RESOURCE CENTER’S VIVARIUM FACILITIES, ALL PURSUANT TO THE MASTER EQUIPMENT LEASE-PURCHASE AGREEMENT DATED MAY 17, 2018, BETWEEN THE UNIVERSITY AND PNC EQUIPMENT FINANCE, LLC; AND MAKING CERTAIN DESIGNATIONS REGARDING THE LEASE SCHEDULES, PAYMENT SCHEDULES, AND ESCROW AGREEMENTS.

WHEREAS, on May 17, 2018, the University of Louisville (the “Lessee”) and PNC Equipment Finance, LLC (the “Lessor”) entered into a Master Equipment Lease-Purchase Agreement (the “Master Lease”) pursuant to the authority of Sections 65.940 through 65.956 of the Kentucky Revised Statutes, whereby the Lessor agreed to finance the cost of the acquisition and installation of equipment for the Lessee, such equipment to be identified in one or more lease schedules and payment schedules to be attached by the Lessor and the Lessee to the Master Lease and escrow agreements to be executed in connection with any such schedules governing the expenditure of lease proceeds; and

WHEREAS, the Lessee has determined that the Lessee should finance the costs of the acquisition and installation of (i) heating, ventilation, and air conditioning system improvements to the J.B. Speed School (the “Speed School Project”) and (ii) new air handling units for the Research Resource Center’s vivarium facilities (the “Vivarium Project” and, together with the Speed School Project, the “Projects”) in an approximate principal amount of $2,500,000 (subject to upward adjustment by $250,000 and downward by any amount as described herein) through the Master Lease and one or more lease schedules and payment schedules to be attached by the Lessor and the Lessee to the Master Lease and escrow agreements to be executed in connection with any such schedules governing the expenditure of lease proceeds; and

WHEREAS, it is necessary in connection with the Master Lease for the Board to authorize the Lease Documents and such other documents and instruments as may be necessary to consummate the transactions contemplated by the Lease Documents.

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE:

Section 1. Incorporation of Preamble. The recitations set out in the foregoing preamble, including the terms defined therein, are adopted as a part of this Resolution.
Section 2. **Affirmation of Master Lease.** The Master Lease, including all prior schedules and exhibits attached thereto, is hereby acknowledged and affirmed by the Lessee in all respects.

Section 3. **Authorization of the Schedules.** The Lessee hereby approves the Lease Documents in substantially the forms previously provided to the Board, with such changes as may be approved by the officers executing the same, in consultation with the Treasurer of the Lessee, such approval to be conclusively evidenced by such execution. The lease schedule for the Speed School Project will be designated as “Lease Schedule No. 8” and the lease schedule for the Vivarium Project will be designated as “Lease Schedule No. 9”. The obligations of the Lessee representing the aggregate principal amount owed to the Lessor under the Lease Documents shall not exceed $2,500,000 except that such aggregate amount may be adjusted upward by $250,000 or downward by any amount by an Authorized Officer (as defined herein), such cumulative permitted adjustment or portion thereof to become effective on the date any Schedule is executed and delivered by the Lessee. It is hereby found and determined that the Projects to be financed through the Master Lease, as amended and supplemented by the Lease Documents, are public property to be used for public purposes. It is further determined that it is necessary and desirable and in the best interests of the Lessee to enter into the Lease Documents for the purposes specified therein and in the Master Lease, and the execution and delivery of the Lease Documents and all documents related thereto and all representations, certifications, and other matters contained in the Master Lease and the Lease Documents, or as may be required by Dinsmore & Shohl LLP, as Bond Counsel, before delivery of the Master Lease and the Lease Documents, are hereby approved. The Board hereby authorizes the President, Chief Financial Officer, and/or the Treasurer of the Lessee (collectively, the “Authorized Officers”) to execute the Lease Documents and all additional lease schedules, payment schedules, and escrow agreements delivered from time to time under the Master Lease through the period ending June 30, 2022, together with such other agreements, documents, and certifications that may be necessary to accomplish the transactions contemplated by the Master Lease and all lease schedules, payment schedules, and escrow agreements (including the Lease Documents) delivered from time to time under the Master Lease through June 30, 2022; provided, however, that any individual schedule in excess of $5,000,000 (except any of the Lease Documents), which is authorized as hereinabove provided, shall require subsequent authorization by the Board before the schedule’s execution and delivery to the Lessor. The Secretary or Assistant Secretary of the Board is authorized to attest the signatures of the Authorized Officers and to execute such certifications as may be necessary to accomplish the transactions contemplated by the Master Lease and the lease schedules, payment schedules, and escrow agreements (including the Lease Documents).

Section 4. **Expectations Regarding the Schedules.** The Lessee, by the adoption of this Resolution, certifies that it does not reasonably anticipate that less than 95% of the proceeds of the Schedules to the Master Lease will be used for “local government activities” of the Lessee.

Section 5. **Severability.** If any section, paragraph, or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph, or provision shall not affect any of the remaining provisions of this Resolution.

Section 6. **Open Meetings Laws.** This Board hereby finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this
Board and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were in meetings open to the public, in full compliance with applicable legal requirements.

Section 7. Effective Date. This Resolution shall take effect from and after its adoption, as provided by law.

[Signature page to follow]
Project Title: Research Resource Center – Air Handling Unit

Executive Summary:

To upgrade a failing air-handling unit at the Research Resource Center (RRC), the cost is estimated at $1,561,875.

The RRC was constructed in 1990 with a 39,272 gross exterior sq. ft. area, which consists of research wet and dry labs, vivarium, and offices.

Activities at the vivarium facilities put a lot of stress on the HVAC equipment, due to the requirement for 100% outside air. An HVAC system in this type of facility should be expected to have significant corrosion and leakage issues in a shorter time-period than any other HVAC equipment in the other type of facilities. The RRC is no exception.

In the case of the RRC facility, the unit has been in operation for approximately 32 years, which exceeds the recommended life expectancy by about 7 years. While it is impossible to estimate exactly when the unit will experience a major failure, given its service life and current condition, it is reasonable to assume the risk is very high and could happen anytime. This also heightens the risk to the numerous research studies and vivarium’s in the building. Bad air quality in the building would compromise or damage research and data results. Corrosion and leakage in the maintenance areas is so severe that there is the potential for staff injuries.

Risk identified are as follows:
- Obsolete and damaged air handling unit;
- Air quality has the potential to damage research and;
- Deteriorating system is damaging the mechanical areas and has the potential to result in staff injuries.

Projected Construction Start Date: May 1, 2020
Projected Construction Completion Date: December 30, 2020

Project Budget and Funding:
The total estimated cost is approximately $1,561,875. Funding will come thru a financing arrangement with our current lender PNC. Annual debt service will be funded from vacant positions and annual project dollars within the Facilities Unit.

Capital Plan Project submitted for 2018-2020 Capital Budget for $5,000,000 with a project name of Renovate Vivarium Facilities. Capital Plan Projects approved by the Board of Trustees on October 18, 2019.

Location on Belknap Campus:
Research Resource Center, 301 Abraham Flexner Way, Louisville, KY 40202
April 16, 2020

Walter “Dub” Newell  
Treasurer / Controller  
University of Louisville  
Service Complex, 2nd Floor  
Louisville, KY 40292

RE: Request for Financing – Lease Purchase Financing (the “RFP”)

Dear Mr. Newell,

PNC Equipment Finance, LLC for itself, its successors and assigns, is pleased to submit this tax-exempt Lease Purchase Agreement Proposal (the “Proposal”) to University of Louisville for the purchase of an Air Handling Unit (further described below). Our Proposal is as follows:

**LESSEE:** University of Louisville

**LESSOR:** PNC Equipment Finance, LLC

**TYPE OF FINANCING:** Tax-exempt- Non-Bank Qualified Lease Purchase Agreement (the “Agreement”) with $1.00 buyout option at end of lease term. Said Agreement shall be a net lease arrangement whereby Lessee is responsible for all costs of operation, maintenance, insurance and taxes.

**NON-BANK QUALIFICATION:** This Proposal assumes that the Lessee will be issuing more than $10 million in tax-exempt debt during calendar year 2020. Furthermore, it is assumed that the Lessee will NOT designate this issue as a qualified tax-exempt obligation pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). A portion of each Lease Payment allocated as “interest” will be excludable from the gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

**TYPE OF EQUIPMENT/PROJECT:** Air Handling Unit and related equipment. All prices, terms, conditions and selection are solely by Lessee.

**PROJECT AMOUNT:** $1,561,875.00

**FINANCED AMOUNT:** $1,561,875.00

**PAYMENT MODE/FREQUENCY:** Semi-annual in Arrears

**LEASE TERM:** Ten (10) Years

**FLOOR LEASE RATE:** 3.25%. *This is a floor rate. The lease financing must close on or before April 30, 2020.*

---

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- Finance
- Academic & Student Affairs
- ULRF
- BOT
INDEXED LEASE RATE: 3.25% valid as of April 16, 2020. This is a floor lease rate.

The Floor Lease Rate of 3.25% offered herein shall be indexed to the Ten (10)-year interest rate swap. If the swap rate trends up, the current market rate will be used according to the following:

On April 16, 2020, the Ten (10)-year interest rate swap is 0.681%. The lease rate used to establish the periodic lease payments shall be increased by the increase in the interest rate swap times 0.79 and then added to the Floor Lease Rate listed above to determine the lease rate for the lease schedule with a ceiling rate of 3.50%, two business days prior to lease funding. Once the lease is closed and funded, the Lease Rate is fixed for the lease term.

CEILING LEASE RATE: 3.50% Valid until April 30, 2020. This is a ceiling rate. The lease financing must close on or before April 30, 2020.

LESSOR RATE ADJUSTMENT: Notwithstanding the lease rate and indexing sections of this document, given the current market conditions and volatility, Lessor reserves the right to modify the lease rate should events dictate prior to lease funding and closing.

INSURANCE: The Lessee shall furnish confirmation of all risk physical damage insurance coverage for the full cost of the property. In addition, Lessee shall provide $2 million combined single limit property damage and bodily injury insurance covering the property. Lessor shall be named as loss payee and additional insured on such coverage.

AUTHORIZED SIGNORS: The Lessee's governing board shall provide Lessor with its resolution or ordinance authorizing this Agreement and shall designate the individual(s) to execute the Agreement used therein.

LEGAL OPINION: The Lessee's counsel shall furnish Lessor with an opinion covering this Agreement. This opinion shall be in a form and substance satisfactory to Lessor at Lessee's cost.

LEGAL TITLE: Legal title to the equipment during the lease term shall vest in the Lessee, with Lessor perfected a first security interest through uniform commercial code filing or any other such instruments as may be required by law. Upon performance of the terms and conditions of the Agreement, the Lessee shall have the option to purchase all equipment for $1.00.

DOCUMENTATION: Lessor shall provide the Agreement.

PREPAYMENT OPTION: So long as Lessee is not in default of the Agreement, Lessee shall have the option of paying off this transaction according to the Termination Values listed on the Amortization Schedules as provided in this Proposal. Partial prepayments will not be permitted under this Agreement.

PROPOSAL EXPIRATION: This Proposal will automatically expire at the end of business on April 30, 2020 unless accepted in writing by Lessee or extended in writing by Lessor. The Agreement must be fully executed and to the satisfaction of Lessor by such date. After April 16, 2020, Lessor reserves the right to adjust the interest rate according to the provisions of this proposal.
This Proposal is subject to final credit approval by Lessor and approval of Agreement in Lessor’s sole discretion.

I trust that you will find the contents of this Proposal to your satisfaction. If you should have any questions please contact me at 614-463-6580 or toll free at 866-215-9619 ext. 2.

Sincerely,
PNC Equipment Finance, LLC

Alan Zuelke
Vice President

ACCEPTED BY: University of Louisville

By: __________________________________________________________
Title: _____________________________________________
Date:      _______________________________

SAMPLE CEILING RATE

Compounding Period:  Semiannual
Nominal Annual Rate:  3.500%

TValue Amortization Schedule - Normal, 360 Day Year

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Schedule | Governance | Finance | Academic & Student Affairs | ULRF | BOT
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Grand Totals 1,864,604.60 302,729.60 1,561,875.00

**SAMPLE FLOOR RATE**

Compounding Period: Semiannual
Nominal Annual Rate: 3.250%

TValue Amortization Schedule - Normal, 360 Day Year

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Grand Totals 1,841,949.60 280,074.60 1,561,875.00

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- **Finance**
- **Academic & Student Affairs**
- **ULRF**
- **BOT**
Project Title: Speed School – HVAC System Upgrade

Executive Summary:

To upgrade the HVAC system at the J.B. Speed School of Engineering, the cost is an estimated $874,421.

The J.B. Speed facility was constructed in 1942 and has not had a major renovation in decades. In an effort to compete with other universities and colleges, it is necessary to renovate the building to include the newest industry designs and technology. Renovation of the basement-based HVAC system is an imperative first step to upgrading the facility for both comfort and efficiency measures.

The upgrade will resolve a systemic heating and cooling issue making the environment within the building more comfortable, and subsequently making the STEM (Science, Technology, Engineering, and Math) programs more attractive to current and future students, faculty and staff.

The University of Louisville Speed School seeks to increase student enrollment every year. Investment in the buildings to accommodate the students will contribute to that goal and help retain quality faculty.

Projected construction start date: May 1, 2020
Projected construction completion date: estimated September 15, 2020

Project Budget and Funding:

The total estimated cost is approximately $874,421.

Funding will come through a financing arrangement with our current lender PNC. And annual debt service will be funded from vacant positions and annual project dollars within the Facilities Unit.

This project has been previously approved as a subset of a larger set of related projects:

- Capital Plan Project and Capital Budget submitted and approved for 2018-2020 is $18,700,000 to renovate and expand J.B. Speed School.
- Capital Plan Project resubmitted for 2020-2022 Capital Budget for $18,700,000 to renovate and expand J.B. Speed School.
- Capital Plan Projects 2020-2022 approved by the Board of Trustees on October 18, 2019.

Location on Belknap Campus:
J.B. Speed School is located at 220 Eastern Parkway, Louisville, KY 40208

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- Academic & Student Affairs
- ULRF
- BOT
April 16, 2020

Walter “Dub” Newell
Treasurer / Controller
University of Louisville
Service Complex, 2nd Floor
Louisville, KY 40292

RE: Request for Financing – Lease Purchase Financing (the “RFP”)

Dear Mr. Newell,

PNC Equipment Finance, LLC for itself, its successors and assigns, is pleased to submit this tax-exempt Lease Purchase Agreement Proposal (the “Proposal”) to University of Louisville for the purchase of a HVAC project (further described below). Our Proposal is as follows:

LESSEE: University of Louisville

LESSOR: PNC Equipment Finance, LLC

TYPE OF FINANCING: Tax-exempt- Non-Bank Qualified Lease Purchase Agreement (the “Agreement”) with $1.00 buyout option at end of lease term. Said Agreement shall be a net lease arrangement whereby Lessee is responsible for all costs of operation, maintenance, insurance and taxes.

NON-BANK QUALIFICATION: This Proposal assumes that the Lessee will be issuing more than $10 million in tax-exempt debt during calendar year 2020. Furthermore, it is assumed that the Lessee will NOT designate this issue as a qualified tax-exempt obligation pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). A portion of each Lease Payment allocated as “interest” will be excludable from the gross income for federal income tax purposes pursuant to Section 103(a) of the Code.

TYPE OF EQUIPMENT/PROJECT: HVAC Project and related equipment.
All prices, terms, conditions and selection are solely by Lessee.

PROJECT AMOUNT: $874,421.46

FINANCED AMOUNT: $874,421.46

PAYMENT MODE/FREQUENCY: Semi-annual in Arrears

LEASE TERM: Ten (10) Years

FLOOR LEASE RATE: 3.25%. This is a floor rate. The lease financing must close on or before April 30, 2020.
INDEXED LEASE RATE: 3.25% valid as of April 16, 2020. This is a floor lease rate.

The Floor Lease Rate of 3.25% offered herein shall be indexed to the Ten (10)-year interest rate swap. If the swap rate trends up, the current market rate will be used according to the following:

On April 16, 2020, the Ten (10) -year interest rate swap is 0.681%. The lease rate used to establish the periodic lease payments shall be increased by the increase in the interest rate swap times 0.79 and then added to the Floor Lease Rate listed above to determine the lease rate for the lease schedule with a ceiling rate of 3.50%, two business days prior to lease funding. Once the lease is closed and funded, the Lease Rate is fixed for the lease term.

CEILING LEASE RATE: 3.50% Valid until April 30, 2020. This is a ceiling rate. The lease financing must close on or before April 30, 2020.

LESSOR RATE ADJUSTMENT: Notwithstanding the lease rate and indexing sections of this document, given the current market conditions and volatility, Lessor reserves the right to modify the lease rate should events dictate prior to lease funding and closing.

INSURANCE: The Lessee shall furnish confirmation of all risk physical damage insurance coverage for the full cost of the property. In addition, Lessee shall provide $2 million combined single limit property damage and bodily injury insurance covering the property. Lessor shall be named as loss payee and additional insured on such coverage.

AUTHORIZED SIGNORS: The Lessee's governing board shall provide Lessor with its resolution or ordinance authorizing this Agreement and shall designate the individual(s) to execute the Agreement used therein.

LEGAL OPINION: The Lessee's counsel shall furnish Lessor with an opinion covering this Agreement. This opinion shall be in a form and substance satisfactory to Lessor at Lessee's cost.

LEGAL TITLE: Legal title to the equipment during the lease term shall vest in the Lessee, with Lessor perfecting a first security interest through uniform commercial code filing or any other such instruments as may be required by law. Upon performance of the terms and conditions of the Agreement, the Lessee shall have the option to purchase all equipment for $1.00.

DOCUMENTATION: Lessor shall provide the Agreement.

PREPAYMENT OPTION: So long as Lessee is not in default of the Agreement, Lessee shall have the option of paying off this transaction according to the Termination Values listed on the Amortization Schedules as provided in this Proposal. Partial prepayments will not be permitted under this Agreement.

PROPOSAL EXPIRATION: This Proposal will automatically expire at the end of business on April 30, 2020 unless accepted in writing by Lessee or extended in writing by Lessor. The Agreement must be fully executed and to the satisfaction of Lessor by such date. After April 16, 2020, Lessor reserves the right to adjust the interest rate according to the provisions of this proposal.
This Proposal is subject to final credit approval by Lessor and approval of Agreement in Lessor’s sole discretion.

I trust that you will find the contents of this Proposal to your satisfaction. If you should have any questions please contact me at 614-463-6580 or toll free at 866-215-9619 ext. 2.

Sincerely,
PNC Equipment Finance, LLC

Alan Zuelke
Vice President

ACCEPTED BY: University of Louisville

By: __________________________________________________________
Title: _____________________________________________
Date:      _______________________________

SAMPLE CEILING RATE

Compounding Period: Semiannual
Nominal Annual Rate: 3.500%

TVValue Amortization Schedule - Normal, 360 Day Year

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RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES CONCERNING A RESOLUTION TO RENEW A LINE OF CREDIT

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve a resolution concerning the renewal of a line of credit, as attached.

BACKGROUND:

The Board of Trustees originally approved the line of credit on April 18, 2019.

COMMITTEE ACTION:    BOARD ACTION:
Passed ________________   Passed _______________
Did Not Pass ____________   Did Not Pass __________
Other ________________   Other ________________
__________________________   _________________________
Assistant Secretary    Assistant Secretary

Click to return to:
Schedule  Governance  Finance  Academic & Student Affairs  ULRF  BOT
A RESOLUTION AUTHORIZING THE ISSUANCE OF A REVENUE ANTICIPATION NOTE, SERIES 2021 OF THE UNIVERSITY OF LOUISVILLE; APPROVING THE FORM OF THE NOTE; AUTHORIZING DESIGNATED OFFICERS TO EXECUTE AND DELIVER THE NOTE; AUTHORIZING THE AWARD OF THE SALE OF THE NOTE TO PNC BANK, NATIONAL ASSOCIATION; AND REPEALING INCONSISTENT RESOLUTIONS.

WHEREAS, the University of Louisville, a public body corporate and an educational institution and agency of the Commonwealth of Kentucky (the “Governmental Agency”) expects to receive general revenues during its fiscal year ending June 30, 2021 (the “2021 Fiscal Year”); and

WHEREAS, the Governmental Agency desires to provide for the borrowing of funds, if required, for the purpose of paying current expenses during its 2021 Fiscal Year through the issuance of a revenue anticipation note limited in principal amount outstanding at any time to $50,000,000, the note to be repaid from current revenues received in the 2021 Fiscal Year, all in accordance with §§ 65.7703 to 65.7721, inclusive, of the Kentucky Revised Statutes (the “Act”); and

WHEREAS, PNC Bank, National Association (the “Purchaser”), has submitted an acceptable proposal to the Governmental Agency to provide funds as needed by the Governmental Agency during the 2021 Fiscal Year.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE, AS FOLLOWS:

Section 1. Preambles. It is hereby found, determined, and declared that the facts, recitals, and definitions set forth in the recitals of this Resolution are true and correct and are hereby affirmed, and all acts described in the recitals of this Resolution are hereby ratified. Such facts, recitals, and definitions are hereby adopted and incorporated as a part of this Resolution.

Section 2. Authorization. The Governmental Agency hereby authorizes the issuance of a revenue anticipation note (the “Note”) limited in principal amount outstanding at any time to $50,000,000, substantially in the form of Note attached hereto as Exhibit A, with such changes therein not inconsistent with this Resolution and not substantially adverse to the Governmental Agency as may be approved by the Designated Officers executing the same on behalf of the Governmental Agency. The approval of such changes by the Designated Officers, and that such are
not substantially adverse to the Governmental Agency, shall be conclusively evidenced by the execution of the Note by the Designated Officers.

Section 3. Form. The Note shall be designated “University of Louisville Revenue Anticipation Note, Series 2021” and shall be substantially in the form set forth in Exhibit A attached hereto. The maximum principal amount to be outstanding under the Note at any time shall be $50,000,000. The Note shall mature June 30, 2021 and the Note shall bear interest at the stated interest rate on the outstanding principal amount thereof, payable at maturity or, upon prior redemption, the date of redemption.

The Note shall be subject to redemption, at the Governmental Agency’s sole discretion, before maturity on any date at the redemption price equal to the principal amount redeemed plus interest accrued to the redemption date. The Note shall be in registered form without coupons, shall be negotiable, shall be dated the date of delivery, and shall be payable as to principal on June 30, 2021, upon presentation by the owner at the offices of the Governmental Agency, in such coin or currency of the United States of America as shall be legal tender for the payment of public and private debts at the time and place of payment.

The exact form of the Note shall contain an unconditional promise to pay the principal of and interest on the Note to the owner, shall pledge and grant a security interest in the current revenues of the Governmental Agency to the payment of the Note (pursuant to Section 6 herein), shall recite the valid issuance of the Note under the Act, shall provide for events of default, shall prohibit personal recourse against officials of the Governmental Agency, and shall certify proper achievement of all conditions precedent to the issuance of the Note.

Section 4. Execution and Delivery. The Note shall be executed by manual or facsimile signature of the President and duly attested by the Secretary or Assistant Secretary of the Governing Body. Any one of the Designated Officers are further authorized and directed to deliver the Note to the Purchaser, upon the terms and conditions hereinafter and in the Proposal provided, receive the proceeds therefor from time to time, execute and deliver such certificates and other closing documents, and take such other action as may be necessary or appropriate in order to effectuate the proper issuance, sale, and delivery of the Note, including draws from time to time under the Note.

Section 5. Filing. Any one of the Designated Officers are hereby authorized and directed to certify and deliver, together with the Note, copies of this Resolution, and the Certificate as to Collections, the contents of which are hereby approved. Any one of the Designated Officers is hereby further authorized to undertake and cause all filings which may be required by law to be filed by the Governmental Agency with the State Local Debt Officer, if any, with respect to the issuance of the Note.

Section 6. Security. As security for payment of the Note, the Governmental Agency pledges and grants to the owner of the Note, a lien and charge on, and security interest in, all of the current revenues to be received during the period that the Note will be outstanding, subject and subordinate only to the pledge of, and security interest in, current revenues constituting General Receipts (as defined in the Trust Agreement hereinafter defined) granted for the benefit the holders of obligations issued under the provisions of a certain Trust Agreement dated as of March 1, 2007,
as amended and supplemented (collectively, the “Trust Agreement”) between the Governmental Agency and U.S. Bank National Association (the “Bond Trustee”).

In the event of any default on the Note or hereunder, the Governmental Agency agrees to pay the reasonable expenses of the Purchaser and the owner (including courts costs and attorney’s fees) incurred in collecting the amounts due.

Section 7. Note Retirement Fund; Payment of Note. PNC Bank, National Association is hereby appointed Note Retirement Fund Depositary with respect to the Note.

There is hereby established with the Note Retirement Fund Depositary a note retirement fund in the name of the Governmental Agency to be known as the “University of Louisville Revenue Anticipation, Series 2021 - Note Retirement Fund” (the “Note Retirement Fund”) into which the Governmental Agency covenants to deposit, and into which the Designated Officer, acting in the additional capacity of paying agent and registrar for the Note (the “Paying Agent and Registrar”) is hereby authorized and directed to deposit, on or before the date of prior redemption or maturity, as applicable, adequate amounts as necessary to pay the obligations of the Note. The Note Retirement Fund Depositary, being the Purchaser, shall, without further authorization from the Governmental Agency, withdraw from the Note Retirement Fund the amounts necessary to pay principal of, and interest on, the Note to the registered owner thereof. Notwithstanding the foregoing, so long as the Purchaser shall be the registered owner of the Note, payments by the Governmental Agency may, in lieu of deposit to the Note Retirement Fund, be made directly by the Governmental Agency to the Purchaser at the notice address specified in the Note.

If the Governmental Agency shall fail or refuse to make any required deposit in the Note Retirement Fund, the Purchaser as Note Retirement Fund Depositary: (a) shall notify any agency of the Commonwealth of Kentucky or any political subdivision thereof which may collect and distribute revenues for the Governmental Agency to seek any available necessary or proper remedial action; and (b) may exercise any remedy, provided in the Act or at law or in equity for its benefit and shall disburse all funds so collected to the Purchaser.

Section 8. Note Retirement Fund; Investments. Any moneys in the Note Retirement Fund not required for prompt expenditure may, at the direction of the Designated Officer of the Governmental Agency, be invested in obligations which are permitted investments for the Governmental Agency. Any such investments or deposits shall mature or be subject to withdrawal at the option of the depositor, not later than the date upon which such moneys are required to be paid to the owner of the Note.

Section 9. Revenue Obligation. The Note issued pursuant to this Resolution shall be a revenue obligation of the Governmental Agency. The Governmental Agency hereby covenants with the owner from time to time of the Note that if funds are not available for the full payment of the Note within the 2021 Fiscal Year, then the Governmental Agency will include the amounts necessary to pay all principal of and interest on the Note in its budget in the fiscal year beginning July 1, 2021, to the extent then permitted by applicable law.
Section 10. **Award.** The Note is hereby awarded and sold at private sale by negotiation to PNC Bank, National Association, in accordance with the Proposal, which, as presented at this meeting, is hereby accepted and directed to be executed by the Designated Officers.

Section 11. **Costs.** All notice, filing and legal fees properly incurred in connection with issuance of the Note will be paid by the Governmental Agency. The Designated Officers are hereby authorized and directed to pay all such reasonable expenses at the time of delivery of the Note.

Section 12. **Information to Purchaser.** As set forth in the Proposal, the Governmental Agency agrees to provide to Purchaser such documents, financial statements and other information related to the Note and its repayment as may reasonably be required by the Purchaser.

Section 13. **Resolution a Contract.** This Resolution shall be a contract with the Purchaser of the Note.

Section 14. **Inconsistent Actions.** All prior resolutions or parts thereof inconsistent herewith are hereby repealed.

[Signature page to follow]
SIGNATURE PAGE TO RESOLUTION APPROVING REVENUE ANTICIPATION NOTE

INTRODUCED, SECONDED, AND DULY ADOPTED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF LOUISVILLE at a duly convened meeting of the Board of Trustees of the Governmental Agency held on the date set forth below.


________________________________________
Chair
Board of Trustees
University of Louisville

Attest:

________________________________________
Assistant Secretary
Board of Trustees
University of Louisville

CERTIFICATION

The undersigned, Assistant Secretary of the Board of Trustees of the University of Louisville, Louisville, Kentucky, hereby certifies that the foregoing is a true copy of a Resolution adopted by the Board of Trustees of the University on April 23, 2020, as recorded in the official Minute Book of the Board of Trustees, which is in my custody and under my control, that the meeting was held in accordance with all applicable requirements of Kentucky law, including KRS 61.800 to 61.850, that a quorum was present at said meeting, and that the aforesaid Resolution is of record in the office of the Board, has not been modified, amended, or rescinded, and is in full force and effect at this date.

WITNESS my signature and the Seal of the Board this ________________________.

________________________________________
Assistant Secretary
Board of Trustees
University of Louisville
EXHIBIT A

to

RESOLUTION AUTHORIZING REVENUE ANTICIPATION NOTE

FORM OF REVENUE ANTICIPATION NOTE

UNITED STATES OF AMERICA
COMMONWEALTH OF KENTUCKY
UNIVERSITY OF LOUISVILLE
REVENUE ANTICIPATION NOTE, SERIES 2021

Issuance Date: July 1, 2020
Maturity Date: June 30, 2021
Interest Rate: Variable, as described herein
Outstanding Principal Amount: See Annex A
Maximum Principal Amount: $50,000,000

The University of Louisville (the “Governmental Agency”), for value received and intending to be legally bound, hereby acknowledges itself indebted and promises to pay to PNC Bank, National Association (the “Registered Owner”) the Outstanding Principal Amount set forth above, on the Maturity Date hereof, at the designated corporate office of PNC Bank, National Association upon presentation and surrender of this Note, and to pay interest thereon from the Issuance Date monthly on the first day of each month, or the next succeeding Business Day if such date is not a Business Day, and on the Maturity Date. Interest shall be payable on the then Outstanding Principal Amount and shall bear interest at a floating rate per annum equal to 0.50% plus the Daily Libor Rate. Interest shall be calculated based on a 360-day year and charged for the actual number of days elapsed. The interest rate shall initially be determined as of July 1, 2020, and shall be adjusted automatically each day thereafter.

“Business Day” shall mean any day other than a Saturday or Sunday or a legal holiday on which commercial banks are authorized or required by law to be closed for business in Louisville, Kentucky.

“Daily LIBOR Rate” shall mean, for any day, the rate per annum determined by the Registered Owner by dividing the (x) Published Rate by (y) a number equal to 1.00 minus the percentage prescribed by the Federal Reserve for determining the maximum reserve requirements with respect to any eurocurrency funding by banks on such day; provided, however, if the Daily LIBOR Rate determined as provided above would be less than zero, then such rate shall be deemed to be zero.

“Published Rate” shall mean the rate of interest published each Business Day in The Wall Street Journal “Money Rates” listing under the caption “London Interbank Offered Rates” for a one month period (or, if no such rate is published therein for any reason, then the Published Rate shall be the eurodollar rate for a one month period as published in another publication determined by the Registered Owner).
Notwithstanding anything to the contrary in this Note or in the Resolution (as defined herein), if the Registered Owner determines that a Benchmark Transition Event or an Early Opt-in Event has occurred, the Registered Owner may amend this Note to replace LIBOR with a Benchmark Replacement; and any such amendment shall be in writing, shall specify the date that the Benchmark Replacement is effective and will not require any further action or consent of the Governmental Agency. Until the Benchmark Replacement is effective, amounts bearing interest with reference to LIBOR will continue to bear interest with reference to LIBOR; provided however, during a Benchmark Unavailability Period such amounts automatically will bear interest at the rate and on the terms that would have been applicable under this Note if the Registered Owner had given notice that LIBOR had become unavailable.

In connection with the implementation of a Benchmark Replacement, the Registered Owner will have the right to make Benchmark Replacement Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in the Resolution, any amendments implementing such Benchmark Replacement Conforming Changes will become effective without any further action or consent of the Governmental Agency.

The Registered Owner will promptly notify the Governmental Agency of (i) the effectiveness of any Benchmark Replacement Conforming Changes and (ii) the commencement of any Benchmark Unavailability Period. Any determination, decision or election that may be made by the Registered Owner hereunder, including any determination with respect to a tenor, rate, or adjustment or of the occurrence or non-occurrence of an event, circumstance, or date and any decision to take or refrain from taking any action, will be conclusive and binding absent manifest error and may be made in its sole discretion and without consent from the Governmental Agency, except, in each case, as expressly required hereunder. In addition to any delivery method permitted pursuant to the terms of the Resolution, the Registered Owner may provide any amendment, notice, or other communication to the Governmental Agency hereunder electronically (including to any electronic address that the Governmental Agency provides to the Registered Owner) or through an automated platform that the Registered Owner provides to the Governmental Agency.

“Benchmark Replacement” means the sum of: (a) the Benchmark Replacement Index and (b) the Benchmark Replacement Adjustment; provided that, if the Benchmark Replacement as so determined would be less than zero, the Benchmark Replacement will be deemed to be zero for the purposes of this Note.

“Benchmark Replacement Adjustment” means, for each applicable LIBOR-based rate and tenor, the spread adjustment to the Benchmark Replacement Index, or method for calculating or determining such spread adjustment (which may be a positive or negative value or zero) that has been selected by the Registered Owner (a) giving due consideration to (i) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of LIBOR with the applicable Benchmark Replacement Index by the Relevant Governmental Body or (ii) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for such replacement of LIBOR for U.S. dollar-denominated credit facilities at such time and (b) which also may reflect adjustments to account for (i) the effects of the transition from LIBOR to

Click to return to:
the Benchmark Replacement and (ii) yield- or risk-based differences between LIBOR and the Benchmark Replacement.

“The Benchmark Replacement Commencement Date” means the date a Benchmark Replacement has replaced LIBOR for all purposes under this Note.

“The Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including, for example, changes to the definition of “Base Rate,” the definition of “LIBOR Interest Period,” timing and frequency of determining rates and making payments of interest and other administrative matters) that the Registered Owner decides may be appropriate to reflect the adoption and implementation of such Benchmark Replacement and to permit the administration thereof by the Registered Owner in a manner substantially consistent with market practice (or, if the Registered Owner decides that adoption of any portion of such market practice is not administratively feasible or if the Registered Owner determines that no market practice for the administration of the Benchmark Replacement exists, in such other manner of administration as the Registered Owner decides is reasonably necessary in connection with the administration of this Note).

“The Benchmark Replacement Index” means the alternate benchmark rate that has been selected by the Registered Owner to replace LIBOR giving due consideration to (a) any selection or recommendation of a replacement rate or the mechanism for determining such a rate by the Relevant Governmental Body or (b) any evolving or then-prevailing market convention for determining a rate of interest as a replacement to LIBOR for U.S. dollar-denominated credit facilities.

“The Benchmark Replacement Transition Date” means the earlier to occur of the following events with respect to LIBOR:

(1) in the case of clause (1) or (2) of the definition of “Benchmark Transition Event,” the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of LIBOR permanently or indefinitely ceases to provide LIBOR; or

(2) in the case of clause (3) of the definition of “Benchmark Transition Event,” the date of the public statement or publication of information referenced therein.

“Benchmark Transition Event” means the occurrence of one or more of the following events with respect to LIBOR:

(1) a public statement or publication of information by or on behalf of the administrator of LIBOR announcing that such administrator has ceased or will cease to provide LIBOR, permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide LIBOR;

(2) a public statement or publication of information by a Governmental Authority having jurisdiction over the Registered Owner, the regulatory supervisor for the administrator of LIBOR, the U.S. Federal Reserve System, an insolvency official with jurisdiction over the administrator for LIBOR, a resolution authority with jurisdiction over the administrator
for LIBOR or a court or an entity with similar insolvency or resolution authority over the administrator for LIBOR, which states that the administrator of LIBOR has ceased or will cease to provide LIBOR permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide LIBOR; or

(3) a public statement or publication of information by the regulatory supervisor for the administrator of LIBOR or a Governmental Authority having jurisdiction over the Registered Owner announcing that LIBOR is no longer representative.

“Benchmark Unavailability Period” means the period, if any, beginning on the Benchmark Replacement Transition Date and ending on the Benchmark Replacement Commencement Date, it being understood that if the Benchmark Replacement Commencement Date occurs on or before the Benchmark Replacement Transition Date a Benchmark Unavailability Period will not occur.

“Early Opt-in Event” means a determination by the Registered Owner that U.S. dollar-denominated credit facilities being executed at such time, or that include language similar to that contained in this Rider, are being executed or amended, as applicable, to incorporate or adopt a new benchmark interest rate to replace LIBOR.

“Governmental Authority” means the government of the United States of America or any other nation, or of any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any supra-national bodies such as the European Union or the European Central Registered Owner).

“LIBOR” means, for purposes of this Rider only, any interest rate that is based on the London interbank offered rate, including the Daily LIBOR Rate.

“Relevant Governmental Body” means the Federal Reserve Board and/or the Federal Reserve Registered Owner of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Registered Owner of New York or any successor thereto.

The Governmental Agency may borrow, repay, and reborrow hereunder until the Expiration Date, subject to the terms and conditions of this Note. The “Expiration Date” shall mean June 30, 2021, or such later date as may be designated by the Registered Owner by written notice from the Registered Owner to the Governmental Agency. The Governmental Agency acknowledges and agrees that in no event will the Registered Owner be under any obligation to extend or renew this Note beyond the Expiration Date. In no event shall the aggregate unpaid principal amount of advances under this Note exceed the Maximum Principal Amount of this Note and in no event shall the aggregate sum of all principal advances borrowed and reborrowed under this Note exceed $802,500,000.

If permitted by the Registered Owner, a request for advance may be made by telephone or electronic mail, with such confirmation or verification (if any) as the Registered Owner may require in its discretion from time to time. A request for advance by the Governmental Agency shall be binding upon the Governmental agency. The Governmental Agency authorizes the
Registered Owner to accept telephonic and electronic requests for advances, and the Registered Owner shall be entitled to rely upon the authority of any person providing such instructions. The Registered Owner will enter on its books and records, which entry when made will be presumed correct, the date and amount of each advance, as well as the date and amount of each payment made by the Governmental Agency.

From and after the Issuance Date until the Maturity Date or earlier termination of this Note, the Governmental Agency shall pay to the Registered Owner an unused facility fee (the “Unused Fee”), computed at a rate equal to 0.10% per annum, on the average daily difference between (i) the Outstanding Principal Amount of this Note and (ii) the Maximum Principal Amount of this Note, such Unused Fee to be payable monthly in arrears on the first Business Day of the following month and on the Maturity Date of this Note and/or the earlier date this Note is terminated.

If the Governmental Agency fails to make any payment of principal, interest or other amount coming due pursuant to the provisions of this Note within fifteen calendar days of the date due and payable, the Governmental Agency also shall pay to the Registered Owner a late charge equal to the lesser of five percent (5%) of the amount of such payment or $100.00 (the “Late Charge”). Such fifteen day period shall not be construed in any way to extend the due date of any such payment. Upon maturity, whether by acceleration, demand, or otherwise, and at the Registered Owner’s option upon the occurrence of any Event of Default (as hereinafter defined) and during the continuance thereof, amounts outstanding under this Note shall bear interest at a rate per annum (based on the actual number of days that principal is outstanding over a year of 360 days) which shall be three percentage points in excess of the interest rate in effect from time to time under this Note but not more than the maximum rate allowed by law (the “Default Rate”). The Default Rate shall continue to apply whether or not judgment shall be entered on this Note. Both the Late Charge and the Default Rate are imposed as liquidated damages for the purpose of defraying the Registered Owner’s expenses incident to the handling of delinquent payments, but are in addition to, and not in lieu of, the Registered Owner’s exercise of any rights and remedies hereunder or under applicable law, and any fees and expenses of any agents or attorneys which the Registered Owner may employ. In addition, the Default Rate reflects the increased credit risk to the Registered Owner of carrying a loan that is in default. The Governmental Agency agrees that the Late Charge and Default Rate are reasonable forecasts of just compensation for anticipated and actual harm incurred by the Registered Owner, and that the actual harm incurred by the Registered Owner cannot be estimated with certainty and without difficulty.

On written demand, together with written evidence of the justification therefor, the Governmental Agency agrees to pay the Registered Owner all direct costs incurred, any losses suffered, or payments made by the Registered Owner as a result of any Change in Law (hereinafter defined), imposing any reserve, deposit, allocation of capital, or similar requirement (including without limitation, Regulation D of the Board of Governors of the Federal Reserve System) on the Registered Owner, its holding company, or any of their respective assets relative to the loan evidenced by this Note. “Change in Law” means the occurrence, after the date of this Note, of any of the following: (a) the adoption or taking effect of any law, rule, regulation or treaty; (b) any change in any law, rule, regulation, or treaty or in the administration, interpretation, implementation, or application thereof by any governmental authority; or (c) the making or issuance of any request, rule, guideline, or directive (whether or not having the force of law) by any governmental authority; provided that notwithstanding anything herein to the contrary; (x)
Dodd-Frank Wall Street Reform and Consumer Protection Act and all requests, rules, guidelines or directives thereunder or issued in connection therewith; and (y) all requests, rules, guidelines, or directives promulgated by the Registered Owner for International Settlements, the Basel Committee on Banking Supervision (or any successor or similar authority) or the United States or foreign regulatory authorities, in each case pursuant to Basel III, shall in each case be deemed to be a “Change in Law”, regardless of the date enacted, adopted, or issued.

The occurrence of any of the following events will be deemed to be an “Event of Default” under this Note: (i) the nonpayment of any principal, interest, or other indebtedness under this Note when due; (ii) the occurrence of any event of default or any default and the lapse of any notice or cure period, or the Governmental Agency’s failure to observe or perform any covenant or other agreement, under or contained in any document evidencing or securing any debt, liability or obligation of the Governmental Agency to the Registered Owner; (iii) the filing by or against the Governmental Agency of any proceeding in bankruptcy, receivership, insolvency, reorganization, liquidation, conservatorship, or similar proceeding (and, in the case of any such proceeding instituted against the Governmental Agency, such proceeding is not dismissed or stayed within thirty days of the commencement thereof, provided that the Registered Owner shall not be obligated to advance additional funds hereunder during such period); (iv) any assignment by the Governmental Agency for the benefit of creditors, or any levy, garnishment, attachment, or similar proceeding is instituted against any property of the Governmental Agency held by or deposited with the Registered Owner as security for any obligation of the Governmental Agency; or (v) a default with respect to any other indebtedness of the Governmental Agency for borrowed money, if the effect of such default is to cause or permit the acceleration of such debt.

Upon the occurrence of an Event of Default: (a) the Registered Owner shall be under no further obligation to make advances hereunder; (b) if an Event of Default specified in clause (iii) or (iv) above shall occur, the outstanding principal balance and accrued interest hereunder together with any additional amounts payable hereunder shall be immediately due and payable without demand or notice of any kind; (c) if any other Event of Default shall occur, the outstanding principal balance and accrued interest hereunder together with any additional amounts payable hereunder, at the Registered Owner’s option and without demand or notice of any kind, may be accelerated and become immediately due and payable; (d) at the Registered Owner’s option, this Note will bear interest at the Default Rate from the date of the occurrence of the Event of Default; and (e) the Registered Owner may exercise from time to time any of the rights and remedies available hereunder or under applicable law.

The Governmental Agency represents and warrants to the Registered Owner, as of the date of this Note, the date of each advance of proceeds under this Note, the date of any renewal, extension or modification of this Note, and at all times until this Note has been terminated and all amounts thereunder have been indefeasibly paid in full, that: (a) no Covered Entity (i) is a Sanctioned Person; (ii) has any of its assets in a Sanctioned Country or in the possession, custody or control of a Sanctioned Person; or (iii) does business in or with, or derives any of its operating income from investments in or transactions with, any Sanctioned Country or Sanctioned Person in violation of any law, regulation, order or directive enforced by any Compliance Authority; (b) the proceeds of this Note will not be used to fund any operations in, finance any investments or activities in, or, make any payments to, a Sanctioned Country or Sanctioned Person in violation of any law, regulation, order or directive enforced by any Compliance Authority; (c) the funds used
to repay this Note are not derived from any unlawful activity; and (d) each Covered Entity is in compliance with, and no Covered Entity engages in any dealings or transactions prohibited by, any laws of the United States, including but not limited to any Anti-Terrorism Laws. Governmental Agency covenants and agrees that it shall immediately notify the Registered Owner in writing upon the occurrence of a Reportable Compliance Event.

As used herein: “Anti-Terrorism Laws” means any laws relating to terrorism, trade sanctions programs and embargoes, import/export licensing, money laundering, or bribery, all as amended, supplemented or replaced from time to time; “Compliance Authority” means each and all of the (a) U.S. Treasury Department/Office of Foreign Assets Control, (b) U.S. Treasury Department/Financial Crimes Enforcement Network, (c) U.S. State Department/ Directorate of Defense Trade Controls, (d) U.S. Commerce Department/Bureau of Industry and Security, (e) U.S. Internal Revenue Service, (f) U.S. Justice Department, and (g) U.S. Securities and Exchange Commission; “Covered Entity” means the Governmental Agency, its affiliates and subsidiaries, and all brokers or other agents of the Governmental Agency acting in any capacity in connection with the loan evidenced by this Note; “Reportable Compliance Event” means that any Covered Entity becomes a Sanctioned Person, or is indicted, arraigned, investigated or custodially detained, or receives an inquiry from regulatory or law enforcement officials, in connection with any Anti-Terrorism Law or any predicate crime to any Anti-Terrorism Law, or self-discovers facts or circumstances implicating any aspect of its operations with the actual or possible violation of any Anti-Terrorism Law; “Sanctioned Country” means a country subject to a sanctions program maintained by any Compliance Authority; and “Sanctioned Person” means any individual person, group, regime, entity or thing listed or otherwise recognized as a specially designated, prohibited, sanctioned or debarred person or entity, or subject to any limitations or prohibitions (including but not limited to the blocking of property or rejection of transactions), under any order or directive of any Compliance Authority or otherwise subject to, or specially designated under, any sanctions program maintained by any Compliance Authority.

All notices, demands, requests, consents, approvals and other communications required or permitted hereunder (“Notices”) must be in writing (except as may be agreed otherwise above with respect to borrowing requests or as otherwise provided in this Note) and will be effective upon receipt. Notices may be given in any manner to which the parties may agree. Without limiting the foregoing, first-class mail, postage prepaid, facsimile transmission and commercial courier service are hereby agreed to as acceptable methods for giving Notices. In addition, the parties agree that Notices may be sent electronically to any electronic address provided by a party from time to time. Notices shall be sent to the parties’ respective addresses as follows:

Governmental Agency:  University of Louisville
Service Complex, 2nd Floor
Louisville, Kentucky 40292
Attention: Controller
Phone: 502-852-6316
E-Mail: walter.newell@louisville.edu

Registered Owner:  PNC Bank, National Association
101 South Fifth Street
Louisville, Kentucky 40202
No delay or omission on the Registered Owner’s part to exercise any right or power arising hereunder will impair any such right or power or be considered a waiver of any such right or power, nor will the Registered Owner’s action or inaction impair any such right or power. The Registered Owner’s rights and remedies hereunder are cumulative and not exclusive of any other rights or remedies which the Registered Owner may have under other agreements, at law or in equity. No modification, amendment, or waiver of, or consent to any departure by the Governmental Agency from, any provision of this Note will be effective unless made in a writing signed by the Registered Owner, and then such waiver or consent shall be effective only in the specific instance and for the purpose for which given. Notwithstanding the foregoing, the Registered Owner may modify this Note for the purposes of completing missing content or correcting erroneous content, without the need for a written amendment, provided that the Registered Owner shall send a copy of any such modification to the Governmental Agency (which notice may be given by electronic mail). The Governmental Agency agrees to pay on demand, to the extent permitted by law, all costs and expenses incurred by the Registered Owner in the enforcement of its rights in this Note and in any security therefor, including without limitation reasonable fees and expenses of the Registered Owner’s counsel. If any provision of this Note is found to be invalid, illegal, or unenforceable in any respect by a court, all the other provisions of this Note will remain in full force and effect. The Governmental Agency and all other makers and indorsers of this Note hereby forever waive presentment, protest, notice of dishonor and notice of non-payment. This Note shall bind the Governmental Agency and its successors and assigns, and the benefits hereof shall inure to the benefit of the Registered Owner and its successors and assigns; provided, however, that the Governmental Agency may not assign this Note in whole or in part without the Registered Owner’s written consent and the Registered Owner at any time may assign this Note in whole or in part.

Principal and interest on this Note is payable in such coin or currency of the United States of America as at the time and place of payment is legal tender for the payment of public and private debts all as hereinafter contained and in the Resolution authorizing the same adopted within thirty days of the date hereof. This Note is subject to early redemption, on any date, upon reasonable notice, at a redemption price equal to the principal amount redeemed, plus interest accrued to the redemption date.

This Note is issued under and pursuant to §§ 65.7703 to 65.7721, inclusive, of the Kentucky Revised Statutes (the “Act”). The indebtedness evidenced hereby is a borrowing in anticipation of current revenues to be received by the Governmental Agency during the fiscal year in which this Note has been issued and is to be repaid from such revenues once received.

In order to secure the payment of the principal indebtedness evidenced hereby and the interest hereon, the Governmental Agency hereby pledges and grants (equally and ratably with all other revenue anticipation notes issued by the Governmental Agency for the current fiscal year) to the Registered Owner of this Note, a lien and charge on, and security interest in, its current revenues to be received during the period when this Note is outstanding, subject and subordinate
only to the pledge of, and security interest in, current revenues constituting General Receipts (as defined in the Trust Agreement hereinafter defined) granted for the benefit of the holders of obligations issued under the provisions of a certain Trust Agreement dated as of March 1, 2007, as amended and supplemented (collectively, the “Trust Agreement”) between the Governmental Agency and U.S. Bank National Association (the “Bond Trustee”).

This Note is executed and delivered pursuant to a Resolution adopted by the Governmental Agency upon the affirmative vote of at least a majority of the members of its Governing Body at a public meeting duly and regularly held, and after filing proper notice with the State Local Debt Officer of the Commonwealth of Kentucky (the “Resolution”).

No recourse shall be had for the payment of the principal of or the interest on this Note, or for any claim based hereon, against any officer, agent or employee, past, present or future, of the Governmental Agency, as such, either directly or through the Governmental Agency, whether by virtue of any constitutional provision, statute or rule of law, or by the enforcement of any assessment or penalty, or otherwise; all such liability of such officers, agents or employees is hereby renounced, waived and released as a condition of and as consideration for the issuance, execution and acceptance of this Note.

This Note has been delivered to and accepted by the Registered Owner and will be deemed to be made in the Commonwealth of Kentucky (the “State”). THIS NOTE WILL BE INTERPRETED AND THE RIGHTS AND LIABILITIES OF THE REGISTERED OWNER AND THE GOVERNMENTAL AGENCY DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE, EXCLUDING ITS CONFLICT OF LAWS RULES. The Governmental Agency hereby irrevocably consents to the exclusive jurisdiction of any state or federal court in Louisville, Jefferson County, Kentucky. The Governmental Agency acknowledges and agrees that the venue provided above is the most convenient forum for both the Registered Owner and the Governmental Agency. The Governmental Agency waives any objection to venue and any objection based on a more convenient forum in any action instituted under this Note.

To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each borrower that opens an account. What this means: when the Governmental Agency opens an account, the Registered Owner will ask for the business name, business address, taxpayer identifying number and other information that will allow the Registered Owner to identify the Governmental Agency, such as organizational documents. For some businesses and organizations, the Registered Owner may also need to ask for identifying information and documentation relating to certain individuals associated with the business or organization.

THE GOVERNMENTAL AGENCY IRREVOCABLY WAIVES ANY AND ALL RIGHTS THE GOVERNMENTAL AGENCY MAY HAVE TO A TRIAL BY JURY IN ANY ACTION, PROCEEDING OR CLAIM OF ANY NATURE RELATING TO THIS NOTE, ANY DOCUMENTS EXECUTED IN CONNECTION WITH THIS NOTE OR ANY TRANSACTION CONTEMPLATED IN ANY OF SUCH DOCUMENTS. THE GOVERNMENTAL AGENCY ACKNOWLEDGES THAT THE FOREGOING WAIVER IS KNOWING AND VOLUNTARY.
It is hereby certified that all acts, conditions, and things required to be done, to occur or be performed precedent to and in the issuance of this Note, or in the creation of the indebtedness of which this Note is evidence, have been done, have occurred and have been performed in regular and due form and manner as required by law, and that the repayment obligation represented by this Note is not in excess of any constitutional or statutory limitation.

[Signature page to follow]
SIGNATURE PAGE TO REVENUE ANTICIPATION NOTE

IN WITNESS WHEREOF, the Governmental Agency has caused this Note to be signed in its name by its President, duly attested by the Assistant Secretary of the Governing Body of the Governmental Agency, all as of the date set forth above.

UNIVERSITY OF LOUISVILLE

By: ____________________________________________

President

Attest:

______________________________
Assistant Secretary
Board of Trustees
The University of Louisville, acting by and through its Designated Officer as Registrar, shall not accept any funds for the purchase of this Note, nor shall the Registrar redeem any outstanding principal amount hereof, without making the appropriate notations in this Annex A.

<table>
<thead>
<tr>
<th>Date</th>
<th>Indicate: Date of Issue/Draw or Redemption Date</th>
<th>Principal Amount Issued or Redeemed</th>
<th>Current Amount Outstanding</th>
<th>Signature of Authorized Officer of the Registrar</th>
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REGISTRATION FORM

This Note can be validly negotiated only upon proper execution of the form set forth below, and upon notation of the same upon the books of the University of Louisville, acting by and through its Designated Officer as Registrar for this Note, maintained for such purpose, unless this Note shall be registered to bearer, in which case it shall be validly negotiated by delivery only. The Governmental Agency and the Registrar shall treat the Registered Owner of this Note, as noted hereon and on said books, or the bearer, if registered as to bearer, as the absolute owner hereof, and shall not be affected by any changed circumstances, nor by any notice to the contrary.

Original Registered Owner
PNC Bank, National Association

Date  Transferor  Subsequent Purchaser  Acknowledgement of Registrar

For value received, the last-named Transferor, by its due execution above, does hereby, on the above-stated date, sell, transfer and negotiate this Note unto the last-named Subsequent Purchaser identified above (the “Subsequent Purchaser”), warranting that this transfer is effective and rightfully; that this Note is genuine and has not been materially altered; and that it has no knowledge of any fact which might impair the validity of this Note, and further irrevocably authorizes and directs the University of Louisville, acting through its Designated Officer as Registrar, to make this transfer on its books maintained for such purpose.

The University of Louisville, acting through its Designated Officer as Registrar, by its due execution above, on the above stated date, acknowledges the transfer of this Note unto the Subsequent Purchaser, who shall now be recognized as Registered Owner, and has noted such transfer on its books.
The undersigned Treasurer of the University of Louisville (the “Governmental Agency”), who is charged, among others, with the responsibility of issuing and delivering the University of Louisville Revenue Anticipation Note, Series 2021 (the “Note”), certifies that:

1. It has been estimated that the amounts of moneys shown in Schedule A attached hereto, will be received by the Governmental Agency current revenues (including without limitation subsidies, reimbursements, and interest earnings, including interest earnings on Note proceeds) during the fiscal year ending June 30, 2021 (the “2021 Fiscal Year”).

2. The aggregate principal amount of the Note, plus the principal amount of any and all other borrowings pursuant to revenue anticipation notes currently outstanding in the fiscal year ending June 30, 2021, does not exceed 75% of the sum of the estimated receipts set out in Schedule A attached hereto, during the period beginning on the date hereof and ending on the last day of the 2021 Fiscal Year.

3. The estimates set out on Schedule A attached hereto, are in accordance with the duly adopted budget of the Governmental Agency and take into account the past and anticipated collection experience of the Governmental Agency and current economic conditions.

4. To the best of my knowledge and belief, the expectations stated herein are reasonable and there are no other facts, estimates, or circumstances which would materially change the conclusions set out herein.

5. The certifications contained herein are made pursuant to Sections 65.7703 to 65.7721, inclusive, of the Kentucky Revised Statutes (the “Act”) and Section 148 of the Code and the Regulations thereunder.

DULY EXECUTED as of a date not more than thirty days before the date of adoption of the Resolution authorizing the Note and to be confirmed on the date of such adoption.

UNIVERSITY OF LOUISVILLE

By: ____________________________

Treasurer

Dated: __________________________
SCHEDULE A

to
COLLECTIONS CERTIFICATE
FOR
UNIVERSITY OF LOUISVILLE
REVENUE ANTICIPATION NOTE, SERIES 2021

CALCULATION OF BORROWING LIMIT FOR NOTE

<table>
<thead>
<tr>
<th>Date</th>
<th>Revenues</th>
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<tr>
<td>July 1, 2020 – June 30, 2021</td>
<td>$1,070,000,000</td>
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RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE
BOARD OF TRUSTEES CONCERNING AN AMENDMENT
TO THE 403(B) RETIREMENT PLAN

Finance Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve an amendment to the university’s 403(b) retirement plan, as described in the attached resolution.

COMMITTEE ACTION:   BOARD ACTION:
Passed ________________   Passed ________________
Did Not Pass ____________   Did Not Pass ___________
Other __________________   Other _________________

__________________________  __________________________
Assistant Secretary    Assistant Secretary
AMENDMENT TO THE UNIVERSITY OF LOUISVILLE 403(B) RETIREMENT PLAN

THIS AMENDMENT by the University of Louisville (the “University”).

W I T N E S S E T H:

WHEREAS, the University maintains the University of Louisville 403(b) Retirement Plan (the “Plan”);

WHEREAS, the COVID-19 pandemic is causing unprecedented disruption of the operations of the University and has created a fiscal emergency requiring immediate response;

WHEREAS, given the COVID-19 disruption, the University has determined a need for approximately thirty-six million dollars ($36,000,000) in additional cash to maintain essential operations;

WHEREAS, the University has plans to generate nearly twenty-seven million dollars ($27,000,000) in additional cash through various cost-saving measures and mitigation strategies, but this amount is not adequate to maintain essential operations;

WHEREAS, the University must utilize existing cash resources for essential operations;

WHEREAS, in a three month period, the University can realize approximately nine million dollars ($9,000,000) in additional cash to be used to maintain essential operations by stopping employer contributions to the Plan;

WHEREAS, under the provisions of the Plan, the University retains the right to modify, alter, amend or terminate the Plan at any time; and

WHEREAS, the University has determined that it is necessary to amend the Plan to eliminate the Basic Contributions and Matching Contributions for the three month period commencing May 1, 2020 and ending July 31, 2020;
NOW, THEREFORE, effective as of May 1, 2020, the University hereby amends the Plan as follows:

1. Section 5.01 of the Plan is completely amended and restated to provide as follows:

**5.01 Amount of University Contributions.**

(a) **Basic Contributions.** The University shall make a Contribution to each Participant’s Account for each Plan Year in which the Participant qualifies as an Eligible Employee under Section 2.17(a) in an amount equal to 7.5% of such Participant’s Compensation for such Plan Year (or, for a period of participation less than a Plan Year, 7.5% of the Participant’s Compensation for the portion of the Plan Year during which the Participant was eligible to participate), such percentage to be determined before salary reductions for amounts deferred by such Employee pursuant to an election made under sections 125, 132(f)(4) or 402(g) of the Code. Notwithstanding the foregoing, the University shall make no Basic Contribution to any Participant’s Account for the three month period commencing May 1, 2020, and ending July 31, 2020 (the “Three Month Period”), with no obligation to subsequently contribute the amount that would otherwise have been contributed during the Three Month Period.

(b) **Matching Contributions.** If a Participant makes an Elective Deferral in any amount up to 2.5% of Compensation for the same period with respect to which a Basic Contribution under subsection (a) above is made for such Participant, the University shall make a matching contribution in an amount equal to 100% of such Elective Deferral. Matching Contributions are not available to Employees who are eligible to make “Elective Deferrals” only (as defined in Section 2.17(b)). Notwithstanding anything herein to the contrary, the University shall make no Matching Contribution for the Three Month Period, with no obligation to subsequently contribute the amount that would otherwise have been contributed during the Three Month Period.

(c) **Discretionary Contributions.** The University may, in its sole discretion, make Discretionary Contributions in such amount as it may deem appropriate to the extent that such Contribution does not contravene the provisions of section 403(b) of the Code, regulations promulgated thereunder or such rulings or notices that the Secretary of Treasury may make.

2. Section 5.02(b) is amended by amending and restating item number (4) and adding a new item number (5) to provide as follows:

(4) University Basic Contributions; and

(5) Discretionary Contributions.
IN WITNESS WHEREOF, the University has caused this Amendment to be executed on
the ___ day of _________________, 2020.

Reviewed as to Form & Legality:  
__________________________________  

Recommended:  
__________________________________  

Approved:  
__________________________________
MEETING OF THE ACADEMIC AND STUDENT AFFAIRS COMMITTEE
OF THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES

1:35 p.m., April 23, 2020

Virtual Meeting
Click here to view the live stream

In Open Session

I. Call to Order
   • Approval of Minutes, 12-12-2019

II. Action Items: Approval of New Academic Programs
   • BBA in Business Administration
   • MS in Materials and Energy Science and Engineering

III. Action Item: Approval of Louisville Automation
     and Robotics Research Institute

IV. Action Item: Approval of Revised Personnel, Policies
    and Procedures Document for Speed School

V. Action Item: Approval of Revised Bylaws for School of Medicine

VI. Action Item: Approval of Pass/Fail Policy for Spring Semester

VII. Executive Session
    • Motion to recess to discuss personnel matters
      pursuant to KRS 61.810(1)(f)

VIII. Open Meeting Reconvenes
     • Report on Executive Session
     • Appropriate action, if any

IX. Adjournment

Committee Members
Raymond Burse, Chair
Bonita Black
Sandra Frazier
Jasper Noble
Krista Wallace-Boaz
Ron Wright
MINUTES OF THE MEETING OF THE
ACADEMIC AND STUDENT AFFAIRS COMMITTEE
OF THE BOARD OF TRUSTEES OF THE
UNIVERSITY OF LOUISVILLE

December 12, 2019

In Open Session

Members of the Academic and Student Affairs Committee of the University of Louisville Board of Trustees met at 2:12 p.m. on December 12, 2019, in Jefferson Room of Grawemeyer Hall, with members present and absent as follows:

Present:  Dr. Raymond Burse, Chair
          Ms. Bonita Black
          Ms. Sandra Frazier
          Mr. Jasper Noble
          Prof. Krista Wallace-Boaz
          Dr. Ron Wright

Other Trustees
Present:  Mr. Scott Brinkman
          Mr. Randy Bufford
          Mr. John Chilton
          Ms. Diane Medley
          Ms. Mary Nixon
          Mr. James Rogers
          Mr. John Smith

From the University:  Dr. Neeli Bendapudi, President
          Dr. Beth Boehm, Executive Vice President and University Provost
          Dr. Robert Keynton, Interim Executive Vice President for Research & Innovation
          Mr. Dan Durbin, Vice President for Finance and CFO
          Mr. Thomas Hoy, General Counsel
          Mr. Ralph Fitzpatrick, Vice President for Community Engagement
          Mr. Vince Tyra, Vice President for Athletics and Athletic Director
          Ms. Amy Shoemaker, Deputy General Counsel & Assoc. AD for Administration
          Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing
          Dr. Faye Jones, Sr. Assoc. Vice President for Diversity and Inclusion
          Mr. Mark Watkins, Sr. Associate Vice President for Operations
          Ms. Mary Elizabeth Miles, Associate Vice President for Human Resources
          Ms. Sandy Russell, Assistant Vice President for Enterprise Risk and Compliance
          Ms. Shannon Rickett, Assistant Vice President for Government Relations
          Mr. Rick Graycarek, Assistant Vice President for Budget and Financial Planning
          Mr. Jim Begany, Vice Provost for Enrollment Management and Student Success
          Mr. John Karman, Director of Media Relations, Communications & Marketing
I. Call to Order

Having determined a quorum present, Chair Burse called the meeting to order at 2:12 p.m.

Approval of Minutes, 9-26-2019

Dr. Wright made a motion, which Ms. Frazier seconded, to approve the minutes of the September 26, 2019 meeting. The motion passed.

II. Action Item: Approval of 2020 Grawemeyer Awards

Chair Burse explained that the committee was notified in November of the decisions of the five faculty and lay-juries for the Grawemeyer Awards, and that it is now the committee’s responsibility to ratify those decisions.

Dr. Wright made a motion, which Ms. Frazier seconded, to approve the

President’s recommendation that the Board of Trustees ratify the following winners of the 2020 Grawemeyer Awards:

- **Music**: Lei Liang
- **Improving World Order**: Ken Conca
- **Psychology**: Robert Plomin
- **Education**: Jal Mehta and Sarah Fine
- **Religion**: Stephen J. Patterson

The motion passed.
III. Action Item: Approval of Revised Bylaws for CEHD

Provost Boehm briefed committee members on the proposed revisions to the bylaws of the College of Education and Human Development, noting the changes were reviewed by the Provost and General Counsel offices.

Ms. Black made a motion, which Mr. Noble seconded, to approve the

President’s recommendation that the Board of Trustees approve the revised bylaws for the College of Education and Human Development, in the form attached.

The motion passed.

IV. Action Items: Approval of New Academic Programs

The Provost described to committee members the following new academic programs recommended for approval: Bachelor of Science in Urban Studies; Bachelor of Science in Business Administration Management; Certificate in Organizational Change in Higher Education; and Certificate in LGBTQ Health Studies.

She then fielded questions from the committee.

Ms. Frazier made a motion, which Dr. Wright seconded, to approve of all four of the

President’s recommendation that the Board of Trustees approve the creation of a BS in Urban Studies; BS in Business Administration Management; Certificate in Organizational Change in Higher Education; and Certificate in LGBTQ Health Studies, as described in the forms attached.

The motion passed.

V. Information Items

Diversity Report

Provost Boehm, Dr. Jones, and Ms. Miles provided a Diversity Report update which includes information regarding the race and ethnicities of full-time faculty and administrators over the past five years and as compared to other Kentucky public institutions.

The provost explained that all deans have set goals to emphasize recruitment and retention of underrepresented minority (URM) faculty, staff, and students; and to promote inclusive organizational culture committed to compliance, ethical conduct, and enacting the Cardinal Principles.
Expanded leadership opportunities for faculty of color include the Academic Leadership Development Institute (ALDI), CPE’s program to develop early career URM faculty as leaders; the Leadership Innovation Seminar at the School of Medicine; and the Leadership Workshop for Faculty of Color, sponsored by the provost’s office and planned for Spring 2020 with participation from previous ALDI graduates.

Ms. Miles highlighted the university’s commitment to equal opportunity through fair hiring practices; targeted job fairs; underutilization review prior to posting positions, department notification, and diversity resource advertisement; and the completion of mandatory training by search committees and hiring managers prior to interviewing applicants.

Provost Boehm, Dr. Jones, and Ms. Miles then fielded questions from the committee.

Enrollment Management

Vice Provost Begany updated the committee on the race and ethnicity of undergraduate and graduate enrollments over the last five years and the recently approved Strategic Enrollment Management Plan which includes 18 recommended strategies for improving academic program development, international enrollment, undergraduate enrollment, online and military supporting, pricing, and institutional aid.

Mr. Begany also discussed regional recruitment initiatives, the six-year graduation rate of full-time, first-time baccalaureate degree-seeking students, and Spring 2020 enrollment initiatives.

The president, provost and vice provost then answered questions from committee members.

Chair Burse thanked the president, provost and their colleagues for the update.

VI. Executive Session

Ms. Frazier made a motion, which Dr. Wright seconded, to recess to executive session at 3:12 p.m. to discuss personnel matters pursuant to KRS 61.810(1)(f). The motion passed.

VII. Open Meeting Reconvenes

The open meeting reconvened at 3:17 p.m.

Chair Burse reported the committee discussed personnel matters.

Personnel Recommendations

Prof. Wallace-Boaz made a motion, which Ms. Black seconded, to approve the
President’s recommendation that the following personnel recommendations be approved by the Board of Trustees.

**Arts and Sciences:**

Delin Lai, PhD, Professor (Tenured) of Fine Arts; additional appointment as Frederic Lindley Morgan Endowed Chair of Architecture and Design, July 1, 2018 through June 30, 2023. Appointment as Frederic Lindley Morgan Endowed Chair of Architecture and Design is at the pleasure of the Board of Trustees.

**Medicine:**

Kimberly Boland, MD, Professor (Term) and Interim Chair of Pediatrics, and Assistant Dean of Resident Education and Work Environment; additional appointment as Billy F Andrews, MD, Endowed Chair in Pediatrics, January 24, 2020 through January 23, 2025. Appointment as Billy F. Andrews, MD, Endowed Chair in Pediatrics is at the pleasure of the Board of Trustees.

Jarred Thomas, MD, University of South Alabama; appointment as Professor (Tenured) and Chair of Emergency Medicine, and Daniel F. Danzl, MD Endowed Chair of Emergency Medicine, January 24, 2020. Appointment as Daniel F. Danzl, MD Endowed Chair of Emergency Medicine is at the pleasure of the Board of Trustees.

**Engineering:**

Thad Druffel, PhD, Research Scientist Engineer II in the Conn Center for Renewable Energy Research; additional appointment as Endowed Chair in Renewable Energy Research, February 1, 2020 through January 31, 2023. Appointment as Endowed Chair in Renewable Energy Research is at the pleasure of the Board of Trustees.

Jagannadh Satyavolu, PhD, Research Scientist Engineer II in the Conn Center for Renewable Energy Research; additional appointment as Endowed Chair in Renewable Energy Research, February 1, 2020 through January 31, 2023. Appointment as Endowed Chair in Renewable Energy Research is at the pleasure of the Board of Trustees.

The motion passed.

**VIII. Adjournment**

Having no other business to come before the committee, Mr. Noble made a motion, which Prof. Wallace-Boaz seconded, to adjourn.
The motion passed and the meeting adjourned at 3:18 p.m.

Approved by:

________________________

Assistant Secretary
MINUTES OF THE MEETING OF THE
ACADEMIC AND STUDENT AFFAIRS COMMITTEE
OF THE BOARD OF TRUSTEES OF THE
UNIVERSITY OF LOUISVILLE

December 12, 2019

In Executive Session

Present: Dr. Raymond Burse, Chair
Ms. Bonita Black
Ms. Sandra Frazier
Mr. Jasper Noble
Prof. Krista Wallace-Boaz
Dr. Ron Wright

Other Trustees Present: Mr. Scott Brinkman
Mr. Randy Bufford
Mr. John Chilton
Ms. Diane Medley
Ms. Mary Nixon
Mr. James Rogers
Mr. John Smith

From the University: Dr. Neeli Bendapudi, President
Dr. Beth Boehm, Executive Vice President and University Provost
Mr. Thomas Hoy, General Counsel
Ms. Amy Shoemaker, Deputy General Counsel & Assoc. AD for Administration
Ms. Brigid Gies, University Counsel
Mr. Jake Beamer, Boards Liaison and Assistant Secretary

I. Call to Order

Chair Burse called the Executive Session to order at 3:12 p.m.

II. Personnel Matters

The Provost briefed the committee on personnel matters.

III. Adjournment

Dr. Wright made a motion, which Ms. Frazier seconded, to adjourn the executive session.

The motion passed and the session adjourned at 3:17 p.m.
Approved by:

____________________________

Assistant Secretary
RECOMMENDATION TO THE BOARD OF TRUSTEES CONCERNING THE CREATION OF THE BACHELOR OF BUSINESS ADMINISTRATION

Academic and Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the Bachelor of Business Administration (BBA) effective Fall 2020.

BACKGROUND:

The Dean of the College of Business (COB) recommends the creation of the Bachelor of Business Administration. The new Bachelor of Business Administration will be housed in the College of Business.

The proposed 120-credit-hour Bachelor of Business Administration (BBA) program will be a managerial and strategically oriented generalist degree.

The BBA program will cover essential disciplines of business administration and management: economics, marketing, accounting, finance, statistics, operations, management, leadership, and computer systems. The core curriculum will mirror the core and breadth requirements of the College of Business’s existing BSBA program (approximately 40 credit hours covering essential disciplines and topics of business), with specific modifications to four courses to align with the distinct philosophy of the BBA. In addition, the BBA curriculum will require that each student select from nine credit hours of business electives plus six credit hours of co-op or internship course work (for a total of 15 credit hours after the required core). There is room in the program curriculum for students to tackle a minor within the College of Business or from the University at large. The degree will serve a student population and a set of student interests not currently served by the College of Business.

The Faculty Senate recommended the creation of the Bachelor of Business Administration at their meeting on January 8, 2020. The Executive Vice President/University Provost joins the President in making this recommendation.

COMMITTEE ACTION: BOARD ACTION:
Passed ________________ Passed ________________
Did Not Pass ____________ Did Not Pass ____________
Other _________________ Other _________________

__________________________  __________________________
Assistant Secretary        Assistant Secretary

Click to return to: Schedule Governance Finance Academic & Student Affairs ULRF BOT
RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE CREATION OF THE
MASTER OF SCIENCE IN MATERIALS AND ENERGY SCIENCE AND ENGINEERING

Academic and Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the Master of Science in Materials and Energy Science and Engineering effective Fall 2020.

BACKGROUND:

The Dean of the Speed School of Engineering recommends the creation of the Master of Science in Materials and Energy Science and Engineering. The new Master of Science in Materials and Energy Science and Engineering program will be housed in the Speed School of Engineering. The Master of Science in Materials and Energy Science and Engineering is a 30-credit-hour program.

Over the last two decades, graduate research activities in materials and energy research have grown multifold. With the establishment of UofL’s Conn Center for Renewable Energy Research in 2009, the Speed School of Engineering’s research capacity expanded with the recruitment of several new faculty and research theme leaders who further developed a number of research facilities and interdisciplinary courses in both advanced materials and energy science and engineering. Based on these strengths, the Speed School of Engineering proposes a Master of Science in Materials and Energy Science & Engineering (MS in MESE). The proposed program will enable both UofL and non-UofL graduates with Bachelor’s degrees in sciences and engineering to enroll in a Master’s degree program in the Sciences and Engineering.

Students will be trained with fundamental concepts on advanced materials, energy devices, and processing and systems engineering. The educational experiences will be enhanced by research opportunities in laboratories conducting basic and translational research on solar energy conversion, energy storage, biofuels and biomass conversion, solar fuels, materials characterization, and advanced energy materials. The MS in MESE will prepare students for career tracks in industry such as semiconductor/opto-electronics, materials, catalysts and energy. Students will also be able to pursue entrepreneurship, government, corporate labs, and doctoral studies in their respective disciplines.

The Faculty Senate recommended the creation of the Master of Science in Materials and Energy Science and Engineering at their meeting on January 8, 2020. The Executive Vice President/University Provost joins the President in making this recommendation.

COMMITTEE ACTION: 
Passed 
Did Not Pass 
Other

BOARD ACTION:
Passed 
Did Not Pass 
Other

Assistant Secretary

Assistant Secretary
RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES REGARDING THE CREATION OF THE LOUISVILLE AUTOMATION AND ROBOTICS RESEARCH INSTITUTE

Academic and Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the creation of the Louisville Automation and Robotics Research Institute (LARRI).

BACKGROUND:

Robotics and automation are fast growing research areas of national importance with numerous applications including manufacturing, logistics, health, rehabilitation, and many others. Since 2012, US government agencies, including NSF, USDA, NIH, and DoD have invested heavily in robotics research, in excess of $250M annually, and that trend has continued under the current administration. Despite this investment and the many growth opportunities, the state of Kentucky and the University of Louisville have not taken advantage of the robotics and automation R&D boom. Our state has not invested in robotics education, and has not produced graduates ready to work in related industries despite the fact that it is part of the Midwest Robotics Cluster. The cluster includes states such as Michigan, Illinois, Kentucky, Ohio, Indiana and Pennsylvania and contains a significant portion of the nation’s industrial robot base and the highest concentration of robotics and systems integrator companies in the country.

By establishing the Louisville Automation and Robotics Research Institute (LARRI), UofL will gain significant new opportunities for attracting research funding from both government and industry sources, while providing cutting-edge education and training opportunities for advanced robotics and automation professionals. The objectives of the LARRI will be to: 1) combine the expertise and existing research funding of UofL faculty in emerging research areas related to robotics and automation, 2) be responsive to synergistic funding opportunities from the federal government, industry, and private donors, and 3) create new cross-department educational opportunities and programs.

The expertise and programs at the institute will also attract new faculty, researchers and graduate student hires, and will hopefully result in new state of the art facilities, which are indispensable for carrying out internationally competitive, large R&D projects. Current LARRI laboratories consist of active research labs and office space allocated to participating faculty in FY 2019 and for the next three years of operation. One space under consideration for future LARRI use is the Humana Gym building owned by the UofL Foundation, with over 30,000 sq. ft. of space.

Faculty from other Kentucky institutions will be invited to affiliate with LARRI, such as NSF EPSCOR colleagues from UK, EKU, WKU and Morehead State, so that the institute will become the statewide leader in robotics and automation research. LARRI will engage in industrial...
collaborations in the Louisville area and beyond and develop a company membership and donor program. LARRI is on a promising trajectory to generate over $2.0M in research expenditures per year and will be instrumental in attracting additional funding for large projects from both federal agencies and industry.

The Faculty Senate voted to recommend the creation of the institute on March 4, 2020. The Executive Vice President/University Provost joins the President in making this recommendation.

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Assistant Secretary

Assistant Secretary
RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE PERSONNEL POLICY AND PROCEDURES DOCUMENT
FOR THE J.B. SPEED SCHOOL OF ENGINEERING

Academic & Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the revised Personnel Policy and Procedures (PPP) document for the J.B. Speed School of Engineering, as attached.

BACKGROUND:

A summary of revisions, attached, precedes the revised PPP document.

The revised document has been approved by the J. B. Speed School of Engineering Faculty and the Faculty Senate.

The proposed changes were reviewed by the Provost’s office and General Counsel. The Executive Vice President and University Provost joins the President in making this recommendation.

COMMITTEE ACTION:
Passed ________________
Did Not Pass __________
Other __________________

BOARD ACTION:
Passed ________________
Did Not Pass __________
Other ________________

_______________________
Assistant Secretary

_______________________
Assistant Secretary
Section 1.2 (Pages 4-5) Non-tenurable Appointments – “Term” faculty appointments were further defined to include “Research-track” and “Teaching-track” faculty. The word “Term” was believed to impart a stigma to these faculty as it implies a temporary status. In most Speed School documents, the “Term” definition is being phased out as these individuals are essential to the long-term health and growth of the school.

Section 2.2 (Page 7) Departmental Criteria - A new section was added to our policy document stipulating that each department must develop a statement of expectations that defines “proficient performance” of a faculty member. This statement of expectations can then be used to assess a faculty member’s performance with respect to promotion, tenure and periodic career reviews (PCRs). Previously, the statement of expectations was only necessary for PCRs. By expanding the statement of expectations, faculty members at all levels should clearly know how “proficient performance” is defined.

Section 2.3 (Page 7-9) Responsibilities and Authority – Two sections were added to the revised policy documents to clarify the roles of the existing Faculty Affairs Committee (FAC) and Departmental Faculty Affairs committees (DFAC). Both these committees have responsibilities regarding promotion, tenure and periodic career reviews. As implied, the DFAC is composed of representatives from within one department only, while the FAC is composed of representatives from across Speed School. As a FAC member is commonly also a member of their DFAC, the voting obligations were clarified to ensure “one person, one vote”.

Section 2.5 (Page 11-13) Periodic Career Review – The policy documents were revised so that in addition to tenured faculty, research-track and teaching-track faculty will also undergo a Periodic Career Review (PCR) after every five years of service. During this PCR, the Chair, Departmental Faculty Affairs Committee (DFAC) and the Dean all assess the faculty member’s performance. In the hopefully rare circumstance where a faculty member is not meeting stated expectations, then these three entities work together with the faculty member to develop a remedial action plan. In the revised PCR process, the terminology referencing Stage 1 and 2 reviews was eliminated, and the Faculty Affairs Committee (at the Speed School level) was removed from the PCR process.

Section 2.7 (Pages 14-18) Promotion and Tenure – While a department chair commonly initiates a promotion and/or tenure review, the review may also be initiated by a faculty member, the Departmental Faculty Affairs Committee (DFAC) or the Speed School level Faculty Affairs Committee (FAC). In the previous policy documents, the process to initiate the promotion and/or tenure review was slightly different depending on which entity initiated the review. In the revised policy documents, the process was simplified to indicate that whoever initiates the review is also responsible for collection and distribution of the evaluation file (Triptych).

Section 3.2 (Pages 20-22) Code of Conduct – The Speed School faculty has voted to adopt a general code of conduct as a means to assist with shared governance. As such, the policy document revisions include a code of conduct and an administrative procedure to resolve allegations and violations.
Guidelines regarding the conduct of Speed faculty were added as an appendix (Appendix 7: Guidelines for Code of Conduct, pages 37-39).

**Section 3.3 (Page 22) Compensation** – The previous policy document was not in alignment with the Redbook regarding how merit-based salary increments would be distributed and the required reporting requirements of the Dean. The revised policy document has been modified to be in accordance with Redbook Minimum Guidelines Sec III.B

**Appendix 2 (Page 26-28) Promotion and Tenure Review Schedules** – In parallel with Section 2.7 Promotion and Tenure, the schedule for promotion and tenure varied with respect to which entity initiated the process. The revised promotion and tenure schedules were simplified to be independent of the entity initiating the review.

**Appendix 5 (Pages 31-33) Guidelines for Review and Evaluation Letters** – In the existing policy documents, there was little guidance regarding what information was expected to be included within review letters for tenure and promotion cases. As a result, some evaluation files were submitted with missing or incomplete information. Appendix 5 was added to the revised policy documents to clarify the requirements for promotion and/or tenure evaluation letters received from extramural reviewers, the Departmental Faculty Affairs Committee, the Department Chair, and the Faculty Affairs Committee.

**Appendix 6 (Pages 34-36) Guidelines for Promotion and Tenure Materials** – Within the promotion and tenure sections of the existing policy documents, procedural instructions were commonly blended with descriptive content guidance information. While both components are necessary, combining this information within one section made it difficult to read and execute. When revising the policy document, the “procedural” information was separated from “guidance type” information to improve readability and allow for easier updates. The main body of the revised policy document now contains the step-by-step instructions as to how administrative items move through our system. The guidance information, or what type of information is typically included within promotion and tenure documents has been moved to the appendices. Specifically, Appendix 6 within the revised policy documents now contains guidance information regarding what type of materials may be included in the promotion and/or tenure evaluation file.

**Appendix 7 (Pages 37-39) Guidelines for Code of Conduct** - In parallel with Section 3.2 Code of Conduct, guidelines regarding the conduct of Speed faculty were added to the policy document.
PERSONNEL POLICY AND PROCEDURES

J.B. Speed School of Engineering
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Article 1  Faculty Appointments

Section 1.1  Types of Appointments

Faculty appointments are "Full-time", "Part-time", "Emeritus", or "Other Appointments", as described in The Redbook, Article 4.1.

Section 1.2  Non-Tenurable Appointments

Part 1.2.1  Full-Time Appointments

Non-tenurable, full-time appointments with the university may be for lengths of time in accordance with The Redbook policies. Generally, temporary appointments are for short-term appointments commonly associated with visiting professors.

1. Temporary Appointments
   Temporary appointments to the various academic ranks (Instructor, Assistant Professor, Associate Professor, Professor) may be made for specifically limited time periods less than one year or for special purposes. In no case shall a temporary appointment or a renewal thereof result in the acquisition of tenure. (See The Redbook 4.1.1.A.1)

2. Term Appointments: Teaching-Track, Research-Track, and Instructor
   a. Teaching-track and Research-track appointments at the various ranks (Assistant Professor, Associate Professor, Professor) and Instructors are subject to policies for Term Appointments in The Redbook 4.1.1.A.2. The Track designation should be specified in the contract based on the primary responsibility of the faculty member (teaching or research). The greatest workload percentages for Teaching-track and Research-track appointments will be in teaching or research, respectively.
   b. Teaching-track and Research-track faculty shall meet the same criteria for appointment at a designated rank as specified in Section 1.3 (for Probationary appointments), although specific variation in assignments may be designated in the contract and specified in the Annual Work Plan. In normal circumstances, persons appointed as Instructor shall hold a Masters or PhD in their field of specialization, or shall present evidence of having completed a body of research, scholarship or other creative activity equivalent in scope and quality to the similar component of such degree.
   c. Teaching-Track, Research-Track, and Instructor appointments are subject to annual review as described in Section 2.4.
   d. Teaching-track and Research-track faculty may apply for promotion in rank according to the criteria of the J.B. Speed School of Engineering defined in Section 2.7. Promotion in rank may be considered after the faculty member has served five consecutive years in rank. Procedures for the promotion of teaching and research track faculty shall be the same as for probationary or tenured faculty. Criteria shall include proficiency in teaching, research and creative activity, and service, but only the areas included in the
contract or in the Annual Work Plan. Proficiency in teaching or proficiency in research will not be required if it is not specified in the contract or Annual Work Plan.

e. Teaching-track, Research-track, and Instructor faculty appointments may be renewed by recommendation by the Dean to the President or President’s designee, upon initiation of the department chair and recommendation by the department faculty or faculty committee, subject to satisfactory annual and career reviews.

f. Contract duration for initial appointments for Instructors, Teaching-track and Research-track faculty may be for 1 - 3 years. Follow-on appointments may be 1 to 3 years for Instructors, Assistant and Associate Professors and 3 years minimum for Full Professors. For faculty at the rank of Associate Professor and Professor, rolling contracts will be available after five years of service at the University of Louisville. Rolling contracts are renewable every year for a duration up to 3 years for Associate Professor and up to the maximum duration allowed by The Redbook for Full Professor. Appointment and duration of such contracts are at the discretion of the Chair and must be approved by the Dean. Renewal of multi-year contracts should generally be considered one full year prior to the end date of the contract.

Part 1.2.2 Part-Time Appointments

Part-time faculty shall be appointed by contract to teach specified courses or to engage in specified instruction, research or service less than full time for a designated period. No such appointment, continuation, or renewal thereof shall result in acquisition of tenure or implied renewal for subsequent periods as specified in The Redbook, Section 4.1.2. Requirements for appointment at the various ranks for part-time faculty shall be the same as those for full-time faculty. The Dean or Dean’s designee may appoint or reappoint part-time faculty for each academic term at the convenience of the University on standard contract terms approved by the Executive Vice President and University Provost.

Section 1.3 Probationary (Tenure-track) Appointments

Probationary appointments shall be appointments of full-time faculty members without tenure other than those described in Section 1.2, provided that such appointment shall not extend beyond the period when tenure is normally granted. Probationary appointments are subject to policies defined in The Redbook Section 4.1.1.B.

1. Assistant Professor

Probationary appointments to the rank of Assistant Professor shall be for stipulated terms up to two years on the initial appointment, and up to three years for appointments made thereafter, provided that they do not extend beyond the period when tenure would normally be granted (The Redbook 4.1.1.B.1). In normal circumstances, persons appointed as Assistant Professors shall hold the recognized terminal degree in their field of specialization, or shall present evidence of having completed a body of research, scholarship or other creative activity equivalent in scope and quality to the similar component of such degree. They shall, in any event, give promise of proficiency in all areas of activity listed in Article 2.
2. **Associate Professor**  
Probationary appointments to the rank of Associate Professor shall be for stipulated terms up to two years on the initial appointment, and up to three years for appointments made thereafter. In normal circumstances, persons appointed as Associate Professors shall hold the recognized terminal degree in their field of specialization, or shall present evidence of having completed a body of research or other creative activity equivalent in scope and quality to the similar component of such degree. Additional criteria for appointment (or promotion) to Associate Professor can be found in Section 2.7.

3. **Professor**  
Probationary appointments initially at the rank of Professor shall be for stipulated terms up to two years. Professors shall be awarded tenure if employed subsequent to an initial probationary appointment. In normal circumstances, persons appointed or promoted to the rank of Professor shall hold the recognized terminal degree in their field of specialization, or shall present evidence of having demonstrated a level of research and/or service equivalent in scope and quality to the similar component of such degree. Additional criteria for appointment (or promotion) to Professor can be found in Section 2.7.

**Section 1.4  Tenure Appointments**

Personnel who have acquired tenure are subject to the regulations in The Redbook (Section 4.1.1.C) and in this document (Section 2.7) and the provisions governing termination of faculty members (The Redbook Section 4.5.3).

**Section 1.5  Graduate Faculty Membership**

The Graduate Faculty of the J.B. Speed School of Engineering will be responsible for the teaching, training, and mentoring of graduate students and postdoctoral students within the Speed School. Further description of the responsibilities, qualifications, ad hoc appointments and review of Graduate faculty are defined in the Minimum Guidelines for Graduate Education in the J.B. Speed School of Engineering that are part of the Guidelines for Graduate study at the University of Louisville.

Graduate Faculty Membership will be granted to any tenured or probationary (tenure-track) faculty in the J.B. Speed School of Engineering at initial appointment. Teaching-track and Research-track faculty are eligible for ad hoc Graduate Faculty Membership.
Article 2 Faculty Personnel Reviews

Section 2.1 General Criteria

The Redbook requires unit documents to classify faculty activities into the areas of teaching, research or creative activity, and service to the profession, the unit, the University or the community. Performance in each of these 3 areas (teaching, research, and service) is the basis for annual reviews, tenure and promotion reviews, and periodic career reviews.

Guidelines regarding J.B. Speed School of Engineering criteria for promotion and tenure reviews are provided in Appendices 5 and 6. Departmental criteria for performance reviews are developed by individual departments as described in Section 2.2.

Section 2.2 Departmental Criteria

Each department will develop a statement of expectations that describes proficient faculty performance. This statement will serve as the department’s criteria for promotion, tenure and periodic career reviews, consistent with The Redbook 4.2.2.H.2. Statements should be reviewed annually by department faculty and maintained by the department chair. At least once a year, the department chair shall provide a copy of its approved statement of expectations to each faculty member (commonly during the annual review).

Revisions to a department’s statement of expectations must be approved by a majority of its eligible voting faculty. Statements will also be reviewed and approved by the Dean to ensure consistency with the mission of the Speed School.

Section 2.3 Responsibilities and Authority

One of the objectives of shared-governance is to review, recommend, and mitigate issues at levels closely associated with the individual faculty. As such, the Departmental Faculty Affairs Committee (DFAC) and the Faculty Affairs Committee (FAC) have been created within these documents and by-laws. The DFAC is composed of faculty members from within a department and thus can provide counsel and guidance specific to a discipline. The FAC is composed of faculty members from various departments within the JB Speed School of Engineering. In this manner, the FAC can provide counsel and guidance relative to the school as a whole.

Part 2.3.1 Departmental Faculty Affairs Committee (DFAC)

The DFAC shall serve as the representative of departmental faculty body on all matters pertaining to promotion, tenure, and career reviews. When appropriate, the DFAC will advise the chair, Dean and the faculty and recommend courses of action. The DFAC will function in an advisory capacity and none of its recommendations for promotion, tenure, or career review will be considered binding on the Dean.
Departmental faculties may develop individual procedures for selection of DFAC and for processing promotion, tenure, and career review materials within their departments. If they do not, the general procedure in this section will be used.

In tenure review cases, the DFAC will consist of those voting faculty in the department who have tenure. In promotion review cases, the DFAC will consist of the voting faculty in the department of higher rank than the individual under consideration. In career reviews, the DFAC will consist of voting faculty in the department with the same and higher rank as the individual under consideration (excluding the individual under review). For dispute resolution regarding annual reviews and workplans, the DFAC will be composed of members of equal or higher rank than the faculty member under consideration (excluding the faculty member of concern).

When a faculty member holds a position on the DFAC and FAC, the conventions of shared governance are such that individual faculty members should vote on personnel decisions only once. A member of the FAC shall vote in the DFAC consideration of a candidate. In the FAC’s vote tally, the FAC member’s recorded vote shall be consistent with the DFAC recommendation.

Part 2.3.2 JB Speed School Faculty Affairs Committee (FAC)

The FAC shall serve as the representative faculty body on all matters pertaining to promotion, tenure, and, when necessary, career reviews. The charge, composition, and selection of the FAC are defined in the Speed School Bylaws. When appropriate, it will advise the Dean and the faculty and prepare courses of action. The FAC will function in an advisory capacity and none of its recommendations for promotion, tenure, or career review will be considered binding on the Dean. The committee members have the right to bring and discuss any matter relating to promotion, tenure, and career review before the FAC. The committee has the right to obtain information as complete as possible on any matter brought before it. The committee shall endeavor to obtain all relevant information required by The Redbook about a candidate for promotion, tenure, or career review.

The FAC shall base its recommendations on a comparison of the record of accomplishment in the evaluation file to the criteria which appear in The Redbook, this document, and their addenda. Members should not act as advocates for any person or constituency, but rather as judges of the meeting of criteria.

The FAC meetings shall be held strictly confidential and the committee’s recommendations will be given only to the Dean, the individual affected by the recommendation, and the individual’s department chair. The recommendation will also become a part of the promotion, tenure, and career review file.

The FAC shall act on any claim for promotion, tenure, or career review brought before it by a faculty member, DFAC or department chair. Self-initiation of the claim shall not work to the detriment of the candidate. However, the FAC will not act upon a request for promotion, tenure, or a career review evaluation without prior referral to the appropriate departmental faculty committee and department chair for recommendations. Such recommendations must be made in a timely manner (see Appendix 2).

As per the Speed School Bylaws, whenever a promotion, tenure, or career review evaluation must be made for a member of the FAC, that member shall recuse from the committee discussion of the case.
The relevant academic department will provide a substitute selected by vote of the eligible department faculty to provide representation only for this case.

When a faculty member holds a position on the DFAC and FAC, the conventions of shared governance are such that individual faculty members should vote on personnel decisions only once. A member of the FAC shall vote in the DFAC consideration of a candidate. In the FAC vote tally, the FAC member’s recorded vote shall be concurrent with the DFAC recommendation. The FAC member may fully participate in the FAC discussions regarding the candidate.

Candidates for promotion and tenure may challenge the participation of no more than two members of the FAC committee. If a majority of the remaining FAC members agree that the challenged members are prejudiced against the candidate, the challenged members shall not participate in the recommendation. In this case, the relevant academic department will provide a substitute selected by vote of the eligible department faculty to provide representation only for this case.

Section 2.4 Annual Reviews

Part 2.4.1 Overview

All full-time faculty (tenured and non-tenured) will develop an annual work plan, annual faculty activity report, and be provided with an annual review by their supervisor. The purpose of the annual review is to provide feedback to the faculty regarding the prior year’s work performance. The purpose of the annual work plan is to define specific activities that will mutually benefit the faculty member, department, and school.

Work plan and review are normally considered in tandem. The annual reviews shall become part of the record for tenure and promotion files as well as periodic career reviews.

Part 2.4.2 Schedule

The specific dates associated with milestones throughout the development of the annual work plan and the annual review process are identified in Appendix 4.

Part 2.4.3 Process

Faculty members will complete and submit their annual work plan and faculty activity report to the department chair according to the schedule in Appendix 4. The form of the work plan and activity report will be as directed by Dean of the J. B. Speed School of Engineering along with any additional guidance adopted by departments for these submissions.

After receiving the faculty activity reports, the department chair shall evaluate each faculty member’s performance for the period. This evaluation will be based on the annual faculty activity report, merit, and contributions to the missions of the department, the J.B. Speed School of Engineering, the University, the profession and the community. The department chair will make every effort to ensure uniform, objective and professional standards in assessing the submitted documentation.
The chair will evaluate the faculty member’s performance in a range of effort categories based on a 0 to 6 rating scale system that defines performance as “none (rating of 0)”, not proficient (rating of 1 or 2)”, “proficient (rating of 3 or 4)”, or “exceptional (rating of 5 or 6)”. The overall annual performance score is calculated as the sum of the percentage weight in each effort category multiplied by the performance score within the associated effort category. The overall annual performance review will be rated based on the weighted score as “not proficient” (a rating of less than 2.5), “proficient” (a rating of 2.5 to less than 4.5) and “exceptional” (a rating of 4.5 or greater).

Performance ratings of “not proficient” or “exceptional” must be explained. Performance ratings of “proficient” require no justification. When the annual review identifies weaknesses and/or deficiencies, the department chair’s summary should include specific recommendations for improvement or for possible adjustments in workload concentration.

Each faculty member will meet with the department chair to review the evaluation and proposed annual work plan. It is anticipated that the chair will discuss the evaluation process and work with the faculty member to define a mutually agreeable annual work plan. These meetings will be held by the date specified in Appendix 4.

Once the faculty reviews are complete, the chair will forward the following information for each faculty member to the Dean 1) the department chair’s evaluation 2) the annual faculty work plan, 3) relevant letters or supporting materials. Each faculty member will also receive a copy of their own evaluation and annual work plan. This information may be transmitted electronically using the format adopted by the J. B. Speed School of Engineering for these submissions.

The performance of department chairs will be evaluated as described above, but with the following differences:

- The Dean will play the role of the department chair.
- Department chairs' workloads and evaluations for a given year will center on the accomplishments of their administrative unit's mission and goals for the year. An annual review of the department chair using faculty member metrics shall be used as part of the evaluation.
- Disagreements between the Dean and a department chair regarding the department chair's workload or evaluation will be resolved by the University Provost, if necessary.

**Part 2.4.4 Appeal Procedure**

In the event a faculty member disagrees with either the evaluation or the annual work plan, the faculty member may 1) provide a letter of rebuttal to the chair, and/or 2) involve the DFAC. If the faculty member chooses to provide a letter of rebuttal, the chair will provide a copy to the Dean. The letter will be maintained within the faculty member’s personnel file and provided as a supplemental document for periodic career reviews.

A faculty member may also request the involvement of the DFAC in the evaluation process. At the faculty member’s request, the department chair will forward all departmental faculty evaluations, activity reports, annual work plans, relevant letters, and other requested supplemental information to the DFAC. This committee will look for serious disparities in evaluations, workloads and examine any
letters of rebuttal. The DFAC will discuss its findings with the department chair within two weeks of receipt of the materials. If concerns remain after this discussion, the committee and department chair will write separate letters to the Dean, who shall assist in resolving the committee's concerns before receiving the evaluations. Whatever the committee's concerns and whatever their state of resolution when presented, the Dean has disposition authority for the matters under discussion. The committee will then notify the faculty member and the department chair of the final disposition.

Section 2.5 Periodic Career Review

Part 2.5.1 Overview
All tenured faculty shall undergo a periodic career review (PCR) to evaluate their contribution to the department, the J.B. Speed School of Engineering, the University, the profession and the community. Teaching-track and Research-track faculty shall also undergo PCR (The Redbook Minimum Guidelines Section V.D).

The J.B. Speed School of Engineering assumes that faculty will ordinarily discharge their professional responsibilities by proficient performance in all areas of scholarship as specified in General Criteria (Section 2.1) and in accordance with their annual work plans. Such holistic judgments should be made in the context of departmental mission. In those unusual cases where this assumption is shown to be mistaken, the review process provides a mechanism to support the faculty member by returning performance to or above the level of proficiency specified in the departmental guidelines as required by the J.B. Speed School of Engineering.

Part 2.5.2 Schedule
All tenured faculty shall undergo a periodic career review in every fifth year of service, in accordance with The Redbook 4.2.4. Teaching-track and research track faculty should also undergo a PCR after every 5 years of continuous service.

When the review period ends in a sabbatical or other leave, the career review shall be deferred until the next academic year. A promotion shall replace a career review for the period in which the promotion occurs. The specific dates associated with milestones throughout the periodic review process are identified in Appendix 3.

Part 2.5.3 Process
The PCR begins with an initial review of faculty performance. The objective of this review is to identify faculty who are or are not performing at a “satisfactory” level. If the initial review determines that faculty are performing at a “satisfactory” level, the PCR evaluation is complete. If the initial review determines that faculty are performing at an “unsatisfactory: not meeting department criteria” level, then remediation plan is developed.
Copies of all evaluations, including any forms used, and all letters written by department chairs, committees, individual faculty, or the Dean as described in this document shall be maintained by the Office of the Dean of the J.B. Speed School of Engineering.

A. Periodic Career Review:
Both the chair and the DFAC will provide independent assessments of the faculty member. These assessments will be based on annual reviews and the documentation supporting them (including a current curriculum vita, faculty activity reports and annual workplans for the 5-year period). The DFAC and the chair will render opinions regarding whether the faculty member’s performance over the 5-year period is satisfactory or unsatisfactory. Per The Redbook (Minimum Guidelines Section V.A), each evaluation report shall characterize the member's contribution as "satisfactory: meeting unit criteria" or "unsatisfactory: not meeting unit criteria" in teaching, research and service with due regard for the faculty member's annual work plans during the period under review.

Under ordinary circumstances, proficient performance in teaching, research and scholarly activity, and service, in areas specified in the annual work plans, will be deemed satisfactory. However, a satisfactory rating does not necessarily require proficient performance in all areas in each year of the review period. Some variation in satisfactory performance may be acceptable, arising from new teaching assignments, administrative assignments, the initial development and preliminary stages of research, projects, unusual service obligations, or other relevant and documented situations.

The DFAC will forward their recommendation and evaluation summary to the department chair. The department chair will then send the chair’s report and DFAC report to the Dean of the J.B. Speed School of Engineering; copies will also be provided to the reviewed faculty member.

If both the department chair’s evaluation and the DFAC’s evaluation are positive, the review will be complete, and the next five-year cycle will begin.

If either the chair’s or the DFAC’s evaluation is unsatisfactory, the faculty member may write a letter of rebuttal and provide additional documentation to the Dean. The Dean will then review the chair and DFAC evaluations and letters provided by the faculty member and make the final determination whether evaluation is satisfactory or unsatisfactory. If the Dean determines that the faculty member’s performance to be satisfactory, the PCR will be considered complete. If the Dean agrees with either the DFAC or Chair that the faculty member’s performance is unsatisfactory, the Dean will write a letter to the chair indicating that the faculty member will need to complete a remediation plan to address the unsatisfactory evaluation. A copy will be sent to the faculty member under review and the DFAC chair.

B. Periodic Career Review: remediation plan
In general, the purpose of the remediation plan is to provide useful feedback and appropriate intervention and assistance to those faculty members whose periodic career review was unsatisfactory.

The chair will work with the faculty member to develop a specific, written plan to overcome the identified deficiencies. This plan will identify the specific weaknesses, define specific expected outcomes, outline the activities that will be taken to correct deficiencies, set timelines for accomplishing this work, and specify how the new activities will be monitored and assessed. The remediation plan must not conflict with The Redbook (Section 4.2.4.B); that section also states that the plan is for one year unless the Dean approves a longer period.
The chair will forward the written plan to the DFAC for review. The DFAC will then provide a recommendation to the chair that the plan be accepted, modified, or rejected. The chair may modify the plan based on the DFAC recommendations and in consultation with the faculty member, and will forward the written plan to the Dean.

The Dean will give final approval to the plan by responding to the faculty member and department chair in writing. Once the Dean approves the plan, the timeline associated with the corrective actions is deemed to have started.

Part 2.5.4 Consequences

The faculty member’s plan will be monitored as part of the annual review. If the faculty member has not achieved the stated goals of the plan within one year (or other timeline specified), and is again evaluated as “unsatisfactory: not meeting unit criteria,” the documentation will be sent to the Dean for further action.

Part 2.5.5 Appeal Procedure

A faculty member can appeal the results of a PCR, if and only if the disagreement meets at least one of the causes stated in The Redbook (Section 4.4).

Section 2.6 Pre-tenure reviews

Part 2.6.1 Overview

Pre-tenure review, described in Section 4.2.2.G of The Redbook, is a procedure whose purpose is to determine whether or not a faculty member is making satisfactory progress toward achieving tenure. A positive pre-tenure review is not a promise of eventually granting tenure.

Part 2.6.2 Schedule

The pre-tenure review will take place prior to the end of the third year of service counted towards tenure. No later than two months following completion of the 2nd year of service counted towards tenure, the department chair shall inform the faculty member, in writing, that the pre-tenure review is to take place. In the event that an individual’s career pattern does not fit the normal progression that case shall be treated on its own merits. For example, in the case of an individual coming to the University with three or more years of credit toward tenure), a pre-tenure review may not be necessary.

Part 2.6.3 Process

The department chair is responsible for the review. All such correspondence shall become a part of the faculty member’s documentation.
The standard for a positive pre-tenure review shall be a determination that continuation of activity, as documented, is expected to fulfill the stated tenure criteria as presumed by the department chair and DFAC. In the event that the departmental evaluation is negative, the written evaluation must include recommendations to the faculty member for changing the situation documented in the course of the review. In accordance with The Redbook, Section 4.2.2.G, the pre-tenure review is not final until approved by the Dean of the J.B. Speed School of Engineering.

Pre-tenure review shall involve an evaluation of activity in the areas outlined in General Criteria (Section 2.1). Standards of judgment for the areas of activity shall be the same as those outlined in Section 2.6, and in departmental statements of criteria for tenure. For the purpose of pre-tenure review, extramural review is optional. This option may be exercised by either the faculty member or the departmental faculty activity committee. If pursued, the department chair shall specify the number of external reviewers and the manner of their solicitation; the procedures specified in Appendix 5 may be used but are not required. The record compiled for pre-tenure review shall be maintained intact as part of the evidence to be considered in tenure review.

Part 2.6.4 Consequences

Pre-tenure review is a procedure whose purpose is to determine whether or not a faculty member is making satisfactory progress toward achieving tenure. Thus, the pre-tenure review is informative only and not binding on any aspect of the subsequent tenure evaluation.

Part 2.6.5 Appeal Procedure

A faculty member can appeal the results of the pre-tenure review, if and only if the disagreement meets at least one of the causes stated in The Redbook (Section 4.4).

Section 2.7 Promotion and Tenure

Part 2.7.1 Overview
The process for assessing promotion and for assessing tenure are very similar and thus are presented together within this section.

Faculty who have joint appointments in more than one department shall be evaluated by each department.

The general process for promotion and/or tenure is that an evaluation file representing the candidate’s body of work will be assembled. The evaluation file will be forwarded to the DFAC for review, and the DFAC will provide a written recommendation to be included in the evaluation file. After the DFAC have made their recommendation, the chair will review the evaluation file and also provide a written recommendation for the evaluation file. The FAC will then review the evaluation file and also provide a written recommendation. The evaluation file, which includes the DFAC, Chair, and FAC recommendations, will be forwarded to the Office of the Dean. The Dean of the J.B. Speed School of Engineering shall...
Engineering will compile the unit recommendation and will forward the file to the Executive Vice President and University Provost. The Provost will recommend appropriate action on the promotion and/or tenure to the University President. The Board of Trustees (BOT) shall take final action to grant promotion and/or tenure after an affirmative recommendation of the President.

Specific guidance information regarding promotion and tenure will be provided by the Provost and Dean each year.

Part 2.7.2 Schedule for Tenure

Each faculty member eligible for tenure must be evaluated within twelve months after five years of service applied to tenure. This process is described in Section 4.2.2.H of The Redbook. The five years of service may extend longer than five calendar years in cases where extensions were granted as specified in Section 4.2.2.C of The Redbook.

Completion of the probationary period with proficient annual performance evaluations and pre-tenure review shall not, in and of itself, constitute sufficient grounds for tenure. Faculty members on probationary status shall be affected by any amendments to or changes in the criteria for tenure subsequent to their appointment. In such evaluations, appropriate consideration will be given to the amount of time remaining in their probationary period when the change becomes effective.

Tenure may be recommended for persons whose initial appointment with the JB Speed School of Engineering is at the rank of Associate Professor or Professor.

Part 2.7.3 Schedule for Promotion in Rank

For faculty members eligible for tenure, promotion to the rank of Associate Professor normally occurs concurrently with the award of tenure, although these may take effect in different years. For Associate Professor’s, promotion to Full Professor can occur at any time when performance objectives have been met.

For other faculty not eligible for tenure, promotion (if applicable) to subsequent rank can occur when performance objectives have been met.

Part 2.7.4 Criteria for Tenure

Criteria for tenure in the J.B. Speed School of Engineering are based on the following areas (The Redbook, 4.2.3.A and 4.2.2.F, respectively):

- Teaching
- Research or creative activity
- Service to the department, the J.B. Speed School of Engineering, the University, the profession and the community.
For the award of tenure, materials representative of the faculty’s work must be deemed proficient in each category. Appendices V and VI provide guidance information regarding letters and materials. The Dean may provide additional guidance information. If the Dean provides additional guidance information, this information must be provided to the candidates within 14 days of the initiation date of the promotion and tenure review as identified in Appendix 2. The Dean’s guideline information shall be made available to all JB Speed School of Engineering faculty.

Part 2.7.5 Criteria for Promotion in Rank

The General Criteria (Section 2.1) and the following specific criteria represent the minimum levels of achievement for promotion to the following ranks:

Associate Professor - In order to be promoted to the rank of Associate Professor, the candidate shall have shown evidence of having attained proficiency in teaching, research, and service, as defined in their workplan. The evidence of proficiency must include extramural evaluation as specified in the The Redbook Minimum Guidelines (Section IV.D.5).

Professor - In order to be promoted to the rank of Professor, the candidate shall have shown evidence of (a) having maintained proficiency in teaching, research, and service, as defined in their workplan; (b) superior achievement in at least one of the three areas, consisting of teaching, research, and service; and (c) having achieved professional recognition. The evidence of achievement in research, teaching, service, and the evidence of professional recognition, must include extramural evaluation as specified in the Minimum Guidelines (Section IV.D.5).

The level of performance above that specified in the Minimum Guidelines must be considered as well as the general criteria listed above. Candidates should be considered individually and not in competition with others. Seniority (normally six years in rank) is a consideration for all promotions, but lack of seniority alone shall not be grounds for a negative recommendation.

Teaching-track or Research-track faculty may apply for promotion in rank according to the criteria of the J.B. Speed School of Engineering. The resulting promotion reviews will be based upon the same documentation, standards, and schedule used for probationary or tenured faculty at the same rank. Promotion assessment will be based upon work effort and performance in the areas (i.e., teaching, research/creative activity, and/or service) established in their annual work plans in effect during the review period.

Part 2.7.6 Materials for Promotion and Tenure

The Chair is responsible for initiating the promotion and tenure review process. However, the DFAC or faculty member may also initiate the process. The entity who initiated the review for promotion or tenure (faculty member, department chair, or DFAC) shall be responsible for compiling the evaluation file.

It is the responsibility of the individual under review to provide review materials that will create a compelling promotion or tenure case. At a minimum, the tenure and promotion evaluation files should
contain relevant information in a format as requested by the Provost and Dean. Individuals under review may include any material they wish in their file. The department chair and other reviewers may also include other materials as long as they are made available to the individual and previous reviewers within the J.B. Speed School of Engineering so that prior recommendations may be reconsidered.

Tenure and promotion files must be compiled with the cooperation of the faculty member under review. A faculty member must be permitted to see, copy, and respond to the material in his or her promotion and/or tenure file with the names and affiliations of the evaluators masked. Additionally, the faculty member may add newly available material evidence for reconsideration by the previous evaluators or rebuttals at any time before the file is advanced to the Executive Vice President and University Provost (The Redbook 4.2.2.H.4).

Part 2.7.7 Process for Promotion and Tenure

Steps in the promotion and tenure evaluation procedure are described below. The schedule of dates for the Promotion and Tenure process are provided in Appendix 2; these dates should normally be followed unless otherwise agreed upon by the Dean and faculty member. Each year, after the Executive Vice President and Provost has notified the Dean of the final date for receiving the files of nominees from J.B. Speed School of Engineering, a schedule (consistent with Appendix 2) will be set for the remaining evaluation steps. The Dean shall formulate the schedule, and it shall be disseminated in a timely manner.

Promotion cases and early reviews for tenure may not be stopped except with the permission of the faculty member involved per The Redbook 4.2.2.E.3.

Promotion and/or tenure review cases are generally initiated by department chairs. The department chair will send memoranda to the DFAC chair, Dean, and the FAC chair indicating the names of departmental faculty members who are under consideration for promotion and/or tenure review. A copy will also be sent to each faculty member under consideration. The department chair will compile the evaluation file (dossier) in cooperation with the faculty member. Guidelines for evaluation letters and solicitation of extramural review letters are in Appendix 5. The evaluation file will be sent to the DFAC for review.

Alternatively, the faculty member may work with the DFAC or the FAC to initiate a review, subject to The Redbook Section 4.2.2.H.3. In this case, memoranda should be sent to the department chair, DFAC chair, Dean, and the FAC chair indicating that the review has been initiated. The faculty member may compile the evaluation file in cooperation with the DFAC or FAC (i.e., to solicit extramural review letters). The evaluation file should then be submitted to the DFAC for review.

If the DFAC has not received a complete evaluation file prior to the cutoff date, the committee will transmit a memorandum to that effect to the appropriate department chair, to the Dean, and to the individual faculty member concerned. The faculty member will have 7 days to provide the missing materials or provide a written response to be included in the evaluation file.
The DFAC will review the evaluation file and write a recommendation letter (Appendix 5) to be included in the evaluation file. The DFAC will send the evaluation file to the department chair. The chair will review the materials and also write a letter of recommendation to be included in the evaluation file.

The department chair will then forward the evaluation file to the FAC. A separate confidential copy of both the recommendations of the DFAC, and of the chair will be forwarded to the individual faculty member. The Dean will not be informed of either the DFAC’s or chair's recommendations at this juncture but shall receive a copy of the letter of transmittal.

The FAC will review the evaluation file and make its recommendations for promotion and/or tenure. The FAC will include its recommendation in the evaluation file and then forward the file to the Dean. A confidential copy of their recommendation will be forwarded to the faculty member under consideration and to the appropriate department chair.

The Dean will review the evaluation file and make a recommendation for promotion and/or tenure. The FAC will be advised of the Dean’s recommendations on all promotion and tenure cases, and will be given an opportunity to provide written responses to be included in the evaluation files before they are sent to the Executive Vice President and University Provost.

Each individual being considered for promotion or tenure will receive a confidential copy of the Dean’s recommendation to the Executive Vice President and University Provost, and if applicable, a copy of the FAC’s response. The department chair will also receive copies.

The Dean will forward all evaluation files for promotion and tenure candidates to the Executive Vice President and University Provost. Evaluation documents should be either paper or electronic as specified by university or unit guidelines.

**Part 2.7.8 Appeal Procedure**

A faculty member can appeal the results of this process according to procedures stated in The Redbook (Section 4.4).
Article 3 Conditions of Faculty Employment

The performance of each faculty member shall be evaluated in accordance with the annual review (see Section 2.4). The goals of these reviews are to reward performance in the short term, to reinforce desirable patterns of career advancement, and to foster the development of excellence in J.B. Speed School of Engineering. Performance evaluations shall be based on merit, including contributions to the missions of the department, J.B. Speed School of Engineering, and the University.

Evaluations of performance will be based on the annual work plans.

Section 3.1 Annual Work Plan

During the spring semester of each calendar year, each full-time faculty member shall develop an annual work plan that describes the distribution of effort planned for the calendar year. The steps to be used in the annual work plan development are described below; the dates for each step are specified in Appendix 4. The department chair will provide his or her faculty with a list of proposed instruction and other duties for the upcoming calendar year. Each faculty member then drafts an annual work plan agreement and submits it to the department chair. This plan shall define faculty activity based on teaching, research, and service.

Each faculty member in full-time status for the year must account for 100% of a full work load by allocation of effort. Justification for allocations of effort shall take the form of listing the activities (e.g., courses to be taught, committee assignments, etc.).

Annual work plans shall be initiated in the department where the faculty member holds primary appointment. For faculty appointed to administrative positions, annual work plans will be negotiated with the Dean or his/her representative and the individual.

The department chair shall evaluate the annual work plans and meet with each faculty member to negotiate a mutually agreeable plan. The plan should describe the faculty member's role in carrying out the mission and goals of the department while seeking to accommodate the individual's professional goals. If the department chair and faculty member cannot agree on an annual work plan, each shall submit a proposed plan and explanation to the DFAC for review. The DFAC may request copies of other approved departmental work plans in order to evaluate consistency and fairness. The DFAC will make a recommendation regarding a suitable faculty work plan and forward their recommendation to the chair. If the chair and faculty member still disagree, the proposed plans and explanations from the chair, faculty member, and DFAC will be forwarded to the Dean. The Dean will approve or modify the faculty member’s workplan and distribute it to the chair and faculty member for implementation.

Annual work plans should be revised if a significant change in a faculty member’s situation occurs. Annual work plans may be revised during the year only by mutual agreement.

In every personnel action, the accomplishments of the faculty member shall be reviewed against the background of the distribution of effort identified in the annual work plan for the period under review. Accomplishments in proportion to the allocation of effort to each area of activity shall be required.
All approved annual work plans shall respect both the individual faculty member's need to shape his or her own career and the School's various needs. Annual work also must respect the limitations imposed by budgets, specific department needs, and may require the faculty member to perform various functions at different stages in his or her career.

Section 3.2  Code of Conduct

Part 3.2.1 General Criteria

As per the Board of Trustees policy regarding governance of the university, every employee, in conducting the affairs of the University of Louisville, is expected to comply with applicable federal, state, and local laws as well as the policies and procedures of the University of Louisville.

The standards of conduct at the University of Louisville are identified in the University’s Code of Conduct and supported through policies, procedures, and workplace rules. Additional guidelines for Speed faculty are described in Appendix 7. These documents provide guidance for making decisions and memorialize the institution’s commitment to responsible behavior.

Additionally, all faculty are expected to be guided by and comply with all principles and canons of their particular professions and disciplines, and to adhere to their professional code of conduct and ethics. As such, all J.B. Speed School of Engineering faculty are expected to act and behave appropriately, and in a professional manner as they perform their university functions both on and off campus.

Part 3.2.2 Process

Failure to act in a professional, acceptable, or appropriate manner may embody many forms and adversely affect the individual, department, school and/or university with varying levels of severity. The purpose of this section is not only to provide a guide to resolve inappropriate conduct, but also to allow adaptability for each unique situation.

File a complaint

Any J.B. Speed School of Engineering faculty, department chair, or Dean may initiate a code of conduct complaint against any other faculty, department chair, or Dean within the school. (Grievances involving staff and students must follow associated Redbook procedures.) Code of conduct complaints must be submitted to the Dean in writing, signed, and dated. The complaints must identify the individuals involved and the alleged inappropriate conduct, along with any evidence to support the claim and any history of actions previously taken to attempt to resolve the misconduct.

Once the Dean receives a code of conduct complaint, the Dean must work to resolve the issue through an informal or formal resolution process. The Dean is expected to work to resolve the code of conduct complaint expeditiously. However, once a code of conduct complaint is filed with the Dean, the time for resolution will depend on the specific details concerning each case.

If the Dean is the individual identified in the code of conduct complaint as having committed the alleged inappropriate conduct, the complaint should be delivered to the Provost.
Informal resolution
If reasonable and possible, the Dean will work to resolve any code of conduct complaint through informal means. This may involve discussions or facilitated dialogue between affected parties, or other actions deemed appropriate. Any informal resolution to a code of conduct complaint must be documented by the Dean, distributed to all affected parties, and maintained in records kept by the Dean’s office.

Formal resolution
If an informal resolution to a code of conduct complaint cannot be achieved, the Dean will work to resolve the issue through a more formal means. A formal resolution process is generally appropriate for more complex, or severe cases. The Dean may implement procedures and resources as necessary to render a judgement and resolve the case. To formally conclude the code of conduct complaint, the Dean must prepare a letter that addresses the following:

- Summarize the case including events, conduct and/or actions under review
- Summarize the resources utilized to assemble information relevant to the case (committees formed, who was interviewed, etc.)
- Summarize the key information relating to the case (what are the critical components that must be addressed)
- Identify metrics used to assess faculty behavior (whose code of conduct, which ethical standard or canon).
- Render a clear opinion on whether the case violated the identified code(s) of conduct or other metric.
- Identify sanctions, consequences or other remedial actions to be imposed

The Dean’s letter resolving the code of conduct complaint must be provided to the complainant, all affected parties, and maintained in records kept by the Dean’s office.

Part 3.2.3 Consequences
Faculty who fail to adhere to the code of conduct may be subject to the following:

- Complete education or training.
- Receive a reprimand from the Dean into their personnel file.
- Liability for loss, damage or injury to the University or University property. This may take the form of appropriate service and/or monetary or material replacement.
- Separation from the University for a definite period of time, after which the offending faculty member is eligible to return. Conditions for return should be clearly specified by the Dean. Suspension may be with or without salary (full or partial). Suspension without pay is subject to approval of the Executive Vice President and University Provost as well as the President.
- Referral to the President of the university to consider/initiate dismissal for cause as specified in Section 4.5.3 of The Redbook.
Part 3.2.4 Appeal Procedure

The Dean’s decision may be appealed to the University-wide grievance committee as specified in Article 4.4 of The Redbook.

Section 3.3 Compensation

If there are funds for merit-based salary increments in a given year, increments for all faculty shall be subject to the following guidelines and in accordance with The Redbook Minimum Guidelines Sec III.B.

After distribution of salary increment funds to departments, the department chair will determine how to allocate salary increments appropriate to faculty member performance and the size of the salary pool. The chair will send a description and explanation of the policy for salary increments to the Dean for approval. Only faculty whose overall performance is proficient are eligible for a salary increment. No departmental policy shall be implemented until approved by the Dean.

The Dean will inform each faculty member in writing of his or her salary increment. In the event a faculty member is dissatisfied with his/her salary increment, the faculty member may submit a letter of appeal to the chair who must forward this to the Dean. The Dean has dispositional authority.

Per The Redbook Minimum Guidelines Sec. III.B.4.G, the dean shall report annually to the faculty and to the Executive Vice President and University Provost the frequency distribution of the percentage salary increases received by all faculty members in the unit and a description of the evaluation system used to arrive at such salary increases.
Article 4   Amendments

Amendments to this document must be approved by the J.B. Speed School of Engineering faculty. The vote will be made by electronic ballot after discussion at a faculty meeting. Approval requires two-thirds of those voting but no less than a simple majority of all the faculty. Amendments receiving sufficiently many votes will be forwarded, as necessary, through appropriate channels to the Board of Trustees for approval.
Appendix 1 Scope and Definitions

Section App-1.1 Purpose

The Redbook requires units to adopt policy and procedure documents on faculty appointment, promotion, tenure, as consistent with its Minimum Guidelines for Faculty Personnel Reviews (Addenda to Chapter 4 of The Redbook). This document and the appendices are intended to fulfill the requirements.

Section App-1.2 Scope

The criteria and procedures in this document apply on a school-wide basis, except that established departments may adopt procedures compatible with this document for processing their evaluations and recommendations. When, and if, such departmental procedures are developed, they should be made an addition to this document.

Section App-1.3 Definitions

Part App-1.3.1 Teaching

Teaching includes all work that involves the use of the faculty’s expertise to communicate subject matter and research expertise to students. Typically, teaching takes place in the classroom or through mentoring individual or small groups of students. Good teaching involves the ability to interact effectively with students. When teaching both undergraduate and graduate classes, pedagogical procedures must be carefully planned, continuously examined, and directly related to the subject taught. Good teachers stimulate active, not passive, learning, and encourage students to be critical, creative thinkers with the capacity to go on learning after their college days are over.

As a scholarly enterprise, teaching begins with what the teacher knows. Those who teach must be, above all, well informed, and steeped in the knowledge of their instructional and research fields. Hard work and serious study underpin good teaching. Good teaching means that faculty, as scholars, are also learners.

Part App-1.3.2 Research and Creative Activity

For most faculty, research, basic or applied, is delving into some question in that faculty member’s field and seeking to add to the reservoir of knowledge. Such endeavors not only result in the creation of knowledge, but also invigorate student-faculty relationships inside the classroom and out. Research includes the act of knowledge creation through the publication or dissemination of original or innovative...
theoretical, empirical, or creative work. The intellectual excitement and progress that are generated by research are vital to a university such as ours.

Research also means making connections across the disciplines, placing the specialties in a larger context, illuminating data in a revealing way, and/or educating non-specialists. There is a need for scholars who give meaning to isolated facts by putting them in perspective. Research is also serious, disciplined work that seeks to draw together, interpret, and bring insight to bear on new developments.

Research also occurs when one applies information, interpretation, or techniques characteristic of one’s discipline to consequential problems in the real world. The key to defining application is that the activity must be tied directly to one’s special field of knowledge and relate to one’s professional activity.

Research and creative activities aimed at teaching involve not only transmitting knowledge, but transforming and extending it as well. This is an important area of research that can lead to better pedagogical practices.

Part App-1.3.3 Service

Service is the application of general academic expertise that results from experience as a university educator, as when one participates in faculty governance within the university or when service activities outside the university are linked to one’s general academic expertise. Service is distinguished from research in that service does not require that the activity be related to one’s area of professional expertise. Additionally, service does not include activities that one might engage in as a citizen of a civic community, but is restricted to those activities required by the students, department, college, university or profession.

Part App-1.3.4 Tenure

Tenure is the right of certain full-time faculty personnel who hold academic rank to continuous full-time employment without reduction in academic rank until retirement or termination as provided in Section 4.5.3 of The Redbook. Tenure is granted in an academic unit in accordance with the procedures established in Section 4.2.2.8 of The Redbook.

Part App-1.3.5 Proficiency

Whenever used in this document, the word “proficient” shall be understood to mean “to satisfy capably all the special demands or requirements of a particular situation, craft, or profession.”
Appendix 2  Promotion and Tenure Review Schedules

Section App-2.1  Purpose

The following schedules describe the review process for promotion and tenure cases. Should any date fall on a holiday or weekend, the associated correspondence is due on the previous business day. Reviews initiated by the department chair (DC) are referred to as standard reviews. Reviews initiated by the faculty member (FM) or the department faculty activity committee (DFAC) are referred to as self-initiated reviews and DFAC-initiated reviews, respectively. The DFAC in this usage is to be interpreted as the subset of members comprising either the department tenure committee or department promotion committee depending on the type of review (see Article 2). The Speed School Faculty Affairs Committee is referred to below as the FAC.
Section App-2.2  Standard Schedule for Promotion and Tenure Reviews

This schedule applies for all promotion cases of faculty, and for tenure/promotion and tenure cases for faculty with tenure dates falling between May 1 and November 30. For tenure cases that are not early, the process timing is such that the dossier is delivered to the Provost on January 15th at least 1 year, but not more than 2 years, prior to the tenure date.

<table>
<thead>
<tr>
<th>Date</th>
<th>Correspondence Due</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sep 1</td>
<td>Entity initiating review sends memo to DC, DFAC chair and FM indicating name of FM to be reviewed. Copy sent to FAC chair and Dean.</td>
</tr>
<tr>
<td>Oct 25</td>
<td>DC recommendation letter, DFAC letter, and complete evaluation file sent from DC to FAC. Copy of DFAC letter and DC recommendation letter sent to FM. For tenure cases only: If DC recommendation letter is negative, copy to FM must be sent to home address by certified mail.</td>
</tr>
<tr>
<td>Nov 15</td>
<td>FAC recommendation letter and evaluation file sent from FAC to Dean. Copy of FAC recommendation letter sent to FM and DC.</td>
</tr>
<tr>
<td>Dec 15</td>
<td>Dean notifies FAC regarding each promotion and tenure case recommendation. FAC has opportunity to draft response letter and add it to the evaluation file prior to delivery of dossier to the Provost. Copy of Dean’s recommendation letter sent to FM and DC. For tenure cases only: If the Dean’s recommendation letter is negative, a copy must be sent to the FMs home address by certified mail.</td>
</tr>
<tr>
<td>Jan 15</td>
<td>Dossier sent from Dean to Office of the University Provost.</td>
</tr>
</tbody>
</table>

* If a date falls on a holiday or weekend, correspondence is due on the previous business day.
Section App-2.3  Alternate Schedule for Tenure Reviews (with Promotion)

This schedule applies for tenure/promotion and tenure cases for faculty with tenure dates falling between December 1 and April 30. For tenure cases that are not early, the process timing is such that the triptych is delivered to the Provost on September 1st at least 1 year, but not more than 2 years, prior to the tenure date.

Date*  Correspondence Due

Feb 15  Entity initiating review sends memo to DC, DFAC chair, and FM indicating name of FM to be reviewed. Copy sent FAC chair and Dean.

Apr 10  DC recommendation letter, DFAC letter, and complete evaluation file sent from DC to FAC. Copy of DFAC letter and DC recommendation letter sent to FM. If DC recommendation letter is negative, copy to FM must be sent to home address by certified mail.

May 1  FAC recommendation letter and evaluation file sent from FAC to Dean. Copy of FAC recommendation letter sent to FM and DC.

Jun 1  Dean notifies FAC regarding each promotion and tenure case recommendation. FAC has opportunity to draft response letter and add it to the evaluation file prior to delivery of dossier to the Provost. Copy of Dean’s recommendation letter sent to FM and DC. If the Dean’s recommendation letter is negative, a copy must be sent to the FMs home address by certified mail.

Sep 1  Dossier sent from Dean to Office of the University Provost.

* If a date falls on a holiday or weekend, correspondence is due on the previous business day.
**Appendix 3 Periodic Career Review Schedule**

The following describes the periodic career review (PCR) schedule. PCRs are conducted on a five–year cycle for all tenured faculty and Teaching-track/Research-track faculty during the Spring semester. This schedule is designed to: 1) allow enough time for chairs to complete the most recent annual faculty evaluations by March 15 so that they can be included in the PCR review process; and 2) to be completed prior to the end of the spring semester. For more information of the PCR process, see Section 2.5 of this document or Section 4.2.4 of *The Redbook*.

<table>
<thead>
<tr>
<th>Date</th>
<th>Correspondence Due</th>
</tr>
</thead>
<tbody>
<tr>
<td>Feb 15</td>
<td>Dean’s Office notifies faculty member (FM) scheduled for PCR review as well as the associated department chair (DC).</td>
</tr>
<tr>
<td>Mar 1</td>
<td>FM sends updated Curriculum Vitae (CV) to DC.</td>
</tr>
<tr>
<td>Mar 15</td>
<td>DC sends CV and copies of previous five FM annual performance reviews, workplans, and faculty activity reports (including most recent year) to department faculty activity committee (DFAC).</td>
</tr>
<tr>
<td>Apr 1</td>
<td>DFAC sends the recommendation letter (including a summary of annual performance reviews) to DC.</td>
</tr>
<tr>
<td>April 15</td>
<td>The DC sends the recommendation letter and the DFAC recommendation to the Dean (copy to FM).</td>
</tr>
<tr>
<td>May 1</td>
<td>If applicable, Dean makes a decision whether a remediation plan is necessary.</td>
</tr>
<tr>
<td>June 1</td>
<td>If applicable, chair sends remediation plan to the Dean for approval.</td>
</tr>
</tbody>
</table>

* If a date falls on a holiday or weekend, correspondence is due on the previous business day.
Appendix 4  Annual Work Plan and Review Schedule

The following describes the schedule for annual work plans and review. Annual work plans and annual reviews are conducted each year for all faculty. This schedule is designed to allow enough time for chairs to complete the most recent annual faculty evaluations by March 15 for incorporation into the PCR review process (if applicable).

<table>
<thead>
<tr>
<th>Date</th>
<th>Correspondence Due</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dec 20</td>
<td>Department chair (DC) communicates with department faculty with list of proposed instruction and other duties for the upcoming calendar year.</td>
</tr>
<tr>
<td>Jan 20</td>
<td>Annual work plan submitted by faculty member (FM). Any digital faculty effort reporting system in use by Speed School is updated by the FM.</td>
</tr>
<tr>
<td>Feb 15</td>
<td>DC approves annual work plan that is mutually agreeable to DC and FM.</td>
</tr>
<tr>
<td>Feb 28</td>
<td>FM submits activity report for previous academic year.</td>
</tr>
<tr>
<td>Mar 15</td>
<td>DC completes annual review of FM.</td>
</tr>
<tr>
<td>Apr 1</td>
<td>Meeting between DC and FM to discuss annual review of FM is completed.</td>
</tr>
</tbody>
</table>

* If a date falls on a holiday or weekend, correspondence is due on the previous business day.
Appendix 5 Guidelines for Review and Evaluation Letters

Section App-5.1 Purpose

The following describes the procedures for solicitation of extramural review letters and guidelines for evaluation letters by the department chair (DC), and department faculty activity committee (DFAC), and Faculty Affairs Committee (FAC) in promotion and tenure cases.

Section App-5.2 Extramural Review Letters

The faculty member (FM), DC, and DFAC chair each have a role in completing this process. This appendix does not provide a schedule but the steps below should be undertaken after careful consideration of the dates outlined in Appendix 2 (Promotion and Tenure Review Schedules).

This procedure satisfies Section IV.D.5(a) of the Minimum Guidelines for Faculty Personnel Reviews (Addenda to Chapter 4 of The Redbook, henceforth referred to as the Minimum Guidelines), which states: “Each unit document must specify the process by which extramural evaluators shall be solicited. This process shall be designed to certify the professional expertise and objectivity of the evaluators, whose comments regarding the quality of the work under review shall be solicited along with justification of those comments.” The promotion and tenure process determines what constitutes objectivity; however, it is stipulated that close colleagues, close collaborators, former mentors, co-authors, and so on, are not generally considered objective evaluators. The FM and DC statements regarding the suitability of potential reviewers may be used by the Speed School Faculty Affairs Committee (FAC) to satisfy Section IV.D.5(c) of the Minimum Guidelines which states, in part, that “The unit personnel committee shall provide a written analysis of the validity and significance of the evaluations received.” The FAC may choose, at its discretion, to create its own written analysis of the extramural evaluators in place of the FM and DC suitability statements.

The steps for the extramural review letters are listed below. However, it is understood that individual circumstances may require alteration of these steps; in such cases, the Department Chair (DC) should discuss the matter with the Faculty Member (FM) and the DFAC chair, outline the proposed changes in writing, and forward to the Dean for approval (with a copy to the FM, DFAC chair and FAC chair). If possible, preference should be given to reviewers who are tenured (in tenure review cases), full professors, and familiar with the candidate’s research (if applicable).

- FM shall provide to the Department Chair (DC) a list of 4-6 potential reviewers, along with a brief statement for each one as to why they are suitable to serve as extramural reviewers.
- DC shall provide to the FM a list of 4-6 potential reviewers, different from those suggested by the FM, along with a brief statement for each one as to why they are suitable to serve as extramural reviewers.
- DC and FM will review the combined lists and come to consensus regarding a list of 8-12 potential reviewers, eliminating and/or adding additional potential reviewers if necessary.
- DC requests about 6 extramural letters, selecting from the candidate’s list and from the chair’s list in a manner of his/her choosing. The DC should prepare a list of names and affiliations of all reviewers and a brief statement regarding their suitability and objectivity to be included in the dossier. Solicitation letter(s) sent to reviewers should also be included in the dossier.
• If a potential reviewer declines, an additional review request should be sent, with the chair selecting from the remaining potential reviewers by alternating between the FM and DC lists.

• The dossier must contain a minimum of 4 extramural review letters. The department chair and the DFAC chair will determine when the period to receive extramural review letters has closed. All letters received by this date will be included in the dossier, while any received after this date may be discarded without consideration.

• The DFAC chair is responsible for adding the extramural review letters to the dossier; the associated statement written about the reviewer’s suitability also becomes part of the record. If the candidate wishes to review the dossier at any point, the names and affiliations of the reviewers must be redacted from the candidate to ensure the confidentiality of the reviewers.

• Once the letter receipt period has closed, the DFAC chair will provide the candidate with a redacted document containing the external review letters. This will include a cover letter indicating that the FM has 7 days to respond, in writing, to the extramural review letters. If desired; the DFAC chair has the discretion to grant additional time if requested by the candidate. The FM’s written response to the extramural letters received in the allowed timeframe must be added to the dossier prior to consideration by the DFAC. The FM has the right to add a response at a later time but this will not alter any discussions or decisions that have preceded it.

• Upon conclusion of the 7 day (or longer if agreed) extramural reviewer letter response period, the DFAC chair calls a meeting of the DFAC to consider the FM candidate further.

Section App-5.3    DFAC Evaluation Letter

After the DFAC meets to discuss the FM candidate, the DFAC chair writes a letter to be included in the evaluation file. The letter should include:

• Names of committee members
• Committee recommendation regarding promotion and/or tenure along with vote count.
• Summary of discussion and justification of committee vote regarding FM member performance in departmental criteria for teaching, research or creative activity, and service (Section 2.2). If any votes are negative, the letter should clearly state why the committee member(s) felt the candidate did not sufficiently meet criteria. Dissenting members may write a separate letter if desired to be included in evaluation file.
• Comment on the suitability and objectivity of extramural reviewers

Section App-5.4    Department Chair (DC) Evaluation Letter

The Department Chair must also provide a letter that evaluates the candidates promotion and/or tenure materials. The chair’s letter should include:

• Provide a summary regarding suitability of external reviewers
• Provide a summary discussion of the external reviewer’s evaluations
• Overall recommendation of candidate for promotion or tenure
• Discussion of research activities (as appropriate) including focus area, suitability for continued development, discussion of publications and suitability of journals, discussion of proposal and funding efforts, and other significant factors
• Discussion of teaching activities (as appropriate) including teaching loads, effort, improvement, quality of instruction, and other significant factors
• Discussion of service activities (as appropriate) including university, school, department activities, and other significant factors
• Discuss any other relevant strengths and weaknesses of the candidate as appropriate

Section App-5.5 FAC Evaluation Letter

After the FAC meets to discuss the FM candidate, the FAC chair writes a letter to be included in the evaluation file. The letter should include:

• Names of committee members
• Committee recommendation regarding promotion and/or tenure along with vote count
• Summary of discussion and justification of committee vote. If any votes are negative, the letter should clearly state why the committee member(s) felt the candidate did not sufficiently meet criteria. Dissenting members may write a separate letter if desired to be included in evaluation file.
• Comment on fairness and objectivity of reviews by extramural evaluators, DFAC, and DC.
Appendix 6 Guidelines for Promotion and Tenure Materials

Section App-6.1 Purpose

The criteria for tenure reviews and reviews for promotion in rank are specified in The Redbook Section 4.2.2.F and Section 4.2.3.A, respectively, as Teaching, Research or Creative Activity, and Service to the department, the J.B. Speed School of Engineering, the University, the profession and the community. The Minimum Guidelines for Faculty Personnel Reviews which is an addendum within Chapter 4 of The Redbook provides standards for the evaluation and review of the criteria.

In addition to the university criteria, The J.B. Speed School of Engineering may also consider

- Registration / licensure as a Professional Engineer or other forms of certification where appropriate
- Overall professional development, including education and experience prior to University employment, and subsequent efforts to maintain and advance professional competency
- University leadership capability and experience
- Administrative assignments

Ultimately, however, it is the responsibility of the individual faculty member to organize and present the most compelling evidence of their proficiency in each of the criteria. The following information is meant to provide additional guidance in this regard.

Section App-6.2 Evidence for Proficiency in Teaching

Providing evidence for proficiency in teaching should begin with student evaluations in each course taught. This should include both detailed evaluations as well as a summary of the evaluations. The size for each course should also be given as part of this section. Student evaluations should not provide the sole criterion for evaluation of teaching. Other forms of evidence can include, but are not limited to,

- Publications in peer reviewed journals, monographs, textbooks, conference proceedings, etc., on teaching pedagogy;
- Evaluation of teaching based upon student questionnaires or mid-semester reviews, letters from current or former students, classroom visitations by chairs, colleagues, or other forms of peer review, or comments spontaneously received by the chair;
- Syllabi and course material;
- The submission of proposals and success in obtaining funding of research directed toward improved teaching methods and/or the acquisition of equipment and instrumentation to enhance teaching effectiveness.
- Curriculum development,
- Participation in faculty learning communities and other professional development opportunities,
• Thesis and dissertation supervision, as well as mentoring students, part-time faculty, and junior faculty.

Section App-6.3 Evidence for Proficiency in Research and Creative Activity

A significant source of evidence for proficiency in research and creative activity should come in the form of publications in peer reviewed journals, monographs, edited books, textbooks, conference proceedings, and technical reports. Discussion of papers should begin with a description of authorship ordering that is utilized in the faculty member’s field. It should also include a discussion of the key journals within the field of interest and a general range of impact factors for those journals. The letter from the DFAC or the Department Chair should corroborate these statements. A brief description and a highlight of each of the faculty member’s students in the author list should accompany each paper. Papers under review at the time should also be listed.

Another significant source of evidence for proficiency in research is the submission of proposals and success in obtaining funding of research directed toward the discovery of new knowledge. Both single investigator and multi-investigator efforts can be used as evidence of these activities, especially in multi-disciplinary efforts where principal investigators on multiple-principal-investigator grants should be rewarded commensurately to those on single-principal-investigator grants. Discussion of proposals and grants should include the faculty member’s role and the percentage of the project ascribed to the individual.

Proficiency in research also may be evidenced by any forum that demonstrates effectiveness in linking knowledge across fields of specialization. These would include but are not limited to presentations; computer courseware; public speeches, and television and radio presentations.

Proficiency in research or creative activity may also be evidenced by: publications in peer reviewed journals, monographs, textbooks, conference proceedings, etc., on teaching methodology; and the submission of proposals and success in obtaining funding of research directed toward improved teaching methods and/or the acquisition of equipment and instrumentation to enhance teaching effectiveness.

Additionally, proficiency in research or creative activity can be demonstrated through entrepreneurial activities directed at the discovery and commercialization of new knowledge. These activities can be demonstrated through technology disclosures and patents, licensing agreements, and the formation of start-up companies.

Section App-6.4 Evidence for Proficiency in Service

Evaluations of service should be done in a manner similar to that for teaching and research to the extent possible. Most commonly, service does not automatically produce documentary results. Thus, written statements by witnesses, the people or organizations benefiting from the service, or colleagues evaluating such service may be obtained. Also included would be any products resulting from service.
activities along with evidence regarding the nature of the candidate’s contribution. Minor activities, such as committee work of short duration, should have a less formal, aggregate evaluation.

Evaluation of service should also incorporate work that the university or unit has asked faculty to perform but that is not necessarily rewarded within individual unit cultures; specific examples may include, but are not limited to, work on the University's and the unit’s strategic goals, work on signature partnerships and other forms of community engagement.
Appendix 7 Guidelines for Code of Conduct

Section App-7.1 Purpose

The ethical principles and responsibilities of J.B. Speed School of Engineering faculty are organized around an individual faculty member’s relation to teaching and students, scholarship, professional responsibilities, university, colleagues, and community.

Section App-7.2 Responsibilities to Teaching and Students

- To encourage the free pursuit of learning in students.
- To hold before students the best scholarly standards of the disciplines.
- To demonstrate respect for students as individuals, and to adhere to one’s proper role as intellectual guide and counselor.
- To make every reasonable effort to foster honest academic conduct and to assure that evaluation of students reflects their true merits.
- To avoid any exploitation of students for private advantage and acknowledge significant assistance from them.
- To protect student academic freedom.

Section App-7.3 Responsibilities to Research, Scholarship, and/or Creative Activities

- To recognize the special responsibility for the advancement of knowledge.
- To seek the truth and to state the truth as one sees it.
- To improve scholarly competence.
- To exercise critical self-discipline and judgment in using, extending, and transmitting knowledge.
- To practice intellectual honesty.
- To prevent intrusion of subsidiary interests in the freedom of inquiry

Section App-7.4 Responsibilities to the University

- To be effective in teaching, research, scholarship and/or creative activities, and service.
- To adhere to university policies and regulations.
- To monitor the amount and character of any work outside the university, with due regard to responsibilities within it.
• To give due notice to the university of pending interruption or termination of service.
• To alert appropriate university offices about alarming or threatening behavior of colleagues and students.

Section App-7.5 Responsibilities to the Colleagues

• To respect and defend free inquiry by associates, where in compliance with university regulations.
• To show professional courtesy and respect for others in exchange of criticism.
• To strive to be objective during the professional judgment of colleagues.
• To accept a fair share of the responsibilities for the governance of the university.
• To actively assist in the professional development of colleagues.

Section App-7.6 Responsibilities to the Community

• To strive to conduct oneself as a responsible, productive member of the community, aware of and sensitive to the responsibilities and obligations placed on all citizens by a free society.
• To make it clear in public statements that one’s personal opinions are one’s own and not those of the university.
• To conduct one’s public and private lives so as to avoid bringing dishonor to oneself and the university.

Section App-7.7 Scope and Jurisdiction

The J.B. Speed School of Engineering Code of Conduct applies to all Faculty Members, as defined in The Redbook. This Code of Conduct is in addition to and does not limit other processes and procedures for addressing conduct and employment issues as they relate to the University of Louisville at large. Enforcement of the Code of Conduct is bound by The Redbook, including termination policies in The Redbook Section 4.5.

Jurisdiction of the J.B. Speed School of Engineering generally shall be limited to conduct which occurs on the University of Louisville premises or at University of Louisville sponsored or supervised functions. However, J.B. Speed School of Engineering may take appropriate action, including, but not limited to, the imposition of sanctions under J.B. Speed School of Engineering codes of conduct against Faculty Members for conduct occurring in other settings, including off-campus, under the following circumstances:

• If the faculty conduct threatens the physical safety of students, employees, visitors or any other members of the University of Louisville community,
• If the faculty conduct interferes with or limit any person’s ability to participate in or benefit from the university’s educational programs, activities or employment,

• If the faculty conduct hinders the Faculty Member’s ability to perform in the professional capacity of teacher or researcher

• If the faculty conduct occurs when the Faculty member is serving in the role of a University employee at large.

**Section App-7.8 Inappropriate Conduct**

Violation of the University of Louisville Code of Conduct is considered inappropriate conduct. Generally, the following will also be construed as inappropriate conduct:

• Violation of Professional Ethics and professional guidelines that apply to the field of the Faculty member.

• Any conduct that endangers the health or safety of any person

• Any unreasonably interference with another person’s ability to perform University duties including teaching, research, administration, or other University activities, including public service functions on or off campus.

• Refusing or neglecting to perform reasonable assigned teaching duties, or quitting duties without due notice in accordance with the university rules and regulations.

• Intentional and habitual neglect of duty in the performance of academic responsibilities.
RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE BYLAWS AND APPENDICES
OF THE SCHOOL OF MEDICINE

Academic & Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the revised bylaws for the School of Medicine as attached.

BACKGROUND:

An Executive Summary of the proposed revisions, attached, precedes the bylaws.

The Redbook, Section 3.1.3 requires approval of the bylaws for each academic unit by the Board of Trustees. The revised document has been approved by the School of Medicine Faculty, the Faculty Senate, and is recommended by the Dean of the School of Medicine. A summary of the revisions, attached, precedes the revised bylaws document.

The proposed changes were reviewed by the Provost’s office and General Counsel. The Executive Vice President/University Provost joins the President in making this recommendation.

COMMITTEE ACTION:  BOARD ACTION:
Passed ________________  Passed _______________
Did Not Pass ____________  Did Not Pass __________
Other __________________  Other ________________

_______________________  _____________________
Assistant Secretary     Assistant Secretary
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<tr>
<th>Page #s</th>
<th>Major Changes</th>
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<tr>
<td>1</td>
<td>Emeritus faculty will no longer be able to elect to be on Executive Faculty as a “right”. They can still be elected by their departments up to the number of General Faculty assigned to their departments</td>
</tr>
<tr>
<td>5, 27, 28, 29</td>
<td>Dean will no longer report to the EVPHA. Dean will report to Provost</td>
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<tr>
<td>6</td>
<td>Electronic voting will no longer be delayed for two weeks following discussion of proposed changes to Executive Faculty Meeting</td>
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<th>Page #s</th>
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<tr>
<td>5</td>
<td>Dean will not be a member of all Executive and General Faculty committees</td>
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<td>5</td>
<td>Appointment of administrative officers under the Dean are recommended to the President or their designee subject to appropriate action or information provided to BOT</td>
</tr>
<tr>
<td>8, 12, 15</td>
<td>Designation of “Action Committees” and “Policy Committees” eliminated. Will continue to refer to these committees as Standing Committees, Committees Appointed by the Dean and Non-Standing Committees</td>
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<tr>
<td>9</td>
<td>Added clarification that at least two females and at least one under-represented minority shall be in each committee</td>
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<td>9</td>
<td>Clarifies that any general faculty member (gratis, emeritus, part-time, full-time) may be appointed by Dean to Executive Faculty committees to improve gender and underrepresented minority composition. Also, clarifies the number of faculty that can be added committee membership in order to achieve the composition adjustment</td>
</tr>
<tr>
<td>10</td>
<td>Graduate Council added as a committee in which a departmental representative could serve and still be elected to another faculty committee</td>
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<tr>
<td>23</td>
<td>Added language stating that a member of SOM Faculty Senate will serve on Faculty Forum as a liaison, non-voting member. This was already present in Appendix 8, description of SOM representatives to Faculty Senate</td>
</tr>
<tr>
<td>27</td>
<td>Changed from a 5 year strategic plan to a strategic plan in accordance with the university process, so that it coincides with new plan timelines</td>
</tr>
<tr>
<td>27, 29</td>
<td>Improved and updated committees Dean serves on and corrected agency names, acronyms and abbreviations</td>
</tr>
<tr>
<td>26</td>
<td>Improved language explaining the Dean’s responsibility for central coordination of oversight of curriculum</td>
</tr>
<tr>
<td>28</td>
<td>Dean will not act on recommendations of student admissions. This is the responsibility of Student Admissions Committee</td>
</tr>
<tr>
<td>29</td>
<td>Deleted incorrect references to the Redbook</td>
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ARTICLE I. PREFACE

These Bylaws and Rules are the official statement of the organizational structure and the rules of governance and procedures of the Faculty of the School of Medicine, University of Louisville. This document has two parts: The Bylaws and Appendices to the Bylaws. These parts are equally important to the internal operations of the School of Medicine. Changes to the Bylaws and Appendices require approval by the Executive Faculty of the School of Medicine, Faculty Senate, the President, and the Board of Trustees.

ARTICLE II. GENERAL FACULTY: MEMBERSHIP AND PRIVILEGES OF MEMBERSHIP

A Member of the General Faculty of the School of Medicine holds a faculty appointment in the School of Medicine including full-time (nontenurable, probationary, tenured), part-time, emeritus or gratis; see The Redbook 4.1.1. General Faculty are entitled to attend meetings of the Executive Faculty (Article III.1.B).

The officers of the General Faculty are the same as those of the Executive Faculty (Article III, Sec. 2.).

The General Faculty may create ad hoc committees. Such committees report to the General Faculty and/or the Dean, as specified in their charge. Meetings may be convened at the request of the Dean, the Faculty Forum, the Executive Faculty, or by petition of 50 General Faculty. General Faculty are eligible to vote at these meetings. Notification of a meeting, together with an agenda, must be transmitted to all General Faculty by the Dean's Office at least five working days before that meeting, unless an emergency mandates meeting at shorter notice. A quorum consists of 50% of general faculty members.

ARTICLE III. EXECUTIVE FACULTY

Section 1. MEMBERSHIP AND PRIVILEGES OF MEMBERSHIP

A. Each department is entitled to elect one General Faculty to the Executive Faculty, plus one additional General Faculty member for every ten Executive Faculty qualified under Art. III. Sec. 1.B.1

B. A member of the Executive Faculty of the School of Medicine

1. holds a full-time, academic appointment in the University of Louisville with a primary appointment in the School of Medicine; or

2. may be a part-time, emeritus or gratis General Faculty who has been elected to the Executive Faculty. One part time, emeritus or gratis General Faculty member may be elected each May by their department to the Executive Faculty, plus one additional General Faculty member for every ten Executive Faculty qualified under Art. III, Sec 1.B.1. Terms for all General Faculty elected to Executive Faculty will be one year.
Executive Faculty are entitled to vote in meetings of the Executive Faculty, and in School of Medicine and University-wide elections, and on Bylaws and referenda affecting the Executive Faculty's jurisdiction (Art. III, Sec. 4); to serve on the Faculty Forum and on School of Medicine Committees; and to represent the School on University bodies, except where prohibited in other sections of these Bylaws and Rules or in The Redbook and its ADDENDA. Executive Faculty are entitled to vote in meetings of the department where they hold a primary appointment, except where prohibited in other sections of these Bylaws and Rules or in The Redbook and its ADDENDA. Executive Faculty who are on leave or sabbatical, if they so request, retain their right to vote.

Section 2. OFFICERS AND COMMITTEES

A. OFFICERS:

Officers of the Executive Faculty are described in Appendix 1.

B. COMMITTEES:

The Executive Faculty may establish Standing Committees by amendment of Appendix 2 of these Bylaws. Dissolution of Standing Committees or major changes in their function requires amendment of Appendix 2.

1. Three Standing Committees fulfill the requirements of The Redbook: Promotions, Appointment and Tenure; Performance Criteria and Policy; and Academic Grievance. Other Standing Committees of the Executive Faculty are listed in Appendix 2. The Procedures for Selection and Governance, the Membership, and the Responsibilities of the Standing Committees are detailed in Appendix 2.

2. The Executive Faculty or Dean may create ad hoc committees.

3. Committees may recommend action to the Faculty Forum, the Executive Faculty and/or the Office of the Dean, as specified in their charge.

4. The Office of the Dean shall supply administrative and clerical support to the officers and committees of the Executive Faculty.

Section 3. MEETINGS

A. A meeting of the Executive Faculty shall be convened at least semiannually. Other meetings may be convened at the request of the Dean, the Faculty Forum, or by petition of 30 Executive Faculty.

B. An agenda is prepared by the Dean, in consultation with the Executive Faculty Vice-chair and the Secretary.

C. Notification of the meeting, together with the agenda, must be transmitted by the Dean's Office to all Executive Faculty at least five working days before the time specified unless an emergency mandates a meeting on shorter notice.
D. A quorum is 50% of Executive Faculty. If a quorum is not present at the biannual meeting, all voting should take place after the meeting electronically.

Section 4. JURISDICTION

Except as otherwise provided in The Redbook of the University of Louisville, the Executive Faculty of the School of Medicine has general legislative powers over all matters pertaining to its own personnel policies, criteria and procedures; to its own meetings; to amendment of these Bylaws and Rules and to the admission requirements, curricula, instruction, examinations, and recommendations to the Board of Trustees through the Dean of this unit for granting of degrees within the Unit, as specified in The Redbook, Article 3.3, Sec. 3.3.2.

ARTICLE IV. FACULTY FORUM

The Faculty Forum is the elected representative body of the School of Medicine Executive Faculty. The Forum is a standing committee of the Executive Faculty and provides a structure for effective communication among the faculty of the School of Medicine, its committees, and administration. The Forum membership also includes elected representatives of the medical student body, the graduate student body, and residents (housestaff). The Forum provides expeditious exercise of faculty prerogatives as defined in Sec. 3.3.2 of The Redbook of the University of Louisville. It provides action on the policy recommendations and actions of the Executive Faculty committees. It also provides a mechanism for individual faculty and student/housestaff representatives to present issues to the Executive Faculty.

The operations, membership, officers and meetings of the Faculty Forum are detailed in Appendix 3.

ARTICLE V. ADMINISTRATIVE UNITS OF THE SCHOOL OF MEDICINE

Section 1. DEPARTMENTS

The current Departments of the School of Medicine are listed in Appendix 4.

Section 2. ESTABLISHMENT OF NEW DEPARTMENTS AND DISSOLUTION OF EXISTING DEPARTMENTS

The Dean shall make recommendations to the Provost, the President of the University, and the Board of Trustees for the establishment or dissolution of academic departments. Such recommendations shall follow only after formal consultation with the department Executive Faculty members involved, the Medical Council, the Faculty Forum, the Executive Faculty, and in the case of degree granting programs, the Faculty Senate (The Redbook, Art. 3.4., Sec. 3.4.2.A). The formal recommendation from the Executive Faculty, including the vote tallies of the Departmental Faculty involved and of the Executive Faculty, shall accompany the Dean's recommendation.

Action by the Board of Trustees that establishes new departments or dissolves existing departments, (The Redbook, Art. 3.4., Sec. 3.4.2.A), shall result in the appropriate change in Appendix 4 without requiring an additional ballot for change of these Bylaws and Rules.

Section 3. SECTIONS OR DIVISIONS
To facilitate the organization of teaching, research, and patient care, the Dean may establish or dissolve sections or divisions upon recommendation of the chair(s) after the chair has discussions with the faculty of the department(s) involved.

ARTICLE VI. ADMINISTRATIVE OFFICERS

Section 1. THE DEAN OF THE SCHOOL OF MEDICINE

A. The Dean is the administrative and educational head of the School of Medicine. The Dean shall report to the Executive Vice President and University Provost through whom he or she shall be responsible to the President for the administration of the unit.

B. The Dean chairs and is a non-voting member of the Faculty Forum, the Medical Council, the Executive Faculty, and the General Faculty meetings.

C. The Dean may create and appoint ad hoc committees.

D. Specific duties and responsibilities, in addition to the items set forth in this section and in The Redbook, Sec. 3.2.2, are detailed in a job description that is approved by the Executive Faculty, the Provost, and the President of the University. The responsibilities of the Dean are detailed in Appendix 5.

Section 2. OFFICERS OF THE DEAN

The appointment of Vice, Associate and Assistant Deans are recommended by the Dean for approval by the Provost and the President or his/her designee, subject to appropriate action by or information to the Board of Trustees in accordance with then-current University policy.

Section 3. THE DEPARTMENT CHAIR

The department chair is the administrative and educational head of the department. The duties of the Department Chair are detailed in The Redbook, Section 3.3.5, and in Appendix 6.

ARTICLE VII. THE MEDICAL COUNCIL OF THE SCHOOL OF MEDICINE

The Medical Council is advisory to the Dean in all matters relating to the administration of the School of Medicine. The Medical Council provides for the development, evaluation, review and communication of matters of broad concern to the School of Medicine. The Medical Council may provide advice on any topic so requested by the Dean. The membership, officers and meetings of the Medical Council are detailed in Appendix 7.

ARTICLE VIII. SCHOOL OF MEDICINE REPRESENTATIVES TO THE UNIVERSITY FACULTY SENATE AND UNIVERSITY-WIDE COMMITTEES

As provided in The Redbook, the Executive Faculty of the School of Medicine elects representatives to the University Faculty Senate. The qualifications, election procedures and responsibilities of Senators are detailed in Appendix 8.
The School of Medicine selects nominees for University-wide committees (e.g., Faculty Grievance Committee and University of Louisville Athletic Association Board of Directors) and elects representatives to other University-wide Committees (e.g., Faculty Advisory Committee to the Presidential Search). The selection procedures are detailed in Appendix 9.

ARTICLE IX. BYLAWS AMENDMENT AND VOTING PROCEDURES

These Bylaws and Appendices may be amended or revised by action of the Executive Faculty after a proposed amendment or revision has been presented to the Performance Criteria and Policy Committee for its recommendation and then has been approved by the Faculty Forum. Proposed amendments and appendices of the Bylaws must not be in conflict with The Redbook. Changes to the Bylaws and Appendices, approved by the School of Medicine Executive Faculty, require subsequent approval by the Faculty Senate, President and University Board of Trustees (see The Redbook, Art. 3.1, Section 3.1.3).

To provide time for discussion by departmental faculty, a proposed Bylaws amendment or referendum affecting Art. III, Sec. 4 may not be voted upon by the Executive Faculty until 30 days have passed following the date the Faculty Forum voted to forward the proposed amendment for Executive Faculty ballot.

The proposed amendment or referendum must be discussed at a meeting of the Executive Faculty prior to voting by anonymous electronic ballot and it must have been circulated to Executive Faculty at least two weeks prior to the meeting.

If a majority of the eligible voting Executive Faculty approves the proposed amendment or referendum in a 30 day balloting period, it is passed.

Voting for amendments to these Bylaws, or the Appendices, for unit elections, and for referenda shall be conducted by electronic ballots distributed to all Executive Faculty.

For unit elections, the nominee(s) (as specified on the ballot) receiving the highest number of votes is elected.

Revised Bylaws Approved by Executive Faculty 02/14/2005
Revised Bylaws Approved by Faculty Forum 08/12/2009
Revised Bylaws Approved by Faculty Forum 10/14/2009
Revised Bylaws Approved by Executive Faculty 06/28/2010
Revised Bylaws Approved by Faculty Forum 04/19/2017
Revised Bylaws Approved by Executive Faculty 07/04/2017
Revised Bylaws Approved by Faculty Senate 12/06/2017
Revised Bylaws Approved by Board of Trustees 04/19/2018
Revised Bylaws Approved by Faculty Forum 11/19/2019
Revised Bylaws Approved by Executive Faculty 01/26/2020
Revised Bylaws Approved by Faculty Senate 04/01/2020
Revised Bylaws Approved by Board of Trustees ____________
APPENDIX 1– OFFICERS OF THE EXECUTIVE FACULTY

1. Chair: The Dean is the Chair of the Executive Faculty and presides over meetings of the Executive Faculty.

2. Vice-chair: The Vice-chair of the Faculty Forum is the Vice-chair of the Executive Faculty and:
   1. presides in the absence of the Chair; and
   2. with the Secretary, assists the Dean in developing agendas for Executive, General Faculty, and Faculty Forum meetings.

3. Secretary: The Secretary of the Faculty Forum is Secretary of the Executive Faculty and is responsible for:
   1. assuring that the proceedings of all meetings of the Executive Faculty are recorded and that notices, agendas and minutes are distributed to full-time and part-time faculty, the Dean, the President and the University Archivist;
   2. assuring the distribution of all anonymous electronic ballots for elections and referenda;
   3. assuring the maintenance of a permanent record of all elections and referenda;
   4. assuring that all amendments to these Bylaws and Rules are duly recorded and that amended copies of the Bylaws and Rules are made available to full-time and part-time faculty.

4. Other Officers: The Executive Faculty may have other officers as they deem necessary.

Revised Bylaws Approved by Executive Faculty 03/21/05
Revised Bylaws Approved by Executive Faculty 05/2007
Revised Bylaws Approved by Executive Faculty 08/07/2008
Revised Bylaws Approved by Executive Faculty 12/10/2008
Revised Bylaws Approved by Faculty Forum 01/14/2009
Revised Bylaws Approved by Executive Faculty 07/13/2009
Revised Bylaws Approved by Faculty Forum 08/12/09
Revised Bylaws Approved by Faculty Forum 10/14/09
Revised Bylaws Approved by Faculty Forum 06/09/10
Revised Bylaws Approved by Executive Faculty 06/28/10
Revised Bylaws Approved by Faculty Forum 04/13/11
Revised Bylaws Approved by Executive Faculty 06/27/11
Revised Bylaws Approved by Faculty Forum 04/19/17
Revised Bylaws Approved by Executive Faculty 07/04/17
Revised Bylaws Approved by Faculty Senate 12/06/2017
Revised Bylaws Approved by Board of Trustees 04/19/2018
The Standing Committees of the Executive Faculty:

1. The Faculty Forum
2. Educational Program Committee (EPC)
3. Performance Criteria and Policy Committee (PCP)
4. Graduate Council
5. Promotion, Appointment and Tenure Committee (PAT)
6. Research Committee
7. Student Admissions Committee
8. Student Promotions Committee
9. Academic Grievance Committee

Committees Appointed by the Dean

1. Student Prizes and Awards Committee
2. Student Travel Committee
3. Graduate Medical Education Committee
4. Diversity and Inclusion Committee

The Non-Standing Committees of the Executive Faculty are:

1. Special Committees
   a. Search Committees for Department Chairs
   b. Review Committees for Department Chairs
Section I. PROCEDURES FOR SELECTION AND GOVERNANCE

Committees of the Executive Faculty are governed by the following procedures, unless otherwise provided for in these Bylaws and Rules.

A. Election of Members

1. The Executive Faculty of each department may nominate by departmental election one candidate for any committee for which their department is eligible to nominate at that time. Executive faculty members that are not assigned a primary department may nominate as a unit, one member as a representative to Faculty forum, and one member for any School of Medicine committee in which they are eligible to nominate at that time.

2. An anonymous electronic ballot listing the nominees is prepared by the School of Medicine Office of Faculty Affairs and Advancement and circulated to all eligible voters within the Executive Faculty.

3. The following procedures shall be followed to ensure adequate gender and under-represented minority composition across the standing committees of the School of Medicine. Every appropriate effort shall be taken to ensure that at least two females and at least one under-represented minority shall be in each committee. Prior to committee elections each spring, the School of Medicine Office of Faculty Affairs and Advancement shall review committee composition and request appropriate nominees from the Chairs of eligible departments as detailed in Appendix 2, Sec. 2. and Sec. 3. Upon completion of the ballot tally, the School of Medicine Office of Faculty Affairs and Advancement shall notify the Faculty Forum of the election results committee membership for their approval. The Faculty Forum shall determine the adequacy of gender and under-represented minority composition of each of the committees listed above. If adjustment is needed, members will be provided as follows:

   a. The Dean of the School of Medicine may appoint additional members of the General Faculty to improve the gender and underrepresented minority composition. Dean selections shall undergo approval by the Faculty Forum.

   b. Should there be insufficient candidates for an election, the Dean may appoint additional members and forward the name(s) to the Faculty Forum for approval. Upon approval by the Faculty Forum, the candidate(s) become the at-large member(s) of the designated committee(s).

   c. The number of appointed members may increase the membership of a given committee only by the number of positions needed to achieve the composition adjustment (two for gender and/or one for under-represented minority; that is, a maximum of three positions).

   d. Appointed committee members shall have a term of office the same as that of other committee members and they may stand for election on the next ballot for that committee's membership. All other criteria for general (Appendix 2, Sec. 1.C) and specific (e.g. rank, tenure) committee membership apply to appointed candidates for at-large election.

4. In the event of a faculty vacancy in an elected committee, Faculty Forum shall
fill the vacant office with the eligible candidate receiving the next highest number of votes from the previous election. If there are no eligible candidates, the Dean may appoint a candidate to fill the vacancy after the election for approval by Faculty Forum. The candidate or appointed member serves for the remainder of the unexpired term of office.

B. Appointment of Members

1. Voting Members of the following committees are appointed by the Dean of the School of Medicine: four members of the Educational Program Committee; Student Prizes and Awards Committee; Student Travel Committee; and Graduate Medical Education Committee.

2. Executive Faculty of the Student Promotions Committee are appointed by their respective department chairs after consultation with the faculty at a regularly scheduled departmental meeting.

C. General Composition and Organization of Committees

1. An individual may not be elected to more than one standing committee. Faculty Forum and Graduate Council membership does not preclude membership in a standing committee.

2. Committees may not have more than one elected member from a department, unless otherwise specified in Appendix 2, Sec 2 or Sec. 3 of these Bylaws.

3. Voting members of the Medical Council are ineligible for membership on standing committees.

4. The elected membership of each committee shall be comprised of at least one fourth membership from basic and at least one fourth membership from clinical departments.

5. Elected or appointed members of standing committees serve staggered terms of three years. Members of these committees who have served two full consecutive terms must wait an additional two full terms before being eligible to serve again. Term limits may be extended beyond the two years, if recommended by the committee chair and approved by the Dean.

6. Attendance at committee meetings is mandatory. A record of attendance should be part of the committee's normal meeting. The chair of each committee may recommend to the committee members, for their approval, dismissal of a faculty member, if the faculty member in question is absent more than one third of the committee meetings within an academic year or is otherwise derelict in duties.

7. Individuals who hold a part-time, gratis or emeritus Executive Faculty status are eligible to serve in School of Medicine Committees. All criteria for specific committee membership shall apply. If the Executive Faculty status ends, a vacancy on that committee is created. The Dean of the School of Medicine may appoint a member to fill vacant position and forward the name to the Faculty Forum for approval.
Faculty Forum – three medical students (one sophomore, one junior and one senior); two
graduate students (one junior and one more senior graduate student); and two residents
(one junior and one more senior housestaff)
Educational Program - three medical students
Student Promotions - one medical student
Academic Grievance - three medical students, three residents, three graduate students,
and three post-doctoral fellows)
Student Admissions - three medical students (one each, sophomore, junior, and senior)
Medical Council - one medical student, one graduate, and one resident member
Graduate Council – three graduate student representatives

Student representatives must be in good academic standing (not on probation) and
enrolled full-time. They are elected by the medical student body or the graduate student
body respectively under the auspices of the established student government. Residents
will be chosen by the Housestaff Association. A student or resident may not serve
simultaneously on more than one standing committee. Attendance of at least one
member from each group (medical student, graduate student, resident) at each meeting of
the Forum is recommended.

E. Officers

Each committee elects its own Chair and Vice Chair from among its Executive Faculty
members, except where stated otherwise in descriptions of individual Committees and
may have other officers. Such officers are elected annually.

F. Review of Goals and Responsibilities

Each committee shall review annually its specific goals and responsibilities,
recommending appropriate major changes to the Faculty Forum.

G. Subcommittees and Task forces

Committees may establish subcommittees and task forces to assist them in their work.
There are no eligibility restrictions for subcommittee and task force members.

Section 2. STANDING COMMITTEES

These committees report through the Faculty Forum to the Executive Faculty and to the Dean.
During each academic year, presentations to the Faculty Forum of the activities of these
committees are scheduled on a regular basis.
These presentations include a summary of the prior year’s activities.

A. Educational Program Committee

1. Membership

a. While the Dean has ultimate individual responsibility for the design and
management of the educational program as a whole, the Committee has five
elected Executive Faculty, four Executive Faculty appointed by the Dean,
three student representatives, Associate Dean for Trover Campus or his/her designee, and the Vice Dean for Undergraduate Medical Education who is Chair and a non-voting member. This committee may have more than one representative from a department.

b. The five members elected by the Executive Faculty are selected as follows: at least two members from the Basic Science Departments that have responsibility in the major courses taught during the first two years, and at least two members from the clinical departments and one additional faculty member.

c. Representatives appointed by the Dean include two basic science faculty and two clinical faculty. These representatives are selected from nominations for each vacant position forwarded to the Dean by the Educational Program Committee. Appointed members should have appropriate qualifications for curriculum oversight responsibilities, including but not exclusive of:
   - Significant experience with curriculum development of implementation, including service as course or clerkship director, or completing of training in educational design.
   - Expressed willingness to assess, and make recommendations regarding instructional design or implementation for subjects outside of area of expertise.

d. Of the clinical faculty members serving on the Committee, there shall be at least one generalist and one specialist.

e. Student members are elected to serve for a term of three years on this committee.

2. Responsibilities

a. The Committee is responsible for the overall design, management, and evaluation of a coherent and coordinated curriculum that achieves the educational objectives of the medical school. The Committee will have the authority to lead, direct, coordinate, control, plan, and evaluate the curriculum, and will regularly report on curriculum matters to Faculty Forum and the Dean.

b. To fulfill its responsibilities, the Committee will oversee the following curriculum-related activities:
   - Development of the schedule for all courses
   - Ensuring that the curriculum is logically sequenced
   - Maximizing horizontal and vertical integration within and across all four years of the curriculum
   - Evaluation of program effectiveness using outcomes analysis
   - Surveying the content and workload in each course and clerkship
   - Identifying and eliminating gaps and redundancies in the curriculum
   - Reviewing the learning objectives of each course and clerkship and
ensuring their alignment with programmatic objectives

• Development of policies that position students for mastery of the school’s educational objectives and maximize their success as learners and future physicians

c. The Committee will base its authority to implement these responsibilities on adherence to a defined process for determining curriculum changes, to ensure appropriate instructional freedom in the setting of central curriculum management.

d. The Committee should ensure that each academic segment of the curriculum maintains common standards for content, such that each medical student will acquire appropriate competence in general medical care regardless of subsequent career specialty.

B. Performance Criteria and Policy Committee

1. Membership

a. This Committee consists of eight elected Executive Faculty.

2. Responsibilities

a. The Committee develops, forwards for approval, and when approved, publishes unit guidelines (School of Medicine Policies for Annual Reviews and Salary Increases Based Upon Performance) that are the minimum guidelines for the preparation of departmental procedures and criteria to review the academic performance of faculty.

b. The Committee is responsible for reviewing and approving the criteria and procedures for awarding performance-based salary increases proposed by each department. It shall ensure that the procedures are clearly written; that they utilize objective, as well as appropriate subjective criteria; and that they follow the minimum guidelines established by the The Redbook, Faculty Senate, and the School of Medicine.

c. The Committee is responsible for working with the Dean and other administrative officers to hear appeals of annual reviews and for issues regarding gross inequities in salary as required by Redbook Sec. 4.2.1. Recommendations from the hearing will be forwarded to the Dean of the School of Medicine. This appeals process shall be distinct from the grievance process (Redbook Art. 4.4)

d. Upon the request of the Executive Faculty, the Faculty Forum, the Dean, or by petition of 25 Executive Members, the Committee reviews these Bylaws and Rules for possible changes and proposes recommendations. Such recommendations shall be forwarded to the Faculty Forum for its
recommendation and then, if approved, to the Executive Faculty for action, according to the procedures outlined in Art. IX.

C. Graduate Council

1. Membership

   a. The Graduate Council consists of seven elected and two appointed Executive Faculty, three graduate student representatives, and the Associate Dean for Graduate and Post-doctoral Studies who serves as chair and is a non-voting member.

   b. The Executive Faculty members will be selected as follows: one member elected from each of the graduate degree granting basic departments, one member from the Audiology program, and one member from the Speech Pathology program. Each of these graduate degree granting department/programs shall elect one of its Executive Faculty. One member representing the M.D/Ph.D. program and one member representing a clinical department who is engaged in graduate student education shall be appointed by the Dean.

   c. Graduate students from the degree granting graduate programs self-nominate for the elections of positions on this committee. The graduate student representatives are elected by ballots sent to all students which are collected by the Office of Graduate and Post-doctoral Studies.

2. Responsibilities

   a. The Graduate Council shall advise the Dean on academic matters pertaining to the education of Ph.D., M.S., and Au.D. students and the MD/PhD program. These matters shall include admission standards, academic standards and performance, academic program administration, and faculty participation in graduate education. Reports of the meetings shall be provided to the Dean and the Vice Dean for Research.

D. Promotion, Appointment and Tenure Committee

1. Membership

   The Committee consists of six elected tenured and six elected term Executive Faculty holding the rank of Professor. For considerations of tenure, only tenured members of the committee will have voting privileges. No more than two representatives may be from the same department. If two representatives are from the same department, one must be term and the other tenured.

2. Responsibilities

   The Committee is responsible for the development of comprehensive academic personnel documents ("Policy for Promotion, Appointment and Tenure and for Periodic Career Review in the University of Louisville School of Medicine"). The documents must be prepared with the full participation and approval of the Executive Faculty. The documents must be in compliance with these Bylaws and Rules. The documents shall contain details for criteria discussed in The Redbook and any additional criteria to be considered in faculty appointments, tenure, promotions, or periodic career reviews. Upon final approval, these documents together with approved departmental documents, and The Redbook shall establish procedures and
be the only criteria for appointment, tenure, promotion, and periodic career reviews. Any changes to these personnel documents require approval of the Executive Faculty.

3. Procedures

The Committee makes recommendations to the Dean for the granting of tenure and on the appointment and promotion of term, probationary and tenured faculty to the rank of Associate Professor and Professor, respectively. The involvement of the Committee in other matters concerning appointments, promotions and periodic career reviews shall be delineated in the unit personnel documents. Committee members shall not be present for the discussion and shall abstain from voting on actions involving members of their own department.

The Committee is not directly involved in the evaluation for reappointment of faculty that hold nontenurable appointments.

E. Research Committee

1. Membership

The Committee consists of eight elected Executive Faculty. The Associate Dean for Research may serve as an ex officio, nonvoting member.

2. Responsibilities

The Committee advises the Dean as requested concerning research policies and the allocation of research resources. In addition, the committee administers the summer scholarship program, small travel awards and Small Research Grant program.

F. Student Admissions Committee

1. Membership

The Committee consists of eight elected Executive Faculty, three students, and the Associate Dean for Admissions. The Associate Dean for Admissions is Chair and a non-voting member. The Dean may appoint additional members.

2. Responsibilities

The Committee selects students for admission in accordance with School of Medicine and University regulations, and accreditation standards. The Committee establishes policies and criteria for admissions and report the results of admissions actions to the Faculty Forum.

3. Procedures

Procedures for selection of students are formulated by the Committee in consultation with the Associate Dean for Admissions.

G. Student Promotions Committee

1. Membership

The Committee consists of one representative from each department listed in Appendix 4, one representative from the Trover Campus, and three students from the 2nd, 3rd, and 4th year classes selected by the School of Medicine Student Council, constituting one student vote. The Assistant Dean for Student Affairs is a nonvoting member.
member. Departmental representatives are appointed by the department chair after consultation with the members of the department during a faculty meeting; the Trover Campus Representative is appointed by the Associate Dean for Trover Campus. No more than 25% of the committee will consist of Course Directors and/or Clerkship Directors. Additionally, any member involved in direct grading of a student in question must recuse himself from discussion and voting.

2. Responsibilities

a. The Committee reviews the academic progress of all students with unsatisfactory performance and makes recommendations for corrective action, remediation, and/or dismissal to the Dean.

b. The Committee determines the degree status of all students as required by Sec. 6.6.3 of The Redbook.

c. The Committee recommends to the Board of Trustees, through the Dean, all candidates for degrees.

3. Procedures

The Committee shall formulate its own procedures in consultation with the Associate and Assistant Dean for Student Affairs and the Vice Dean for Medical Education.

H. Academic Grievance Committee

1. Membership

The Committee consists of six elected Executive Faculty who are not members of the Medical Council, three medical students, three residents, three graduate students, and three post-doctoral fellows. Medical student members participate in the Academic Grievance Committee in cases of medical student grievances, residents participate in the Academic Grievance Committee during resident grievance proceedings, graduate students participate in graduate student grievances, and post-doctoral fellows participate in cases of post-doctoral fellow grievances. At least four faculty members must be present during grievance proceedings.

2. Responsibilities and Procedures

The responsibilities, procedures and timeliness of action for the Academic Grievance Committee are delineated in The Redbook, Chapter 6 in Articles 6.6 and 6.8, and in "The University of Louisville Student Academic Grievance Procedure" document. Students who believe they have been treated unfairly, discriminated against, or have had their rights abridged may initiate an academic grievance. In order to comply with accrediting standards, academic matters are defined as those concerning instructional activities, research activities, as well as personal characteristics and behaviors suitable for a career in the practice of medicine.

Section 3. COMMITTEES APPOINTED BY THE DEAN

The Dean appoints members to, and chairs of, the following committees. The Dean also defines the membership, terms of appointment, and goals of these committees.
semester, and upon other occasions as requested by the Dean.

B. Student Travel Committee

This committee reviews and approves requests from students for travel funds available from the Dean’s Office.

C. Graduate Medical Education Committee

This committee is comprised of the Vice Dean for GME and CME/Designated Institutional Official (DIO), Assistant Dean for Graduate Medical Education, GME Assistant Dean for Resident Educational and Work Environment, GME Administrators, residency program directors, residency program coordinators, the GME Quality & Patient Safety Officer, teaching hospital representatives and representatives of the House Staff Council. The GMEC is responsible for monitoring institutional and program compliance with ACGME requirements; the quality of the GME educational environment and experiences; and for all major changes related to individual ACGME-accredited programs, major participating sites, and the Sponsoring Institution. The GMEC is also responsible for policies and procedures relevant to GME; appointment of new Program Directors; review of reports and responses to and from ACGME Residency Review Committees and Clinical Learning Environment Reports (CLER); performance of the ACGME-required Annual Institutional Review and the Special Review process including identification of program performance factors and establishment of quality improvement goals. More than one representative may serve on this committee from any department.

D. Diversity and Inclusion Committee

This committee will be responsible for the following: develop activities, programs and partnerships focused on enhancing diversity within the applicant pool to increase the students, faculty, staff, and senior administrative leadership from the recruitment and/or hire of underrepresented populations; promote a campus climate that supports and values the unique way that each individual contributes to the school; enhance the opportunity and scope of professional development for faculty and staff that promote diversity, empathy/compassion, and community engaged scholarship; to monitor and assess the campus climate to develop and further implement plans to enhance the experience for all members of our community; support and/or develop diversity programming that will help improve campus climate and augment learning and development around diversity issue.

Section 4. SPECIAL COMMITTEES

A. Search committees for department chairs

1. Membership

The Committee is appointed by the Dean. It elects its chair from among its Executive Faculty. The Committee shall include seven executive faculty (Associate Professor/Professor), of which at least two shall be tenured and at least two shall be term. Other members can be term or tenured. Gender and minority composition shall be considered in making the appointments. It must include an
Executive Faculty of the department concerned, and may include a University of Louisville medical student, house officer and/or graduate student and/or non-full time faculty physician nominated by the Greater Louisville Medical Society. The number of outside members, however, may not exceed 49% of the committee's Executive Faculty.

2. Responsibilities

The Committee shall recommend to the Dean one or more candidates for the chair of the concerned department. In developing its recommendation, the Committee must have secured the approval of the majority of the Executive Faculty of the department in question. The Dean of the School of Medicine shall consult with the Dean of the Graduate School for departments with graduate programs. After acceptance by the Dean, the recommendations of the Committee, the department, and the Dean are forwarded to the Provost, the President, and the Board of Trustees for approval.

B. REVIEW COMMITTEES FOR DEPARTMENT CHAIRS

1. Purpose

The performance of each department chair shall be reviewed at the beginning of the sixth year following the date of appointment, and at the beginning of every sixth year thereafter. Earlier review may be initiated at any time by the Dean. Additionally, a majority of the tenured Executive Faculty of the concerned department may request an earlier review of the chair. Such a request will be considered by the Dean in accordance with Redbook 3.3.5.D.3.

2. Membership

A slate of 10 Faculty members (Associate Professor/Professor) is approved by Faculty Forum. The slate of 10 must have at least 3 tenured faculty and 3 term faculty. From the slate of 10, the Dean shall appoint a five-member committee, at least one of whom will be a term faculty and one tenured faculty. The majority of members of a basic science department chair review committee will be from the five basic science departments, while the majority of members of a clinical department chair review committee will be from the clinical departments. The appointed committee shall have the concurrence of the departmental faculty (The Redbook, 3.3.5.D.2). The Committee elects its chair. Members of the Medical Council may not serve on this Committee.

3. Responsibilities

a. The Committee shall evaluate the chair's performance since appointment or last review. The Committee shall seek the opinions of all members of the department and may seek extramural consultation.
b. The Committee shall conclude its deliberations expeditiously - but before the sixth anniversary of the date of appointment or reappointment, and shall, by majority vote, make one of the following recommendations:

i. Endorsement

ii. Provisional endorsement, with specific recommendations including a date for the next review.

iii. Non-endorsement, delineating the reasons for the recommendation that the department chair be replaced.

c. A written summary of the Committee's final report shall be presented by the Dean to the Chair and Executive Faculty of the department within ninety days following its submission to the Dean. This summary shall have been approved by the Review Committee.

d. The chair may be retained or removed on the basis of a committee recommendation with which the departmental faculty and dean concur. In the event of an impasse on the outcome of a review, the procedures in The Redbook, Section 3.3.5.D.2, shall be followed.

<<END OF APPENDIX 2>>
Individual faculty may present issues for consideration through any member of the Faculty Forum or by submitting such issues in writing to the Secretary. The Faculty Forum also considers matters referred to it by the General Faculty, the Executive Faculty, Medical Council, or the Dean.

Members of the Faculty Forum shall keep the departments they represent fully informed as to matters pending before the Faculty Forum and decisions made. They also shall convey to the Faculty Forum the views of their departmental colleagues as issues arise. For items pertaining to personnel policies, criteria and procedures; to its own meetings; to amendment of the Bylaws and Rules, and recommendations to the Board of Trustees at least one month between initial presentations of items to the time Faculty Forum approval vote is taken. This one month will allow Faculty Forum representatives to seek input from departmental colleagues.

The Faculty Forum transmits its own recommendations and actions, as well as those from the various committees which have received approval by the Faculty Forum, to the Executive Faculty and/or to the Office of the Dean for action and implementation. Recommendations and actions from the various Executive Faculty committees which fail to be approved by the Faculty Forum shall be returned to the originating committee. In forwarding recommendations to or from the committees and/or Executive Faculty, the Forum secretary shall include the tally of the vote: eligible to vote - voting; for, against, abstaining.

The Faculty Forum verifies the eligibility of each School of Medicine committee candidate and rules on the eligibility of any challenged office holder or candidate. Faculty Forum is responsible for approving election results, Dean’s committee appointments, and for ensuring that all committees meet the standards in Appendix 2 Section 1 of this document. The Faculty Forum also initiates necessary changes in the composition of the Faculty Forum to reflect increases or decreases in the size of departments, the inclusion of new departments and the exclusion of discontinued departments.

The Executive Faculty has the ultimate responsibility for all actions of the Faculty Forum; therefore, the Executive Faculty can reverse or modify actions of the Faculty Forum as follows:

1. A Special Executive Faculty meeting may be called specifically for the purpose of considering reversals or modifications of the Faculty Forum's actions. This meeting shall be called in accordance with the procedure set forth in Art. III, Sec. 3.A.

2. Motions regarding reversals or modifications of the Faculty Forum's actions, passed by a majority vote of the Executive Faculty present during the Special Executive Faculty meeting, shall be submitted by anonymous electronic ballot to the entire Executive Faculty after the meeting as specified in Article IX.

Any major changes in faculty personnel policies and any changes in the Bylaws and Rules, when proposed by the Faculty Forum, shall first be referred to the appropriate Executive Faculty committee for its recommendation. After review by the appropriate committee, recommendations shall be returned to the Faculty Forum for its recommendation or action.

Section 1. MEMBERSHIP

A. The Faculty Forum consists of one Executive Faculty representative elected from each department listed in Appendix 4. Those departments with more than twenty Executive
Faculty may elect a second representative. Departments with more than forty Executive Faculty may elect a third representative. Voting members of the Medical Council are not eligible for election to the Faculty Forum, but one chair is elected by the department chairs to represent the Medical Council in the Faculty Forum. One School of Medicine representative to the university-wide Faculty Senate will perform duties as a liaison to Faculty Forum as a non-voting member. Three members (one sophomore, one junior and one senior) of the medical student body, two residents (one junior and one more senior housestaff), and two graduate students (one junior and one more senior) are members of the Faculty Forum. Each of these three groups (medical student, graduate student, resident) will have one vote at the time of Forum voting, with the most senior representative present of each of three groups casting the vote after consultation with other members of the group in attendance at the meeting.

B. The term of office of faculty representatives to the Faculty Forum is three years, with no representative serving more than two full consecutive terms. The term of office of a medical student, graduate student or resident representative is one year.

C. Representatives are elected by departments before the end of April. Elections are by secret ballot and require a majority vote of a department’s Executive Faculty. Elected representatives may be recalled by two-thirds of a department’s Executive Faculty.

D. Attendance at meetings of the Forum is mandatory. Unexcused absence from two consecutive regular meetings, or three regular meetings during the year, may result in an automatic vacancy of office. Extenuating circumstances that would justify an excused absence should be reported to the Vice Chair or Secretary of the Forum. A Faculty Forum member in their absence may send a proxy representative who will act for that member in all capacities, including voting for the unit in which they serve. If a member sends a proxy then the absence of the member is considered an excused absence. An automatic vacancy may also result from a total of five absences (excused and unexcused) during the year. In the event of such a vacancy, the department in question shall conduct a special election within 30 days to fill the unexpired term. For student and resident representatives, at least one member from each group (medical student, graduate student, medical resident) should be in attendance at each meeting of the Forum.

Section 2. OFFICERS

A. The Dean is Chair of the Faculty Forum. The Faculty Forum elects from its ranks a Vice-Chair and a Secretary. These elections are conducted by the Dean. Nominations for officers of the Faculty Forum are made from the floor. Student and resident members of the Faculty Forum are ineligible for election as officers, and are not counted in the constitution of a quorum. Officers are elected at the first meeting in June and assume office immediately. The term of each elective office is one year with the office holder eligible for re-election for a maximum of one additional term. The officer continues to serve as an elected departmental representative. Officers may be removed from their positions on a motion supported by a two-thirds majority of the Faculty Forum membership.

1. The Chair:
   a. presides at all regular and special meetings of the Faculty Forum.
b. appoints members to *ad hoc* committees.

c. transmits recommendations of the Faculty Forum to the Office of the Dean.

d. May designate Vice Dean for Faculty Affair’s to preside in all regular and special meetings of Faculty Forum in his/her absence

2. The Vice-chair:

a. with the Secretary, assists the Dean to develop agendas for Faculty Forum meetings,

b. assumes the responsibilities of the Chair in the event of the Chair and Vice Dean for Faculty Affair’s absence, and

c. Serves as a member of the Medical Council.

3. The Secretary is responsible for:

a. assuring that proceedings and resolutions arising from each meeting of the Faculty Forum are recorded.

b. recording results of all voting arising from each meeting of the Faculty Forum;

c. distributing the notice, agenda and minutes of each Faculty Forum meeting to all members of the Faculty Forum, and making them available to all members of the Executive Faculty through the departmental Faculty Forum representatives;

d. serving as an *ex-officio*, non-voting member of the Performance Criteria and Policy Committee.

4. The Faculty Forum may establish other officers

5. The Office of the Dean shall supply administrative and clerical support to the officers and committees of the Faculty Forum.

Section 3. MEETINGS

A. The Faculty Forum shall meet monthly. An agenda and minutes of the previous meetings of the Faculty Forum and Medical Council shall be circulated at least five working days before each Faculty Forum meeting.

Items not included on the agenda may be proposed for discussion and information.
B. Special meetings of the Faculty Forum may be called at the Chair's initiative; upon petition by at least 25% of the membership of the Faculty Forum; or by petition of at least 10% of the Executive Faculty. Such petitions shall be delivered to the Secretary of the Faculty Forum. For meetings called by petition, the discussion shall be restricted to the specified topics on the agenda. The Secretary of the Faculty Forum shall send notification of special meetings to the Faculty Forum members. Such meetings are to be held within four weeks after the receipt of a valid petition.

C. A quorum consists of a majority of the elected faculty members of the Faculty Forum. Student or resident members do not constitute a part of the quorum.

D. Meetings are open to all Faculty.
The departments of the School of Medicine are:

(1) Anatomical Sciences and Neurobiology
(2) Anesthesiology and Perioperative Medicine
(3) Biochemistry and Molecular Genetics
(4) Cardiovascular and Thoracic Surgery
(5) Emergency Medicine
(6) Family and Geriatric Medicine
(7) Medicine
(8) Microbiology and Immunology
(9) Neurological Surgery
(10) Neurology
(11) Obstetrics, Gynecology, and Women’s Health
(12) Ophthalmology and Visual Sciences
(13) Orthopedic Surgery
(14) Otolaryngology-Head and Neck Surgery and Communicative Disorders
(15) Pathology and Laboratory Medicine
(16) Pediatrics
(17) Pharmacology and Toxicology
(18) Physiology
(19) Psychiatry and Behavioral Sciences
(20) Radiation Oncology
(21) Radiology
(22) Surgery
(23) Urology

<<END OF APPENDIX 4>>
The Dean shall be the academic and administrative leader of the School of Medicine. The Dean shall report to the Executive Vice President and University Provost, and shall administer the School in accordance with the Bylaws and Rules of the School of Medicine and The REDBOOK and policies of the University of Louisville. The Dean must develop a strategic plan for the School of Medicine in accordance with the university process. The progress on this plan will serve as one of the bases for the five-year decanal review.

The Dean shall be responsible for:

- Developing and maintaining good relationships with the students/trainees, faculty and staff of the School of Medicine as well as past members of the School including alumni.
- Fostering professionalism, diversity and a positive work/learning environment in the SOM;

In the Area of Teaching the Dean shall be responsible for:

- Undergraduate medical education in accordance with the essentials specified by the Liaison Committee on Medical Education (LCME);
- Graduate (masters and doctorate) education in compliance with University and Council on Postsecondary Education (CPE) programmatic regulations and reviews;
- Graduate (residency and fellowships) medical education in compliance with the provisions of the American Council on Graduate Medical Education;
- Continuing medical education in compliance with the standards of the Accreditation Council for Continuation Medical Education (ACCME);
- Ensuring the quality of trainees (medical students, graduate students, residents, fellows, and postdoctoral trainees) and consistency of trainees with the SOM mission including its goals for diversity;
- Ensuring there is central coordination and oversight of the curriculum and curricular change;

In the Area of Research the Dean shall be responsible for:

- Maintaining a scholarly environment to include the facilitation of research and other scholarly activity by leading and overseeing the SOM research agenda including fostering of interdisciplinary programs, basic research, clinical research and translational research;
- Approving all start-up packages, grants and contracts requiring dean’s office commitments;

In the Area of Clinical and Other Service the Dean shall be responsible for:

- Ensuring the clinical environment provides high quality patient care and is conducive to the interdigitation of the educational and research programs;
• Ensuring the quality of the School of Medicine leadership including Deans and Chairs, and the quality and consistency of the faculty with the SOM mission including its goals for diversity;

• Recommending retention of vacant faculty lines in areas of clinical and other needs;

• Recommending establishment or dissolution of academic departments, institutes and centers, and sections/divisions within departments;

• Soliciting and approving annual budgets from department chairs; planning, fundraising and managing the SOM budget and other resource allocation;

In the Area of Community Engagement the Dean shall be responsible for:

• Assuring active engagement and collaboration with community partners to improve health through partnership, outreach, health advocacy, and engaged scholarship;

• Promoting a community of diverse faculty, residents, students, and staff;

In discharging these responsibilities, the Dean shall:

• Lead the School of Medicine’s faculty in the development and maintenance of high quality instruction, scholarship, research, and medical care

• Maintain standards of excellence by making recommendations to the Executive Vice President and University Provost for the appointment, promotion and tenure of faculty members; the appointment of department chairs; the appointment of acting department chairs and the continuation of acting chairs beyond three years, the appointment of chairs and their continuation after the five-year review of chairs and their departments, both after consultation with departmental faculty; and the appointment of Vice, Associate, and Assistant Deans and other medical school administrators and other special faculty titles (e.g., endowed chairs, university scholars);

• Make final decisions on satisfactory or unsatisfactory periodic career review of faculty;

• Act on recommendations for continuation, dismissal and granting of degrees and certificates, which are recommended by the Vice Deans and Executive Faculty to the Board of Trustees;

• Meet with the faculty, staff, students, alumni, Faculty Forum, Executive Faculty, and Council of the School of Medicine as regularly and appropriately as needed in the formulation and administration of policies of the School of Medicine and to facilitate communication;

• Be responsible for the preparation and administration of the budget of the School of Medicine;

• Keep the faculty fully informed of the School of Medicine’s educational, research, service, and financial status;
• Assign and monitor office and laboratory space assigned at the Health Science Campus to the School of Medicine;

• Be responsible for all final decisions relating to the operation of the School of Medicine within the properly authorized policies of the School of Medicine and the University of Louisville;

In discharging these responsibilities, the Dean shall also be involved outside of the School of Medicine in the following ways:

• Keep the President and the Executive Vice President and University Provost fully informed of the School of Medicine’s educational, research, service, and financial status;

• Meet with the President, the Executive Vice President and University Provost, the Vice Presidents, and other Deans on the Council of Academic Officers as appropriate in the development of University policies and through these routes support the concept of a coordinated Health Sciences Center and appropriate integration of the programs of the School of Medicine with other units of the University.

• Represent or delegate representation for the SOM on the boards of University Medical Center, Inc., Kentuckiana Medical Reciprocal Risk Retention Group, University of Louisville Physicians (ULP) Inc. and the Joint Pediatric Academic Committee represent the SOM in external affairs including professional associations (e.g., AAMC) and governmental agencies; be an advocate and an effective spokesperson for the SOM;

• Coordinate with the HSC and University Development Offices in fund-raising and alumni-relations activities on behalf of the School of Medicine;

• Maintain a liaison with the medical community, including local, regional, state, and national medical societies (e.g., Greater Louisville Medical Society, Kentucky Medical Association, American Medical Association, Kentucky Board of Medical Licensure, Association of American Medical Colleges, etc.);

• Be responsible for certification of eligibility of students to the State and National Boards of Medical Examiners;

• Perform such other functions appropriate to the office as may be directed by the Executive Vice President and University Provost and/or the President.

Approved by School of Medicine Faculty Forum 06/09/2004
Amended to drop Chancellor title and add EVPHA title 01/2005
Revised/Approved by Faculty Forum 11/19/2019
Revisions Approved by Executive Faculty 01/26/2020
Revisions Approved by Faculty Senate 04/01/2020
Revisions Approved by Board of Trustees ____________
The department chair is the administrative and educational head of the department and is directly responsible to the Dean. In this capacity the Chair:

1. represents the department in the Medical Council and communicates its proceedings to the departmental faculty,

2. conducts regular faculty meetings at least monthly,

3. is responsible for ensuring the preparation and approval of appropriate departmental documents is compatible with the Redbook, such as the mission statement, the Promotion, Appointment and Tenure Criteria and Performance Criteria, and ensuring compliance thereof,

4. recommends to the Dean new faculty appointments and reappointments after approval by a majority of the Executive Faculty of the department,

5. submits the recommendation of the Executive Faculty of the Department, along with his/her recommendation, to the Dean for each department member being considered for promotion and tenure,

6. conducts the election of the departmental representative(s) to the Faculty Forum (Appendix 3, Sec. 1) by secret ballot,

7. conducts the election of departmental nominees for the faculty committees listed in (Appendix 2, Sec. 1.A.) and for the University Faculty Senate (Appendix 8, Sec. 2), by secret ballot and transmits their names to the Secretary of the Executive Faculty,

8. appoints a member of the Student Promotions Committee pursuant to Appendix 2, Sec. 3.E., after consultation with departmental faculty and

9. is responsible, when not using anonymous electronic balloting, for collecting sealed mail ballots for bylaws amendments, referenda, the election of candidates to committees listed in Appendix 2, Sec. 1.A. and the University Faculty Senate (Appendix 8, Sec. 2), and for transmitting them to the Secretary of the Executive Faculty.

<<END OF APPENDIX 6>>
Section 1. MEMBERSHIP
A. The Medical Council consists of the Dean and the Department Chairs of the School of Medicine.
B. Vice-Deans, Associate Deans, and Assistant Deans are non-voting members.
C. The Vice Chair of the Faculty Forum is a voting member of Medical Council.
D. The Dean may appoint two Executive Faculty members and two individuals who are not Executive Faculty to serve as voting members of the Medical Council.
E. A medical student, a graduate student, and a resident are non-voting members of the Medical Council.

Section 2. OFFICERS
A. The Dean, or designee, is Chair of the Medical Council and presides at its meetings.
B. The Dean may appoint a Secretary of the Medical Council who need not be a member.

Section 3. MEETINGS
A. Meetings of the Medical Council shall be held regularly as decided upon by the Dean and the Medical Council members.
B. Special meetings may be convened by the Dean or upon the request to the Dean by three members of the Council.
C. Meetings are open to all Faculty.

<<END OF APPENDIX 7>>
Section 1. QUALIFICATIONS

A. Senators representing the School of Medicine have a primary appointment in the School of Medicine.

B. No department may have more than one senator.

C. The School of Medicine senators are elected by electronic ballot of Executive Faculty Members.

D. The number of senators to be elected by the faculty will be determined by the application of a formula predetermined and established by the Faculty Senate (Redbook, Section 3.4.2.B)

E. Each department that is eligible to nominate, can nominate one representative to be on the School of Medicine Executive Faculty election ballot.

Section 2. ELECTION

A. Elections are held by anonymous electronic ballots by all Executive Faculty.

Section 3. RESPONSIBILITIES

A. Senators represent the Faculty of the School of Medicine in the University Faculty Senate.

B. At the beginning of each academic year, Senators should select one of its members to be a liaison with the Faculty Forum.

C. Attendance at meetings of the University Faculty Senate is mandatory. Absence from two consecutive regular meetings or a total of three regular meetings during a Senate year may result in an automatic vacancy of office, unless there are extenuating circumstances. In the event of a vacancy, the Secretary of the Executive Faculty may fill the vacant office with the appropriate, eligible candidate from the previous election or by special election, if necessary.

<<END OF APPENDIX 8>>
Section 1. QUALIFICATIONS

Nominees for University-wide elections and representatives to University-wide Committees must have a primary appointment in the School of Medicine and must be Executive Faculty.

Section 2. SELECTION OF NOMINEES

A. Each department may submit the name of one faculty member to be a candidate for unit nominee(s).

B. Selection of unit nominee(s) shall be by secret ballot of the Executive Faculty.

C. In the event that insufficient time is available for the usual selection process, each department may submit the name of one faculty member whose name will be placed on a ballot for election by the Faculty Forum as the unit nominee(s).

Section 3. ELECTION OF REPRESENTATIVES

A. Each Department may submit the name of one faculty member to be a candidate for Unit-wide election.

B. Election of Unit representative(s) shall be by secret ballot of the Executive Faculty.

C. In the event that insufficient time is available for the usual election process, each department may submit the name of one faculty member whose name will be placed on a ballot for election by the Faculty Forum as the unit representative.

<<END OF APPENDIX 9>>
Revised Bylaws Approved by Executive Faculty on 03/21/05
Revised Bylaws Approved by Executive Faculty on 05/2007
Revised Bylaws Approved by Executive Faculty on 08/07/2008
Revised Bylaws Approved by Executive Faculty on 12/10/2008
Revised Bylaws Approved by Faculty Forum on 01/14/2009
Revised Bylaws Approved by Executive Faculty on 07/13/2009
Revised Bylaws Approved by Faculty Forum on 08/12/09
Revised Bylaws Approved by Faculty Forum on 10/14/09
Revised Bylaws Approved by Faculty Forum on 06/9/10
Revised Bylaws Approved by Executive Faculty on 06/28/10
Revised Bylaws Approved by Faculty Forum on 04/13/11
Revised Bylaws Approved by Executive Faculty on 06/27/11
Revised Bylaws Approved by Faculty Forum on 12/12/12
Revised Bylaws Approved by Executive Faculty on 02/05/13
Revised Bylaws Approved by Executive Faculty on 06/04/2013
Revised Bylaws Approved by Faculty Forum on 10/18/2014
Revised Bylaws Approved by Faculty Forum on 11/12/2014
Revised Bylaws Approved by Faculty Forum on 10/08/2014
Revised Bylaws Approved by Executive Faculty on 02/09/2015
Revised Bylaws Approved by Board of Trustees 05/14/15
Revised Bylaws Approved by Faculty Forum 04/19/17
Revised Bylaws Approved by Executive Faculty 07/04/17
Revised Bylaws Approved by Faculty Senate 12/06/2017
Revised Bylaws Approved by Board of Trustees 04/19/2018
Revised Bylaws Approved by Faculty Forum 04/11/2018
Revised Bylaws Approved by Executive Faculty 06/26/2018
Revised Bylaws Approved by Faculty Senate 10/03/2018
Revised Bylaws Approved by the President 10/31/2018
Revised Bylaws Approved by Faculty Forum 11/19/2019
Revised Bylaws Approved by Executive Faculty 01/26/2020
Revised Bylaws Approved by Faculty Senate 04/01/2020
Revised Bylaws Approved by Board of Trustees
RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING PASS/FAIL POLICY EXCEPTION FOR SPRING 2020

Academic and Student Affairs Committee – April 23, 2020
Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the exception made to the university’s Pass/Fail Policy for the Spring 2020 semester.

BACKGROUND:

The Southern Association of Colleges and Schools Commission on College (SACSCOC) has required the governing boards of its accredited institutions to approve exceptions to Pass/Fail policies.

The university is allowing all students to switch any course taken for credit in the Spring 2020 semester from letter grading to Pass/Fail grading. This policy exception applies only to Spring 2020 courses set to end after Spring Break. The exception does not apply to previous semesters, future semesters or half-term courses that have already ended. The current university Pass/Fail Policy does not allow for any change in grading after the last day to withdraw from class.

The coronavirus pandemic has created extraordinary conditions for UofL students with the university’s switch to fully online instruction for all courses effective March 18, 2020. The university endeavors to support student efforts to finish their Spring 2020 courses. Students were advised in an email notice from University Provost Beth Boehm dated March 27, 2020, of the option to change grading in one or all courses, to carefully consider the impact of making the change from a letter grade to Pass/Fail. The option to change grading type will be open until the final day of the course as listed in the Spring 2020 Schedule of Courses.

Nationally, many institutions have chosen to allow or even mandated the use of Pass/Fail grading. SACSCOC has provided general guidance in support of this policy exception.

The Executive Vice President/University Provost joins the President in making this recommendation.

COMMITTEE ACTION:          BOARD ACTION:
Passed ________________    Passed ________________
Did Not Pass ____________   Did Not Pass ____________
Other ________________      Other ________________

__________________________________________  __________________________________
Assistant Secretary                    Assistant Secretary
ANNUAL MEETING OF THE BOARD OF DIRECTORS OF THE UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

2:00 p.m., April 23, 2020

Virtual Meeting
Click here to view the live stream

In Open Session

I. Call to Order Rogers
   • Conflict of Interest Affirmation
   • Approval of Minutes, 10-24-2019

II. Action Item: Election of 2020-2021 Officers Rogers

III. Information Item: Update from EVP for Research & Innovation Gardner

IV. Adjournment Rogers
MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

October 24, 2019

In Open Session

Members of the University of Louisville Research Foundation Board of Directors met at 2:18 p.m. on October 18, 2019, in the College of Arts and Sciences Rowan Street Building, 1606 Rowan Street, Louisville, KY 40203, with members present and absent as follows:

Present: Ms. James Rogers, Chair
Dr. Neeli Bendapudi
Ms. Bonita Black
Dr. Beth Boehm
Dr. Raymond Burse
Mr. Dan Durbin
Ms. Sandra Frazier (via videoconference)
Mr. David Grissom
Dr. Robert Keynton
Ms. Diane Medley
Ms. Mary Nixon
Mr. Jasper Noble
Mr. John Smith
Prof. Krista Wallace-Boaz
Dr. Ron Wright

From the University: Mr. Vince Tyra, Vice President for Athletics and Athletic Director
Mr. Ralph Fitzpatrick, Vice President for Community Engagement
Mr. Thomas Hoy, General Counsel
Ms. Amy Shoemaker, Deputy General Counsel and Associate Athletic Director
Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing
Mr. John Karman, Director of Media Relations, Communications & Marketing
Mr. Mark Watkins, Sr. Associate Vice President for Operations
Ms. Faye Jones, Sr. Associate Vice President for Diversity and Equity
Dr. Toni Ganzel, Executive Dean of the School of Medicine
Ms. Sandy Russell, Assistant Vice President for Risk and Compliance
Dr. Michael Mardis, Dean of Students
Mr. Rehan Khan, Vice Provost & Chief Information Officer (videoconference)
Mr. Jeff Spoolker, Associate Athletic Director for Finance
Dr. Pat Ivey, Assoc. Athletic Director for Student Athlete Health & Performance
Mr. Walter Newell, Controller and Treasurer
Ms. Kim Noltemeyer, Senior Unit Business Manager
Ms. Beverly Santamouris, Director of Accounting and Reporting
Ms. Kimberly Adams, Chief Information Security Officer
Ms. Jennifer Mudd, Integrity and Compliance Manager
Ms. Cheri Jones, Director of Audit Services,
Prof. Sharon Moore, Faculty Director, ULAA
Dr. Aesha Uqdah, Director of the Counseling Center
Dr. Rashmi Assudani, ACE Fellow
Mr. David Adams, Accounting Supervisor
Ms. Tanisha Allen, Senior Accounting Specialist
Ms. Michelle Comer, Assistant Director of Accounting and Financing Reporting
Mr. Matt Cushing, Accountant III
Ms. Amanda Snyder, Accountant II
Ms. Kelly Rose, Accountant I
Ms. Danielle Woods, Accountant I
Mr. Michael Wade Smith, Chief of Staff to the President
Mr. Jake Beamer, Boards Liaison and Assistant Secretary

Others: Mr. Chris Suda, CliftonLarsonAllen, LLC
Mr. Ethan Lay, CliftonLarsonAllen, LLC

I. Call to Order

Having determined a quorum present, Chair Rogers called the meeting to order at 2:18 p.m.

Conflict of Interest Affirmation

The Chair reminded all members of the board of their responsibility to avoid conflicts of interest and appearances of conflicts of interest. He stated each member has received the agenda and related information for this Board of Directors meeting. Chair Rogers requested if any board member knows of any conflict of interest or appearance of conflict of interest with respect to any matter coming before the Board of Directors at this meeting, to please identify the conflict or appearance of conflict at this time.

No conflicts were identified.

Approval of Minutes, 8-27-2019

Ms. Medley made a motion, which Mr. Noble seconded, to approve the minutes of the August 27, 2019 meeting. The motion passed.

II. Action Item: Approval of Audited Financial Statements

Chair Rogers stated the financial statements were presented to the Audit Committee and approved earlier in the day. He asked if there were any additional questions for the representatives of the independent auditors.
Hearing none, Prof. Wallace-Boaz made a motion, which Dr. Keynton seconded, to approve the

President’s recommendation that the Board of Directors approve the audited financial statement for the period ending June 30, 2019 and Independent Auditor’s report as presented under Governmental Accounting Standards Board (GASB) 34, as attached.

The motion passed.

III. Adjournment

Having no other business to come before the board, Dr. Bendapudi made a motion, which Ms. Nixon seconded, to adjourn.

The motion passed and the meeting adjourned at 2:20 p.m.

Approved by:

________________________
Assistant Secretary
In Open Session

I. Call to Order

- Conflict of Interest Affirmation
- Consent Agenda
  - Approval of Minutes, 1-23-2020
  - From the Finance Committee, 4-23-2020
    - Liquidation of Loren Plunkett Endowed Scholarship Fund
    - Creation of College of Business Emergency Grant Fund
    - Creation of SPHIS Alumni Scholarship
    - Approval of Renovations at The Ville Grill
    - Approval of Financing of Two Projects
    - Approval of Renewal of Line of Credit
    - Approval of 403(b) Retirement Plan Amendment
  - From the Academic & Student Affairs Committee, 4-23-2020
    - Approval of BBA in Business Administration
    - Approval of MS Materials & Energy Science, Engineering
    - Approval of Louisville Automation & Robotics Institute
    - Approval of Revised Personnel Documents (Speed School)
    - Approval of Revised Bylaws (School of Medicine)
    - Approval of Pass/Fail Policy
    - Approval of Personnel Matters
  - Approval of May 2020 Degree Candidates
  - Approval of Endowment Match Annual Report

II. Report of the President

- Online Learning Experiences
- Strategic Plan
  - Progress Update & Next Steps
  - Grand Challenges
- Financial Updates
  - UofL, ULAA
  - UofL Health

III. Report of the Chair

- Nixon

IV. Executive Session

- Motion to recess to discuss personnel matters pursuant to KRS 61.810(1)(f)

V. Open Meeting Reconvenes

- Report on Executive Session, take appropriate action, if any

VI. Adjournment

- Nixon

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MINUTES OF THE REGULAR MEETING OF THE
BOARD OF TRUSTEES OF THE
UNIVERSITY OF LOUISVILLE

January 23, 2020

In Open Session

Members of the University of Louisville Board of Trustees met at 1:05 p.m. on January 23, 2020, in the Jefferson Room of Grawemeyer Hall, with members present and absent as follows:

Present: Ms. Mary Nixon, Chair
Ms. Bonita Black
Mr. Scott Brinkman
Mr. Randy Bufford
Dr. Raymond Burse
Mr. John Chilton
Ms. Sandra Frazier
Ms. Diane Medley (via videoconference)
Mr. Jasper Noble
Mr. James Rogers
Mr. John Smith
Prof. Krista Wallace-Boaz
Dr. Ron Wright

From the University: Dr. Neeli Bendapudi, President
Dr. Beth Boehm, Executive Vice President and University Provost
Dr. Robert Keynton, Interim Executive Vice President for Research & Innovation
Mr. Vince Tyra, Vice President for Athletics and Athletic Director
Mr. Thomas Hoy, General Counsel
Ms. Amy Shoemaker, Deputy General Counsel and Associate Athletic Director
Mr. Marvin Mitchell, Sr. Associate Athletic Director for Academic Services
Mr. John Carns, Sr. Associate Athletic Director for Compliance
Mr. John Drees, Sr. Assoc. Vice President for Communications & Marketing
Mr. John Karman, Director of Media Relations, Communications & Marketing
Mr. Mark Watkins, Sr. Associate Vice President for Operations
Ms. Faye Jones, Sr. Associate Vice President for Diversity and Equity
Dr. Toni Ganzel, Executive Dean of the School of Medicine
Ms. Sandy Russell, Assistant Vice President for Risk and Compliance
Ms. Mary Elizabeth Miles, Associate Vice President for Human Resources
Dr. Michael Mardis, Dean of Students
Mr. Rehan Khan, Vice Provost & Chief Information Officer (videoconference)
Mr. Rick Graycarek, Assistant Vice President for Budget and Financial Planning
Mr. Walter Newell, Controller and Treasurer
Mr. Jim Begany, Vice Provost for Enrollment Management and Student Success
I. Call to Order

Having determined a quorum present, Chair Nixon called the meeting to order at 1:05 p.m.

Conflict of Interest Affirmation

The Chair reminded all members of the board of their responsibility to avoid conflicts of interest and appearances of conflicts of interest. She stated each member has received the agenda and related information for this Board of Trustees’ meeting.

Chair Nixon requested if any board member knows of any conflict of interest or appearance of conflict of interest with respect to any matter coming before the Board of Trustees at this meeting, to please identify the conflict or appearance of conflict at this time.

No conflicts were identified.

Consent Agenda

Chair Nixon presented the consent agenda as follows:

- Approval of Minutes, 10-24-2019
- Ratifications from the Finance Committee, 12-12-2019
  - Bond Refinancing
  - Borrowing Authorization for Student Housing
  - New UofL Foundation Investment Manager
  - Construction Projects at Cardinal Stadium
- Ratifications from the Academic & Student Affairs Cte., 12-12-2019
  - BS in Urban Studies
  - BS in Business Administration Management
  - Certificate in Organizational Change in Higher Education
  - Certificate in LGTBQ Health Studies
Dr. Wright made a motion, which Mr. Brinkman seconded, to approve the consent agenda as listed.

The motion passed.

II. Information Item: Norton / UofL Pediatrics

Mr. Hoy provided a status update on the agreement with Norton Hospital related to the university’s pediatric clinical activities, effective March 1, 2020. The agreement includes the execution of a ground lease for the Pediatrics Medical Office Building, a parking agreement, and an amendment to the Pediatrics Faculty Practice Plan.

Mr. Hoy recommended the board authorize the Executive and Compensation Committee to act for the board pertaining to these matters in the interim between regular board meetings.

Mr. Bufford made a motion, which Ms. Frazier seconded, to approve the

President’s recommendation that the Board authorize the Executive and Compensation Committee to take action on the following matters requiring Board approval:

- Ground lease related to sale of the PMOB in connection with the Norton/UofL Pediatrics transaction;
- Agreement for rental of parking spaces to Norton in connection with the Norton/UofL Pediatrics transaction; and
- Amendment to the Faculty Practice Plan related to Norton/UofL Pediatrics transaction.

The motion passed.

III. Report of the President

President Bendapudi introduced Mr. Frankie Booker, a Western Kentucky University student shadowing Staff Senate Chair and Trustee Smith. She welcomed Mr. Booker and wished him a productive day as he observed Mr. Smith in his duties.

The president also introduced Lt. Colonel Jessie Murnock who is retiring from the U.S. Army and interning as Dr. Bendapudi’s executive officer in the Office of the President. She thanked Lt. Colonel Murnock for her service to the country and the university.

Dr. Bendapudi announced that Pfizer is starting its first center of excellence in infectious disease at UofL, specializing in diseases that target older populations and examining how exposure to diseases impacts cardiovascular health and aging, among other health effects.

She stated that Pfizer has committed to the university up to $11 million.
NCAA Compliance & Rules Education

The president introduced AD Carns who provided to trustees an overview of NCAA compliance standards and rules education using the attached presentation.

He then fielded questions from the board.

UofL Health Update

Mr. Miller updated the board on the status of the UofL Health integration activity workplan as of days 1, 90, and 180 using the attached handouts.

Additionally, Mr. Miller discussed UofL Health contributions to the university including its commitment to academics, research, and to the community:

Academics
- Recruitment of faculty
- Providing financial support for budgeted needs
- Agreeing to split earnings over budget as mission support
- Providing clinicals for teaching to medical students and nurses

Research
- Shared medical staff
- Solidifying R1 status with two-thirds of research being health-related
- Bringing research to patients

Community
- Helping the most at-risk populations
- Providing greater access to care
- Improving the health of the community

Mr. Miller and President Bendapudi then fielded questions from trustees.

Chair Nixon thanked the president and Messrs. Carns and Miller for their updates.

Trustee Recognition

President Bendapudi concluded her report by noting that the terms of Trustees Black and Wright expire today.

The president then presented to the outgoing trustees tokens of appreciation and recognized their faithful, energetic, and effective service to the university as members of the board; for distinguishing themselves as hard-working, cooperative participants in a wide range of board activities, thereby winning the respect and admiration of members of the Cardinal Family; and for their services as a board committee chair and members of the Research Foundation Board of Directors and Athletic Association Board of Directors.

President Bendapudi asked the board to join her in expressing her sincere admiration and
deep appreciation to Trustees Black and Wright for their untiring commitment to the University of Louisville.

Trustees Black and Wright received a round of applause.

IV. Report of the Chair

Chair Nixon echoed the president’s comments and expressed gratitude to Ms. Black and Dr. Wright for their mission-driven, thoughtful approaches to board activities.

The Chair also stated a board orientation for new members would be held at the March 19 committee meetings.

V. Executive Session

Ms. Frazier made a motion, which Mr. Rogers seconded, to recess to executive session to discuss proposed or pending litigation and personnel matters, pursuant to KRS 64.810(1)(c) and (f).

The motion passed and the open meeting recessed at 1:53 p.m.

VI. Open Meeting Reconvenes

The open meeting reconvened at 3:34 p.m. Chair Nixon reported the board discussed proposed or pending litigation and personnel matters. The board then took the following actions:

Personnel Matter

Dr. Burse made a motion, which Mr. Bufford seconded, to approve the

President’s recommendation that the Board of Trustees approve the appointment of Kevin Gardner, Ph.D., as Executive Vice President for Research and Innovation and Professor (Tenured) of Civil Engineering, January 23, 2020.

The motion passed.

VII. Adjournment

Having no other business to come before the board, Dr. Burse made a motion, which Ms. Frazier seconded, to adjourn.

The motion passed and the meeting adjourned at 3:35 p.m.
Approved by:

_______________________
Assistant Secretary
MINUTES OF THE REGULAR MEETING OF THE
BOARD OF TRUSTEES OF THE
UNIVERSITY OF LOUISVILLE

January 23, 2020

In Executive Session

Present:  Ms. Mary Nixon, Chair
Ms. Bonita Black
Mr. Scott Brinkman
Mr. Randy Bufford
Dr. Raymond Burse
Mr. John Chilton
Ms. Sandra Frazier
Ms. Diane Medley (via videoconference)
Mr. Jasper Noble
Mr. James Rogers
Mr. John Smith
Prof. Krista Wallace-Boaz
Dr. Ron Wright

From the University: Dr. Neeli Bendapudi, President
Dr. Beth Boehm, Executive Vice President and University Provost
Mr. Vince Tyra, Vice President for Athletics and Athletic Director
Mr. Thomas Hoy, General Counsel
Ms. Amy Shoemaker, Deputy General Counsel and Associate Athletic Director
Mr. John Carns, Sr. Associate Athletic Director for Compliance
Mr. Michael Wade Smith, Chief of Staff to the President
Mr. Jake Beamer, Boards Liaison and Assistant Secretary

Outside Counsel: Mr. Mike Glazier, Bond, Schoeneck and King, PLLC

I. Call to Order

Chair Nixon called the executive session to order at 1:53 p.m.

II. Personnel Matter

The Board of Trustees discussed a personnel matter.

III. Proposed or Pending Litigation

The board discussed proposed or pending litigation.
IV. **Adjournment**

Ms. Black made a motion, which Mr. Bufford seconded, to adjourn the executive session.

The motion passed and the session adjourned at 3:34 p.m.

Approved by:

_______________________
Assistant Secretary
RECOMMENDATION OF THE BOARD OF TRUSTEES
REGARDING DEGREE CANDIDATES FOR MAY 2020

Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the Candidates for Degrees and Certificates to be conferred by the University of Louisville on May 9, 2020 and that the Board authorize the Executive Vice President and University Provost to approve the awarding of degrees to others who have been certified by the unit faculties as having completed the appropriate courses of study, but missed the deadline for Board action.

BOARD ACTION:

Passed ________________
Did Not Pass ___________
Other _________________

__________________________
Assistant Secretary
RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE APPROVAL OF THE
ENDOWMENT MATCH PROGRAM 2018-2019 ANNUAL REPORT

Board of Trustees – April 23, 2020

RECOMMENDATION:

The President recommends that the Board of Trustees approve the Endowment Match Program 2018-2019 Annual Report as requested by the Council on Postsecondary Education.

BACKGROUND:

Kentucky recognizes the importance of research to the economic well-being of its citizens. The Endowment Match Program encourages private investment in public higher education research activities to stimulate business development, generate increases in externally sponsored research, create better jobs and a higher standard of living, and facilitate Kentucky’s transition to a knowledge-based economy. The program matches public funds with private gifts to fund endowed chairs, professorships, fellowships, scholarships, and mission support at the public universities.

The CPE has directed the state universities to provide detailed annual reports describing how the state and matching funds are used during the fiscal year. The report includes such items as the number of endowed chairs and professorships, the specific support services attached to the chairs and professorships, and the benefits of the program to the Commonwealth of Kentucky in terms of jobs, revenue growth, creation of wealth, and improved quality of life. The University of Louisville has identified institutional outcomes, such as increases in sponsored research directly attributed to the program, changes in the quality of students and measurable outcomes such as retention, graduation, pursuit of advanced study, and employment as well as the creation and profitable use of intellectual property.

The annual report follows this recommendation.

BOARD ACTION:

Passed _______________
Did Not Pass __________
Other ________________

_______________________
Assistant Secretary
FROM THE DESK OF THE INTERIM EXECUTIVE VICE PRESIDENT FOR RESEARCH AND INNOVATION:

The University of Louisville is full-to-bursting with big ideas and innovation. Ours is a community of thinkers, leaders and doers, each seeking to create impact, and improve the world and our understanding of it.

Since its inception, the Bucks-for-Brains program has been invaluable in supporting the university’s efforts to recruit and retain even more exceptional talent to develop those big ideas right here in the Commonwealth of Kentucky.

These researchers’ important work, supported by the Bucks-for-Brains program, improves our world in a very real way. As Bioengineering Chair, I myself am a product of this program — and now, I enjoy working with and supporting my colleagues through the Office of Research and Innovation.

Through this program’s critical support, UofL Bucks-for-Brains researchers are using advanced brain imaging techniques to better understand human emotions, such as anxiety. They’re rallying their colleagues across campus and academic disciplines to create equity for female faculty. And they’re using next generation technology to build our city’s potentially billion-dollar 3-D printing economy.

Their work creates new products, companies, a trained workforce and jobs. Their work shows that the university, and its home state, take a leadership role in bringing those big ideas to life. And their work makes the University of Louisville a great place to learn, work and invest.

- Dr. Robert S. Keynton, Interim Executive Vice President for Research and Innovation, University of Louisville

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Since 1998, the University of Louisville has utilized funding from the Endowment Match Program to create 89 endowed chairs and 18 endowed professorships. Additionally, 54 fellowships and mission support projects have been created under the Endowment Match Program to support impactful cutting-edge research at UofL.

**TABLE 1: PROGRAMMATIC IMPACT OF THE ENDOWMENT MATCH PROGRAM**

<table>
<thead>
<tr>
<th>Creation Of:</th>
<th>Number of Positions or Projects Established</th>
<th>Number Occupied or Projects with Expenditures</th>
</tr>
</thead>
<tbody>
<tr>
<td>Endowed Chairs</td>
<td>89</td>
<td>67</td>
</tr>
<tr>
<td>Professorships</td>
<td>18</td>
<td>11</td>
</tr>
<tr>
<td>Fellowships</td>
<td>22</td>
<td>22</td>
</tr>
<tr>
<td>Mission Support Projects</td>
<td>32</td>
<td>30</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>161</strong></td>
<td><strong>130</strong></td>
</tr>
</tbody>
</table>

**IMPACT:** The Endowment Match Program stimulated the growth of the UofL research enterprise through the recruitment and retention of world-renowned faculty and research programs. In return, these scholars create economic opportunity, enhance the education of our students and draw international acclaim to the university with significant breakthroughs in medicine, law, logistics, entrepreneurship, and beyond.
Dr. Karen Kayser, Dr. LaRocca Endowed Chair in Oncology Social Work, develops educational programs and conduct research to address the psychosocial issues that accompany a cancer diagnosis and treatment.

She recently conducted a Fulbright-supported sabbatical to work at the Cancer Institute in India, where the incidence of cancer is rapidly increasing.

While the clinics have modern medicine for treating cancer, the psychological, social, and economic burden on individuals with cancer and their families remain under addressed. Kayser’s goal was to build the clinical research capacity of the psycho-oncology department so that they would be better equipped to conduct research in a clinical setting with the goal of building evidence-based practice.

PICTURED: Dr. Karen Kayser (front row, left), Dr. LaRocca Endowed Chair in Oncology Social Work
FIGURE 1: IMPACT OF THE ENDOWMENT MATCH PROGRAM ON THE UNIVERSITY’S RESEARCH ENTERPRISE

Bucks for Brains is a catalyst for the monumental growth in externally sponsored research funding at the University of Louisville. Since the Kentucky General Assembly passed the Postsecondary Education Improvement Act of 1997 (House Bill 1), federally funded research and development (R&D) expenditures have increased significantly from $13.5M to nearly $88M in FY2019.

**IMPACT:** Investment in UofL research attracts significant funding from federal agencies and other organizations. This flow of external funding into the state spurs economic activity, creates new jobs, and provides new opportunities for Kentucky’s citizens.
EMPLOYMENT IMPACT OF THE ENDOWMENT MATCH PROGRAM

As of June 30, 2019, the University of Louisville has appointed a total of 78 faculty endowed chairs and professorships under the Endowment Match Program. Of those appointments, 65 are male and 13 are female.

A total of 124 additional faculty members have been hired under the auspices of the Endowment Match Program to support research efforts. Of these, 75 are male and 49 are female. These faculty positions are assistant or associate professors and are not endowed chairs, but fall under the category of supporting research faculty funded from endowment funds.

Of the 402 staff positions hired with Endowment Match Program funds, 179 are male and 223 are female.

<table>
<thead>
<tr>
<th></th>
<th>Male</th>
<th>Female</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairs</td>
<td>58</td>
<td>9</td>
<td>67</td>
</tr>
<tr>
<td>Professorships</td>
<td>7</td>
<td>4</td>
<td>11</td>
</tr>
<tr>
<td>Support Research Faculty</td>
<td>75</td>
<td>49</td>
<td>124</td>
</tr>
<tr>
<td>Staff</td>
<td>179</td>
<td>223</td>
<td>402</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>140</td>
<td>285</td>
<td>604</td>
</tr>
</tbody>
</table>

TABLE 3A: Gender of Endowment Match Program Faculty and Staff
EMPLOYMENT IMPACT OF THE ENDOWMENT MATCH PROGRAM (CONT.)

As of June 30, 2019, the University of Louisville is supporting a total of 604 individuals under the Endowment Match Program. Of the employees, 420 are White, 64 are Black, 87 are Asian, 18 are Hispanic, and 15 are categorized as Other.

<table>
<thead>
<tr>
<th></th>
<th>White</th>
<th>Black</th>
<th>Asian</th>
<th>Hispanic</th>
<th>Other</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairs</td>
<td>50</td>
<td>5</td>
<td>9</td>
<td>3</td>
<td>0</td>
<td>67</td>
</tr>
<tr>
<td>Professorships</td>
<td>8</td>
<td>0</td>
<td>2</td>
<td>0</td>
<td>1</td>
<td>11</td>
</tr>
<tr>
<td>Support</td>
<td>83</td>
<td>38</td>
<td>0</td>
<td>2</td>
<td>1</td>
<td>124</td>
</tr>
<tr>
<td>Research</td>
<td>279</td>
<td>21</td>
<td>76</td>
<td>13</td>
<td>13</td>
<td>402</td>
</tr>
<tr>
<td>Staff</td>
<td>420</td>
<td>64</td>
<td>87</td>
<td>18</td>
<td>15</td>
<td>604</td>
</tr>
</tbody>
</table>

TABLE 3B: Race of Endowment Match Program Faculty and Staff as of June 30, 2019

**IMPACT:** Research programs headed by renowned faculty create jobs for skilled workers from diverse backgrounds in areas ranging from laboratory technology and information technology to healthcare and administrative support. In 2019, UofL supported 604 highly skilled research positions utilizing funding from the Endowment Match Program. The diverse nature of this workforce is a key driver of the innovative spirit of UofL.
Dr. Olfa Nasraoui, Endowed Chair of E-Commerce, leads a new $1 million grant from the National Science Foundation to improve faculty equity in STEM fields at UofL.

The grant will be used for a three-year, campus-wide initiative called Advancement Through Healthy Empowerment, Networking, and Awareness (ATHENA), to help promote success for women faculty in those fields.

“The hope is that these interventions will help, not only women faculty in STEM, but everyone to grow, advance and succeed,” Nasraoui said. “We have people working on diverse subjects related to equity research all across campus. ATHENA brings them together.”

ATHENA is funded by NSF’s ADVANCE program. UofL is one of only two schools in Kentucky to be awarded under this program.
**EDUCATIONAL IMPACT OF THE ENDOPTION MATCH PROGRAM**

In addition to serving as a mechanism to support the recruitment and retention of faculty researchers, the Endowment Match Program also provides financial support and research opportunities to a diverse array of talented graduate students.

During Fiscal Year 2018-2019 there were 19 endowments supporting graduate fellowships. As a single endowment may support multiple student awards, 127 graduate students received support from endowment proceeds.

**TABLE 4: Gender and Race of Endowment Match Program Financial Aid Recipients for Awards Made During Fiscal Year**

<table>
<thead>
<tr>
<th>Gender</th>
<th>White</th>
<th>Black</th>
<th>Indian</th>
<th>Asian</th>
<th>Hispanic</th>
<th>Hawaiian/Pacific</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Undefined</td>
<td>28</td>
<td>28</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>56</td>
</tr>
<tr>
<td>Male</td>
<td>14</td>
<td>2</td>
<td>1</td>
<td>2</td>
<td></td>
<td></td>
<td>19</td>
</tr>
<tr>
<td>Female</td>
<td>34</td>
<td>12</td>
<td>3</td>
<td>1</td>
<td>2</td>
<td></td>
<td>52</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>76</strong></td>
<td><strong>28</strong></td>
<td><strong>14</strong></td>
<td><strong>4</strong></td>
<td><strong>3</strong></td>
<td><strong>2</strong></td>
<td><strong>127</strong></td>
</tr>
</tbody>
</table>

**IMPACT:** Students at the University of Louisville receive first-hand research and learning experiences from faculty who are the best in the world in their field. At UofL, hundreds of undergraduate and graduate students have worked with Bucks for Brains scholars, preparing to become the leaders of tomorrow.
**FIGURE 1: MONETARY IMPACT OF THE ENDOWMENT MATCH PROGRAM**

**State Appropriations**
$116.7 million

**Private Donations**
$117.8 million

**MONETARY IMPACT**
$234.4 million

**IMPACT**: Matching public dollars with private donations, the Endowment Match Program generated a total of $234.4 million at the University of Louisville, providing a perpetual source of funding for UofL research activities. This investment is a seed that grows to yield benefits for the local and regional economies, improves the lives of Kentucky’s citizens and enhances the education of students who will be our future leaders, teachers, doctors, scientists and entrepreneurs.
Additive manufacturing, more commonly known as 3D printing, is expected to generate billions of dollars of community-transforming new business opportunities in the transportation, healthcare, construction and industrial sectors during the next decade. In order to build an inclusive innovation community around that transformative economic opportunity, **Dr. Sundar Atre, Endowed Chair of Manufacturing and Materials**, established the Louisville Additive Manufacturing Business Development Alliance (LAMBDA) will establish a 3D printing business incubator and workforce training center in West Louisville.

LAMBDA received $400,000 funding from the Department of Commerce’s Minority Business Development Alliance to pilot its program to engage the University of Louisville and their collaborations in national laboratories and industry with minority business enterprises (MBEs) and not-for-profit organizations. LAMBDA will catalyze the creation of new jobs and businesses in West Louisville driven by innovations through the commercialization of additive manufacturing technologies and products.
During fiscal year 2018-2019, awards of external research grants and contracts resulted in a $306 million dollar contribution to the Kentucky economy, including $99 million dollars in personal income. Each dollar of out of state external funding for research generates approximately $1.72 worth of total related expenditures within the commonwealth.

**TABLE 5: Impacts on the Commonwealth**

<table>
<thead>
<tr>
<th></th>
<th>Employment</th>
<th>Labor Income</th>
<th>Value Added</th>
<th>Output</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct</td>
<td>795</td>
<td>$56.6M</td>
<td>$73.2M</td>
<td>$176.8M</td>
</tr>
<tr>
<td>Indirect</td>
<td>507</td>
<td>$24.6M</td>
<td>$35.8M</td>
<td>$72.3M</td>
</tr>
<tr>
<td>Induced</td>
<td>400</td>
<td>$17.9M</td>
<td>$31.1M</td>
<td>$56.6M</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>1,701</strong></td>
<td><strong>$99.1M</strong></td>
<td><strong>$140.1M</strong></td>
<td><strong>$305.7M</strong></td>
</tr>
</tbody>
</table>
### TABLE 7: R&D Expenditures by Source of Funds Fiscal Years 2015 through 2019

<table>
<thead>
<tr>
<th>Source</th>
<th>FY2015</th>
<th>FY2016</th>
<th>FY2017</th>
<th>FY2018</th>
<th>FY2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Federal government</td>
<td>68,346,757</td>
<td>72,644,287</td>
<td>72,119,429</td>
<td>80,510,993</td>
<td>87,562,510</td>
</tr>
<tr>
<td>All other sources</td>
<td>16,398,751</td>
<td>18,199,386</td>
<td>22,558,634</td>
<td>18,859,762</td>
<td>13,596,010</td>
</tr>
<tr>
<td>Industry/Business</td>
<td>5,000,801</td>
<td>7,693,132</td>
<td>9,638,875</td>
<td>9,875,519</td>
<td>7,474,982</td>
</tr>
<tr>
<td>State and local government</td>
<td>11,005,014</td>
<td>11,390,055</td>
<td>9,298,504</td>
<td>6,807,887</td>
<td>8,113,710</td>
</tr>
<tr>
<td>Nonprofit organizations</td>
<td>8,890,342</td>
<td>7,605,459</td>
<td>6,663,734</td>
<td>6,831,719</td>
<td>7,879,827</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>163,265,927</strong></td>
<td><strong>172,905,214</strong></td>
<td><strong>177,588,462</strong></td>
<td><strong>176,653,538</strong></td>
<td><strong>173,461,248</strong></td>
</tr>
</tbody>
</table>

Endowed Chair of Behavioral Brain Imaging, Dr. Brendan Depue, via a prestigious Brain and Behavior Research Foundation Young Investigator Award, is examining the neurobiological basis of anxiety using functional magnetic resonance imaging (fMRI).

Anxiety disorders constitute the most prevalent subgroup of mental disorders in most western societies, with an estimated lifetime incidence of 33.7% in the US.

Over the last four decades, the same general brain network alterations have been presented as a model for numerous psychiatric disorders, highlighting a critical need for increased specificity in defining neural circuits that underlie anxious symptomatology.

Depue’s preliminary work, using high resolution fMRI at UofL, investigating fear and anxiety in humans, supports a new theory outlining a much more specific neural model that suggests a new approach to the neural basis of anxiety.
## TABLE 8: Translation and Commercialization Impact, FY 2018 and 2019

<table>
<thead>
<tr>
<th>Invention Disclosures and Patents</th>
<th>FY18</th>
<th>FY19 (TO DATE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Invention Disclosures Received by the University</td>
<td>83</td>
<td>98</td>
</tr>
<tr>
<td>Number of Invention Disclosures Generated by Match Program Faculty</td>
<td>30</td>
<td>40</td>
</tr>
<tr>
<td>Number of U.S. Patent Applications Filed by the University</td>
<td>83</td>
<td>91</td>
</tr>
<tr>
<td>Number of U.S. Patent Applications Generated by Match Program Faculty</td>
<td>52</td>
<td>44</td>
</tr>
<tr>
<td>Number of New U.S. Patent Applications Filed by the University</td>
<td>49</td>
<td>61</td>
</tr>
<tr>
<td>Number of New U.S. Patent Applications Generated by Match Program Faculty</td>
<td>24</td>
<td>22</td>
</tr>
<tr>
<td>Number of U.S. Patents Issued to the University</td>
<td>21</td>
<td>25</td>
</tr>
<tr>
<td>Number of U.S. Patents Generated by Match Program Faculty</td>
<td>15</td>
<td>9</td>
</tr>
</tbody>
</table>

**License/Option Agreements**

<table>
<thead>
<tr>
<th>License/Option Agreements</th>
<th>FY18</th>
<th>FY19 (TO DATE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Licenses/Options Executed by the University</td>
<td>14</td>
<td>20</td>
</tr>
<tr>
<td>Number of Licenses/Options Generated by Match Program Faculty</td>
<td>11</td>
<td>10</td>
</tr>
<tr>
<td>Number of Active Licenses/Options Executed by the University</td>
<td>116</td>
<td>119</td>
</tr>
<tr>
<td>Number of Active Licenses/Options Generated by Match Program Faculty</td>
<td>24</td>
<td>26</td>
</tr>
<tr>
<td>Amount of License Income Received by the University</td>
<td>$2,993,130</td>
<td>$762,593</td>
</tr>
<tr>
<td>Amount of License Income Generated by Match Program Faculty</td>
<td>$106,256.58</td>
<td>$566,646.26</td>
</tr>
</tbody>
</table>

**Start-Up Activity**

<table>
<thead>
<tr>
<th>Start-Up Activity</th>
<th>FY18</th>
<th>FY19 (TO DATE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of Start-Up Companies Formed / Dependent on University Technology</td>
<td>3</td>
<td>5</td>
</tr>
<tr>
<td>Number of Start-Up Companies Formed / Generated by Match Program Faculty</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Number of Start-Up Companies Formed / Operating In-State</td>
<td>1</td>
<td>4</td>
</tr>
</tbody>
</table>

**IMPACT:** The Endowment Match Program has helped to facilitate Kentucky’s transition to an innovative, knowledge-based economy. Inventions stemming from UofL research translate directly into patents, licenses, and subsequent business opportunity, including start-up companies focusing on new treatments for cancer and transplant rejection, advanced manufacturing, and services and devices helping children to become mobile again.
Financial Status of the Endowment Match Program

- During FY 2018-2019, the University of Louisville did not receive any additional funds from the Endowment Match Program;
- The total market value of the endowments established through the Endowment Match Program was up, reaching $240,026,898 as of June 30, 2019;
- $6,311,171 was expended for program activities as of June 30, 2019.

TABLE 9: Financial Status of the Endowment Match Program in FY 2018-2019

<table>
<thead>
<tr>
<th>Activity in FY2018-2019</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Value</td>
<td>$234,431,353</td>
</tr>
<tr>
<td>Change in Value</td>
<td>$223,245</td>
</tr>
<tr>
<td>Market Value as of 07/01/18</td>
<td>$234,880,208</td>
</tr>
<tr>
<td>Carryover from Prior Period</td>
<td>$7,331,483</td>
</tr>
<tr>
<td>FY 2018-2019 Spend Declared</td>
<td>$6,818,752</td>
</tr>
<tr>
<td>Total Available</td>
<td>$14,150,235</td>
</tr>
<tr>
<td>Expended</td>
<td>$6,311,171</td>
</tr>
<tr>
<td>Balance as of 06/30/19</td>
<td>$7,839,064</td>
</tr>
<tr>
<td>Market Value as of 06/30/19</td>
<td>$240,026,898</td>
</tr>
</tbody>
</table>
Table 10: Market Value During for Existing and New Endowments

<table>
<thead>
<tr>
<th>Endowment Name</th>
<th>Date Established</th>
<th>State Funds Received</th>
<th>Gifts Received</th>
<th>Market Value 7/1/18</th>
<th>State Funds Received</th>
<th>Gifts Received</th>
<th>Investment Earnings (Loss)</th>
<th>Earnings Expended 2018-19</th>
<th>Market Value 6/30/2019</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>New Endowments:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sub-Total</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
<td>$ - 0</td>
</tr>
<tr>
<td><strong>Existing Endowments:</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Calvin &amp; Helen Lang Distinguished Visiting Professorship in Asian Studies</td>
<td>3/11/10</td>
<td>500,000</td>
<td>500,000</td>
<td>913,006</td>
<td>- 0</td>
<td>- 0</td>
<td>13,900</td>
<td>22,291</td>
<td>992,876</td>
</tr>
<tr>
<td>Dr Renato LaRocca Endowed Fund -</td>
<td>3/19/10</td>
<td>400,000</td>
<td>400,000</td>
<td>717,561</td>
<td>- 0</td>
<td>- 0</td>
<td>21,940</td>
<td>2,803</td>
<td>794,451</td>
</tr>
<tr>
<td>George A. Bush Jr, Professorship in Clinical Trials Cancer Research</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Visiting Jazz Artist Endowed Chair</td>
<td>3/24/10</td>
<td>414,500</td>
<td>399,113</td>
<td>685,634</td>
<td>- 0</td>
<td>- 0</td>
<td>10,918</td>
<td>6,428</td>
<td>779,825</td>
</tr>
<tr>
<td>Kosair Charities Pediatric Cancer Center Research Endowed Chair</td>
<td>3/22/10</td>
<td>5,000,000</td>
<td>5,000,000</td>
<td>8,056,227</td>
<td>- 0</td>
<td>- 0</td>
<td>127,325</td>
<td>364,886</td>
<td>9,094,637</td>
</tr>
<tr>
<td>Paul Weber Endowed Chair in Politics, Science, &amp; Religion</td>
<td>3/19/10</td>
<td>236,000</td>
<td>236,000</td>
<td>450,655</td>
<td>- 0</td>
<td>- 0</td>
<td>7,043</td>
<td>13,817</td>
<td>503,102</td>
</tr>
<tr>
<td>The Owsley Brown Frazier Endowed Chair in Physical medicine &amp; Rehabilitation</td>
<td>3/24/10</td>
<td>750,000</td>
<td>750,000</td>
<td>1,309,230</td>
<td>- 0</td>
<td>- 0</td>
<td>19,878</td>
<td>-</td>
<td>1,419,845</td>
</tr>
<tr>
<td>BB&amp;T Distinguished Professorship in Free Enterprise</td>
<td>3/24/10</td>
<td>500,000</td>
<td>500,000</td>
<td>893,992</td>
<td>- 0</td>
<td>- 0</td>
<td>13,820</td>
<td>8,163</td>
<td>987,175</td>
</tr>
<tr>
<td>Lung Cancer Endowed Chair</td>
<td>6/10/10</td>
<td>650,000</td>
<td>650,000</td>
<td>1,299,868</td>
<td>- 0</td>
<td>- 0</td>
<td>15,940</td>
<td>-</td>
<td>1,138,601</td>
</tr>
<tr>
<td>Hiram C, Polk, M.D. Surgery Endowed Chair</td>
<td>3/17/10</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>1,766,733</td>
<td>- 0</td>
<td>- 0</td>
<td>14,925</td>
<td>27</td>
<td>1,984,064</td>
</tr>
</tbody>
</table>

Note: Market Value 7/1/18 represents the market value of endowment assets prior to 7/1/18. During Fiscal Year 2018-19 indicates the period from 7/1/18 to 6/30/2019.
<table>
<thead>
<tr>
<th>Name of the Chair</th>
<th>Date</th>
<th>Amount</th>
<th>Balance</th>
<th>Loan</th>
<th>Ceiling</th>
<th>Additional</th>
<th>Total</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Translational Research Chair</td>
<td>3/17/10</td>
<td>1,325,000</td>
<td>1,325,000</td>
<td>-0</td>
<td>-0</td>
<td>37,219</td>
<td>20,131</td>
<td>2,658,504</td>
</tr>
<tr>
<td>Conn Ctr for Renewable Endery Research and Environmental Stewardship Director's Chair</td>
<td>1/15/10</td>
<td>1,500,000</td>
<td>1,500,000</td>
<td>-0</td>
<td>-0</td>
<td>41,702</td>
<td>36,175</td>
<td>2,978,719</td>
</tr>
<tr>
<td>Medicine - State B4B Round IV</td>
<td>1/25/10</td>
<td>896,000</td>
<td>896,000</td>
<td>1,662,598</td>
<td>-0</td>
<td>24,385</td>
<td>13,989</td>
<td>1,741,769</td>
</tr>
<tr>
<td>Conn Ctr for Renewable Endery Research and Environmental Stewardship Fellowship</td>
<td>3/15/10</td>
<td>1,000,000</td>
<td>1,000,000</td>
<td>-0</td>
<td>-0</td>
<td>27,082</td>
<td>4,059</td>
<td>1,934,405</td>
</tr>
<tr>
<td>Helmsley Chair in Plant-based Pharmaceutical Research</td>
<td>3/22/10</td>
<td>1,528,500</td>
<td>1,528,500</td>
<td>2,674,497</td>
<td>-0</td>
<td>41,569</td>
<td>26,808</td>
<td>2,969,201</td>
</tr>
<tr>
<td>Ashland Inc. Chair in Early Childhood Education in Memory of Dr. Ralph O. Nystrand - State</td>
<td>12/19/03</td>
<td>250,000</td>
<td>250,000</td>
<td>485,176</td>
<td>-0</td>
<td>6,686</td>
<td>6,532</td>
<td>477,563</td>
</tr>
<tr>
<td>La Donna. and Charlie W. Johnson Assistant Professorship - State</td>
<td>10/13/00</td>
<td>100,000</td>
<td>100,000</td>
<td>214,627</td>
<td>-0</td>
<td>2,272</td>
<td>-</td>
<td>162,294</td>
</tr>
<tr>
<td>Fund Name</td>
<td>Date</td>
<td>Initials</td>
<td>Projected</td>
<td>Total</td>
<td>Actual</td>
<td>% Var.</td>
<td>Initials</td>
<td>Projected</td>
</tr>
<tr>
<td>----------------------------------------------------</td>
<td>---------</td>
<td>----------</td>
<td>-----------</td>
<td>-------</td>
<td>--------</td>
<td>--------</td>
<td>----------</td>
<td>-----------</td>
</tr>
<tr>
<td>Bioengineering Chair - State</td>
<td>9/17/02</td>
<td>1,973,709</td>
<td>1,973,709</td>
<td>4,420,036</td>
<td>- 0</td>
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- Finance
- Academic & Student Affairs
- ULRF
- BOT
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