

MINUTES OF THE ANNUAL MEETING OF THE UNIVERSITY OF LOUISVILLE RESEARCH
FOUNDATION BOARD OF DIRECTORS, INC.

July 29, 2009

In Open Session

Members of the University of Louisville Research Foundation Board of Directors met at 1:30 p.m. on July 29, 2009, in the Willow Room of the Galt House Hotel, Louisville, Kentucky, with members present and absent as follows:

Present: Mr. Bill Stone, Chair Pro Tempore
Mr. Jonathan Blue
Mr. Ron Butt
Dr. Kevin Cosby
Mr. Mike Curtin
Mr. Owsley Frazier
Mr. Brent Fryrear
Dr. Salem George
Ms. Margaret Handmaker
Ms. Rebecca Jackson
Prof. Melissa Laning
Dr. Mark Lynn
Ms. Brucie Moore
Mr. Frank Minnifield
Mr. OJ Oleka
Mr. Steve Poe
Dr. James R. Ramsey
Ms. Debbie Scoppechio
Dr. William Selvidge
Mr. Bill Stone
Dr. Shirley Willihnganz
Ms. Phoebe Wood

Absent: Dr. Robert Curtis Hughes, Chair

From the
University: Dr. Larry Cook
Ms. Angela Koshewa
Mr. Keith Inman
Mr. Mark Hebert
Ms. Kathleen M. Smith
Ms. Debbie Dougherty

I. Call to Order

Having determined a quorum present, Chair Pro Tem Stone called the meeting to order at 1:30 p.m. Chair Pro Tem Stone welcomed new board members Drs. Cosby and Lynn, Ms. Wood and Mr. Oleka.

II. Approval of Minutes

Mr. Butt made a motion, which Prof. Laning seconded, to approve the minutes of November 13, 2008. The motion passed.

III. Report of the Nominating Committee

Mr. Fryrear reported the Nominating Committee met to consider nominations for officers. On behalf of the Committee, Mr. Fryrear made a motion, which Ms. Jackson seconded, to approve the following slate of officers for 2009-10:

Chairman	Dr. Robert Curtis Hughes
Vice Chair	Mr. Bill Stone
Treasurer	Mr. Ron Butt
Secretary	Prof. Melissa Laning
President	James R. Ramsey
Vice President	Shirley Willihnganz
Vice President	Manuel Martinez-Maldonado
Vice President	Larry Owsley
Vice President	Mike Curtin
Legal Counsel	Angela D. Koshewa
Assistant Secretary	Kathleen M. Smith

The motion passed.

IV. Action Item: Approval of Recommendation Regarding Security Clearance and Managerial Group

President Ramsey explained this was routine in nature to update and define the managerial group requiring access to classified materials associated with federal grants. Ms. Handmaker made a motion, which Ms. Jackson seconded, to approve the

President's recommendation that the Board of Directors adopt the attached Resolution revising the Managerial Group of the Board of Directors of the University of Louisville Research Foundation, Inc., and waiving of security clearance for officers, Directors, and directors not a part of the managerial group; and

that the President be authorized to take any other steps necessary with regard to agreements or assurances to the Defense Security Service to effect the facility security clearance of the University of Louisville Research Foundation, Inc. and clearance of its personnel including compliance with the provisions of the National Industrial Security Program Operating Manual or other Federal government policy relating to safeguarding of classified information.

The motion passed.

V. Report of the President

The President had no report.

VI. Adjournment

Ms. Jackson made a motion, which Mr. Butt seconded, to adjourn the meeting at 1:35 p.m. The motion passed.

BOARD ACTION:

Passed _____ X _____

Did not pass _____

Other _____

Kathleen M. Smith

Asst. Secretary_

RECOMMENDATION TO THE BOARD OF DIRECTORS OF THE
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.,
CONCERNING MANAGERIAL GROUP

July 29, 2009

RECOMMENDATION:

The President recommends:

That the Board of Directors adopt the attached Resolution revising the Managerial Group of the Board of Directors of the University of Louisville Research Foundation, Inc., and waiving of security clearance for officers, Directors, and directors not a part of the managerial group; and

That the President be authorized to take any other steps necessary with regard to agreements or assurances to the Defense Security Service to effect the facility security clearance of the University of Louisville Research Foundation, Inc. and clearance of its personnel including compliance with the provisions of the National Industrial Security Program Operating Manual or other Federal government policy relating to safeguarding of classified information.

BACKGROUND:

This resolution updates the “Managerial Group” of the University of Louisville Research Foundation, Inc., with full authority and responsibility for administering contracts involving access to classified material. The persons designated in the managerial group will be required to undergo government security clearance if they have not already done so. Due to the high cost of these clearances to the government—both in terms of money and tying up personnel—the Federal Government would prefer to avoid processing security clearances for every officer, trustee, and director. To carry out the purposes of this delegation and to meet federal regulations, the Board takes formal action waiving access to classified information for all officers, Directors, and directors not designated in the managerial group and must take action waiving access to classified information for each new officer, trustee, or director.

BOARD ACTION:

Passed X
Did not pass
Other

Asst. Secretary Katalin M. Smith

RESOLUTION
BOARD OF DIRECTORS
UNIVERSITY OF LOUISVILLE RESEARCH FOUNDATION, INC.

July 29, 2009

WHEREAS the Defense Security Service, Department of Defense of the Federal Government requires security clearance with the Federal Government for persons constituting the Managerial Group of the University of Louisville; and

WHEREAS, the Managerial Group must undergo government security clearance at the same level as the Facility Security Clearance; and

WHEREAS the Board of Directors desires to delegate all of its duties and responsibilities pertaining to the protection of classified information to the Managerial Group; and

WHEREAS because of this designation the Board of Directors will not be in a position to affect adversely the performance of classified contracts; and

WHEREAS the University of Louisville has been informed that the Federal Government will not process security clearances for members of the Board of Directors who are not in a position to affect adversely the performance of classified contracts;

BE IT RESOLVED that the following personnel shall constitute the Managerial Group for industrial security responsibilities as described in the National Industrial Security Program Operating Manual for Safeguarding Classified Information:

Name	Position
James Richard Ramsey	President
Shirley Chilton Willihnganz	Executive Vice President and Provost
Larry N. Cook	Executive Vice President
Manuel Martinez-Maldonado	Executive Vice President
Michael Joseph Curtin	Vice President
Larry L. Owsley	Vice President
Bruce W. Edwards	Facilities Security Officer
Lisa J. Braden	Assistant Facilities Security Officer

THAT the said Managerial Group shall be and hereby is delegated the full authority and responsibility for negotiating, executing and administering classified contracts of the Department of Defense or other User Agencies of the United States Government awarded to the University of Louisville Research Foundation, Inc.

THAT all other officers of the University of Louisville Research Foundation, Inc. and members of the Board of Directors shall not require, shall not have, and can be effectively excluded from access to all classified information released to, in the possession or under the control of the University of Louisville Research Foundation, Inc., and do not occupy positions that would enable them to affect adversely the policies and practices of the University of Louisville in the performance of classified contracts for the Department of Defense and other User Agencies of the United States Government, Inc. need not be processed for an access

authorization in accordance with previous actions taken by the Board regarding the members of the Board of Directors, including the following officers and/or directors:

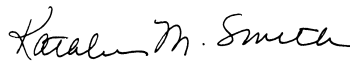
Jonathan Scott Blue
Ronald Dean Butt
Kevin W. Cosby
Owsley Brown Frazier
Brent A. Fryrear
Salem M. George, Sr.
Margaret Handmaker
Robert Curtis Hughes
Rebecca Day Jackson
Melissa Laning
Mark E. Lynn
Frank Minnifield
Brucie Moore
Onyejindu C. Oleka
Steven Poe
Jack Chester Porter
Debbie Scoppechio
William Selvidge
William Allen Stone
Phoebe A. Wood

THAT this Resolution supersedes the Resolution of November 13, 2008 as it relates to the Managerial Group. All other provisions of that Resolution remain in full force and effect.

Certificate

I certify that I am the duly qualified Assistant Secretary to the Board of Directors of the University of Louisville Research Foundation, Inc., that the foregoing is a true copy of the Resolution adopted at the regular meeting of such Board, which was held the 29th day of July, 2009, at which meeting a quorum was present and a majority of members present voted in favor of the adoption of such resolution. I further certify that such Resolution is still in full force and effect.

Dated this 29th day of July, 2009.



Assistant Secretary
Board of Directors
University of Louisville Research Foundation, Inc.