

MINUTES OF THE ANNUAL MEETING OF THE UNIVERSITY OF LOUISVILLE
BOARD OF TRUSTEES

September 8, 2011

In Open Session

Members of the University of Louisville Board of Trustees met at 2:10 p.m. on September 8, 2011, in the Jefferson Room, Grawemeyer Hall, Belknap Campus, with members present and absent as follows:

Present: Mr. Owsley Brown Frazier, Chair
Ms. Marie Abrams
Mr. Laurence Benz
Mr. Jonathan Blue
Mr. Ron Butt
Dr. Kevin Cosby
Mr. Kurtis Frizzell
Mr. Bruce Henderson
Mrs. Augusta Brown Holland
Dr. Robert Curtis Hughes
Judge Rebecca Jackson
Mr. David James
Mr. Frank Minnifield
Ms. Brucie Moore
Mr. J. Chester Porter
Mr. Robert W. Rounsavall, III
Ms. Debbie Scoppechio
Dr. William Selvidge
Dr. Robert Staat
Ms. Phoebe Wood

From the University: Dr. James R. Ramsey, President
Dr. Shirley Willihnganz, Executive Vice President and Provost
Dr. David Dunn, Executive Vice President for Health Affairs
Dr. William Pierce, Interim Executive Vice President for Research and Innovation
Ms. Angela D. Koshewa, University Counsel
Mr. Sam Connally, Vice President for Human Resources
Dr. Priscilla Hancock, Vice President for Information Technology
Mr. Dan Hall, Vice President for Community Engagement
Mr. Tom Jurich, Vice President for Athletics
Mr. Larry Owsley, Vice President for Business Affairs
Dr. Tom Jackson, Vice President for Student Affairs
Mr. John Drees, Associate VP, University Relations
Ms. Susan Howarth, Director of Budgets
Ms. Shannon Staten, Director of Housing and Residence Life
Ms. Anne Rademaker, Director of Accounts Payable
Ms. Cynthia Hess, Director of Communications & Marketing
Ms. Carolyn Cochran, Assistant to the Provost
Mrs. Debbie Dougherty, Board Liaison

I. Call to Order

Having determined a quorum present, Chair Frazier called the meeting to order at 2:10 p.m. Chair Frazier welcomed new board members, Mr. Laurence Benz and Mr. Bruce Henderson. The new members expressed their enthusiasm to serve on the board.

Presentation of Board Books

President Ramsey said, in an effort to make board meetings more effective for board members and better utilize resources, the University proposed changing the delivery of paper meeting materials to a downloadable format from a website with unlimited access. The board books system is user friendly, commonly used and includes meeting agendas, attachments and supplemental documents. A Diligent representative highlighted the many features of the program. There will be a transition period of several months to the Board members received an IPAD 2 to use or each could bring a personally owned IPAD2 for software update to next meeting.

II. Consent Agenda

Chair Frazier read the consent agenda items.

Approval of Minutes

- Special Board Minutes, July 13, 2011
- Regular Board Meeting Minutes, July 13, 2011

From the Personnel Committee

- Approval of Monthly Personnel Recommendations
- Approval of the Brandeis School of Law Bylaws
- Approval of Brandeis School of Law and Law Library Personnel Documents
- Approval of College of Education and Human Development Bylaws
- Approval of Changes to 403(b) Retirement Plan
- Approval of Naming Walkway and Garden Surrounding Big Red Sculpture of the College of Business, the Jane Goldstein Garden
- Approval of QCCT Board Appointment

From the Audit Committee

- Approval of Audit Services Plan, 2011-12
- Approval of Revision to Audit Services Charter
- Approval of Authorization Regarding Pending Litigation

Hearing no opposition, Dr. Hughes made a motion, which Judge Jackson seconded, to approve the consent agenda. The motion passed.

III. Report of the Nominating Committee

Chair Porter reported the Nominating Committee discussed possible nominees for officers and Executive Committee members yesterday. Mr. Porter pointed out how fortunate the University was to have Mr. Frazier serve as chair for the past three years. Chair Frazier has been invaluable as co-chair of the capital campaign and crucial to the many endeavors moving this University forward. On behalf of the Committee, Chair Porter made a motion, which Ms. Wood seconded, to approve the following slate of officers for 2011-12:

Chair	Frank Minnifield
Vice Chair	Robert Curtis Hughes
Treasurer	Debbie Scoppechio
Secretary	William Selvidge
At Large	Rebecca Jackson
Past Chair	Owsley Brown Frazier
Constituency Representative	Robert Staat, Faculty Trustee
Board Counsel	Angela D. Koshewa
Assistant Secretary	Kathleen M. Smith
Assistant Treasurer	Michael Curtin

The motion passed. Chair Frazier received a standing ovation.

In addition to Mr. Frazier's service on the Board of Trustees, Ms Abrams recognized Mr. Frazier's service to the University as a member of the Athletic Association Advisory Committee, UL Athletic Association board of directors, UofL Board of Overseers and the UofL Foundation board of directors. Mr. Frazier chaired the Cardinal Park Campaign, and was the singular reason the park exists. Because of him, the University converted a brownfield into major assets that have sparked the athletic program in olympic sports and solved the University's issues with Title IX legislation. She further credited Mr. Frazier for his generosity in supporting Amelia Place and Annsley House, endowing chairs in Entrepreneurism in the College of Business, in Physical Medicine and Rehabilitation, and creating the Brown-Forman Chair. Currently, Mr. Frazier leads the campaign to name the College of Business for his brother Harry S. Frazier, Jr. and has met the half way mark by raising \$10 Million. Mr. Frazier co-chairs the University's most ambitious capital campaign, which has a goal of \$1 billion, noting the University has met more than half of that goal. His service has been nothing short of outstanding.

While a student at UofL, Dr. Hughes said he always recognized the name Owsley Brown Frazier, but had not had the opportunity to know this famous man until serving on the Board of Trustees. He recognized and thanked Mr. Frazier for his strength and honor in serving this University in so many capacities.

On behalf of the many administrators and student-athletes, Vice President Jurich thanked Mr. Frazier for his leadership and generosity in making the athletics facilities a premier enterprise. Because of Mr. Frazier's investments, UofL's women's sports are national models. Cardinal Park is appropriately named for Mr. Frazier.

Judge Jackson concurred, recounting during her early days as county judge-executive when Mr. Frazier visited her to secure support for Cardinal Park. Mr. Frazier was the driving force meeting the gender equity requirements. She expressed appreciation for him then and now, as a professional associate and personal friend.

President Ramsey recalled, in 2002 while serving as interim president, a discussion had ensued at his first board meeting, and Mr. Frazier expressed confidence in allowing the President to carry out his duties. Mr. Frazier has been accessible to the University in so many ways. Many goals could not have been realized without his support. President Ramsey expressed his deep and personal gratitude for Mr. Frazier as a board member, chair, and a friend.

Chair Frazier thanked the board members for the opportunity to serve as chair for three years. He expressed great pride in working with the President and his leadership team in moving the University forward in this tough and challenging economic time. Mr. Frazier wished Mr. Minnifield well in taking on this leadership role with the University. Mr. Frazier recognized President Ramsey as the best president ever in the University's history.

Incoming Chair Minnifield presented a ceremonial gavel to Mr. Frazier. Chair Minnifield recognized Mr. Frazier's indelible footprint on the University and the exciting momentum he has created. On behalf of all athletes, Chair Minnifield thanked Mr. Frazier for his deep devotion to the University. Chair Minnifield also noted the exceptional work of Mr. Frazier as co-chair of the capital campaign.

IV. Action Item: Approval of Resolution and Contract Regarding Medical Center Steam And Chilled Water Plant

President Ramsey stated that in 2003 the Board approved an authorization to adopt a resolution that permitted the issuance of \$4.5 Million of revenue bonds by Louisville/Jefferson County Metro Government for the benefit of the Medical Center plant. This resolution takes advantage of an all-time low interest rate to finance a plant renovation. Ms. Wood made a motion, which Ms. Scoppechio seconded, to approve the

President's recommendation that the Board of Trustees adopt the attached User Contract and the following resolution:

**RESOLUTION TO BE ADOPTED
BY EACH USER INSTITUTION OF
MEDICAL CENTER STEAM & CHILLED WATER PLANT**

RESOLVED, that the Board of Directors/Trustees of the University of Louisville does hereby approve the attached First Supplemental User Contract, and authorizes the Corporation's officers to execute same;

FURTHER RESOLVED, that the Board of Trustees hereby approves the issuance by Louisville/Metro Government or such other governmental entity as may be approved by the Executive Committee of Louisville Medical Center, for the benefit of Louisville Medical Center, Inc., a parity bond issue ("2011 Bonds") in the approximate amount of \$11,000,000.00 (which is expected to be taxable), the proceeds of which shall be used to obtain equipment, and to expand and repair the Medical Center Steam & Chilled Water Plant; and

FURTHER RESOLVED, that the Corporation's officers are hereby authorized to execute on behalf of the Corporation such agreements and certificates as may be necessary or appropriate to further the consummation the issuance of the 2011 Bonds.

The motion passed.

V. Action Item: Approval of Six Year Capital Plan

President Ramsey explained Kentucky statutes require legislative authorization for all major capital projects, and the University maintains a six-year capital plan, updated every two years. This capital plan lists in priority order 20 capital projects of varying sizes. The majority of the projects listed are planned to use agency funding (non state funds) to accomplish the goal. Judge Jackson made a motion, which Ms. Wood seconded to approve the

President's recommendation that the Board of Trustees approve the list of projects attached for submission to the Capital Planning Advisory Board and the State's Budget System

The motion passed.

VI. Action Item: Approval of Capital Construction Project: Swain Student Activities Center, Partial Roof Replacement

President Ramsey said the Swain Student Activities Center is 20 years old and is in need of a partial roof replacement. This request was routine in nature. Judge Jackson made a motion, which Ms. Abrams seconded, the

President's recommendation that the Board of Trustees approve the following project:

Project:	Estimated Amount:	Fund Source:
Swain Student Activities Center Partial Roof Replacement	\$440,000	Plant Funds

The motion passed.

VII. Action Item: Approval of Goals, 2011-12

President Ramsey reviewed the shared goals for 2011-12. He explained that the Council on Postsecondary Education has now expressed interest in a planning process (identifying goals, strategies, tactics and metrics of performance) similar to what UofL has been doing for some time. Although the leadership team

welcomes performance funding, the CPE may establish 2015 as the basis for its recommendation to the General Assembly for this funding approach. The CPE has not finalized its process yet. The President noted it may be necessary to revisit the shared goals at the October meetings, once the CPE has finalized its goals.

President Ramsey, Provost Willihnganz, Drs. Dunn and Pierce reviewed their individual goals. Judge Jackson made a motion, which Ms. Scoppechio seconded, to approve the

President's recommendation that the Board of Trustees approve the Goals for 2011-12.

The motion passed.

VII. Information Updates

University of Louisville Foundation, Inc.

Chair Minnifield called upon Dr. Selvidge for an update and also noted additional information can be accessed at www.louisvillefoundation.org. As a trustee director serving on the UL Foundation board, Dr. Selvidge provided the following update:

- The endowment investment pool had a market value of \$732 million as of June 30, 2011 (end of the fiscal year.)
- The return for the 2011 fiscal year was 20.8%
- The success of the endowment can be attributed to the well-diversified portfolio of investments that balances risk, liquidity and return which protects in down markets and captures most of the gain in an up market. This approach is validated by the strong long term average annual return since 1990 of 10.6% which ranks the University of Louisville Endowment in the top 6th percentile of the Cambridge Associates universe of Colleges and Universities.
- July and August proved to be unpredictable months in all sectors of the stock market. However, the endowment's portfolio held up well during the period returning a positive 0.3% for July when the S&P 500 and Dow Jones Industrial Index posted losses of 2.0 and 2.1% respectively. Final numbers are not available for August yet, but early reporting managers point to an approximate 5% loss for the month compared to -5.3% for the S&P 500 and -4.3% for the Dow.

Dr. Hughes thanked Dr. Selvidge and other trustee board members on the UL Foundation, recognizing their role has been significant in the University's achievements. He praised the Foundation as an essential element in the community and the Commonwealth.

President Ramsey thanked Chester Porter, who serves as Chair of the UL Foundation. His leadership has been critical to past successes. The President also thanked Mr. Frazier for his commitment and service to the UL Foundation board.

Alumni Association

Chair Minnifield called upon Ms. Abrams for an update from the Alumni Association. Ms. Abrams referenced the written report provided in the binders and provided the following highlights.

- Alumni serve as the backbone of the university and the mission of the association is to serve as a resource to and for its constituents.
- Alumni Association surpassed its alumni participation goal of 13% by reaching 13.6% of alumni giving (a 2.1% increase over 2010)
- In fiscal year 2011, 11,922 alumni attended Association sponsored programs/events
- Emails and electronic messaging increased from 62K to 79K, representing a 21.3% increase

- Presidential birthday greetings went out to 29,904 alumni since January 2011
- Homecoming Brochure and Alumni Magazine mailed to over 37K alumni

Ms. Abrams noted the many presidential outreach events in ten national markets, including South Florida, Washington, D.C., Denver, New York, Los Angeles, and Dallas. More than half of all alumni club/networks have endowed scholarships. The total market value of scholarships is in excess of \$1 Million. Recent graduates represent the largest potential growth area within the alumni association. With the support and personal involvement of President Ramsey, the Alumni Association focused considerable effort in strategic engagement and involvement of recent graduates resulting in:

- Full-time director hired to administer student/young alumni program
- Four presidential sponsored events to identify young alumni leadership board
- Establishment of recent graduate council
- Hosted 14 recent graduate networking events
- Increase of 2% in young alumni donor giving percentage
- Hosted 2nd annual senior day celebration at Churchill Downs with over 1200 participants

Ms. Abrams referred to the published President's Report, noting its concise, informative articles are a readable format. She also encouraged everyone, when it was time to renew their license plates, to support University of Louisville scholarships by purchasing a UL vanity plate. All funds generated by the license plate program support Hallmark Scholars.

Ms. Abrams thanked Mr. Jimmy Ford for his leadership role in the Alumni Association. Mr. Ford has undertaken a new position as Director of the Henry and Rebecca Conn Legacy Society. In the interim, Mr. Dwight Dozier will assume Mr. Ford's duties as AVP for Alumni Relations. Mr. Ford thanked President Ramsey and Provost Willihnganz for their energy and dedication to alumni sponsored programs. Mr. Ford received a round of applause.

IX. Report of the President

President Ramsey referenced the National Center for Higher Education Management Systems (NCHEMS) Report, "Realizing Kentucky's Educational Attainment Goal: A Look in the Rear View Mirror and Down the Road Ahead." This report shows Kentucky has made progress, but outlines areas where improvement is needed, e.g., outreach programs, etc. Because of the length of the meeting, the President summarized his report.

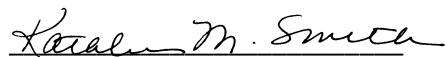
X. Report of the Chairman

Before departing today, Chair Minnifield encouraged everyone to express appreciation to Mr. Frazier for his many contributions to the University.

XI. Adjournment

Dr. Selvidge made a motion, which Judge Jackson seconded, to adjourn the meeting at 3:50 p.m. The motion passed.

Approved by:



Asst. Secretary

**RECOMMENDATION
TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES**

September 8, 2011

RECOMMENDATION:

The President recommends the Board of Trustees adopt the attached User Contract and the following resolution:

**RESOLUTION TO BE ADOPTED
BY EACH USER INSTITUTION OF
MEDICAL CENTER STEAM & CHILLED WATER PLANT**

RESOLVED, that the Board of Directors/Trustees of the University of Louisville does hereby approve the attached First Supplemental User Contract, and authorizes the Corporation's officers to execute same;

FURTHER RESOLVED, that the Board of Trustees hereby approves the issuance by Louisville/Metro Government or such other governmental entity as may be approved by the Executive Committee of Louisville Medical Center, for the benefit of Louisville Medical Center, Inc., a parity bond issue ("2011 Bonds") in the approximate amount of \$11,000,000.00 (which is expected to be taxable), the proceeds of which shall be used to obtain equipment, and to expand and repair the Medical Center Steam & Chilled Water Plant; and

FURTHER RESOLVED, that the Corporation's officers are hereby authorized to execute on behalf of the Corporation such agreements and certificates as may be necessary or appropriate to further the consummation the issuance of the 2011 Bonds.

ACTION:
Passed _____
Did Not Pass _____
Other _____

Assistant Secretary

FIRST SUPPLEMENTAL USER CONTRACT

THIS FIRST SUPPLEMENTAL USER CONTRACT is made as of the ____ day of _____, 2011, by and among (i) **JEWISH HOSPITAL & ST. MARY'S HEALTHCARE, INC.**, f/k/a Jewish Hospital Healthcare Services, Inc. ("JHSMH"); (ii) **NORTON HEALTHCARE, INC.** ("Norton"); (iii) **UNIVERSITY MEDICAL CENTER, INC.** d/b/a University of Louisville Hospital ("UofL Hospital"); (iv) **UNIVERSITY OF LOUISVILLE** ("UofL"); (v) **KENTUCKY COMMUNITY & TECHNICAL COLLEGE SYSTEM** ("KCTCS" and, together with JHSMH, Norton, UofL Hospital, UofL and KCTCS, the "User Institutions"); (vi) **LOUISVILLE JEFFERSON COUNTY METRO GOVERNMENT** ("Metro Government"); and (vii) **LOUISVILLE MEDICAL CENTER, INC.** ("LMC").

RECITALS:

1. LMC is a Kentucky nonstock, nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, that owns and operates a steam and chilled water plant named the Medical Center Steam and Chilled Water Plant (f/k/a the Jefferson County Steam and Chilled Water Plant) located at 235 Abraham Flexner Way, Louisville, Kentucky 40202 (the "Plant").

2. JHSMH, Norton and UofL Hospital are each a Kentucky nonstock, nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") that operates a hospital and other medical facilities within the geographic area surrounding the Plant.

3. UofL is a public institution of higher education and an independent instrumentality of the Commonwealth of Kentucky (the "Commonwealth") that owns and operates a medical school, a dental school and research facilities within the geographic area surrounding the Plant.

4. KCTCS is a public institution of post-secondary education operating the public community and technical colleges throughout the Commonwealth, including Jefferson Community & Technical College ("JCTC"), which is located within the geographic area surrounding the Plant.

5. Metro Government is the governmental successor in interest by operation of law to the County of Jefferson, Kentucky ("Jefferson County") and constitutes a public body corporate and politic duly created and existing as a de jure political subdivision under the Constitution and laws of the Commonwealth, and pursuant to the provisions of Chapter 67C and Sections 103.200 to 103.285, inclusive, of the Kentucky Revised Statutes, has the power to issue bonds on behalf of entities located within the Commonwealth.

6. Metro Government came into legal existence on January 6, 2003 by operation of law and voter approval in accordance with laws now codified as Chapter 67C of the Kentucky Revised Statutes and replaced and superseded the prior governments of both the City of Louisville, Kentucky (the "City of Louisville") and Jefferson County and pursuant to law has

mandatorily assumed all existing contracts and obligations of Jefferson County and the City of Louisville and has been endowed with all powers of each; and

7. Each of the User Institutions requires steam and chilled water in connection with the operation of its facilities located in the geographic area surrounding the Plant (collectively, the “User Facilities”).

8. On April 23, 2002, the parties entered into a User Contract (the “2002 Contract”) whereby LMC agreed to provide the User Facilities with steam and chilled water produced by the Plant in exchange for the User Institution’s agreement (i) to pay LMC for the cost of operating and maintaining the Plant and providing the steam and chilled water to the User Institutions thereby; and (ii) to pay LMC for the debt service on and any expenses associated with the issuance of tax-exempt revenue bonds by Jefferson County to finance the expansion or improvement of the Plant.

9. On May 15, 2002, Jefferson County issued its Louisville Medical Center Refunding and Revenue Bonds, Series 2002 (the “2002 Bonds”) for the purposes of (i) refunding bonds previously issued by Jefferson County to finance improvements to the Plant; (ii) paying certain bank debt incurred to finance improvements to the Plant on an interim basis; (iii) finance certain additional improvements to the Plant; (iv) finance LMC’s acquisition of the Property (as defined in the 2002 Contract) from Jefferson County; and (v) paying the costs of issuance of the 2002 Bonds.

10. The 2002 Bonds were issued by Jefferson County on a tax-exempt basis and the debt service and related expenses thereof were paid and are continuing to be paid by the User Institutions to LMC pursuant to the 2002 Contract.

11. Section 5.01 of the 2002 Contract permits the issuance of additional tax-exempt revenue bonds for the benefit of LMC without LMC obtaining the prior written permission of the User Institutions if LMC satisfies certain stated conditions.

12. On August 31, 2009, Metro Government, as Jefferson County’s successor, issued its Louisville Medical Center Tax Exempt Revenue Bonds, Series 2009 (the “2009 Bonds”) for the purposes of (i) financing the acquisition, equipping and installation of new equipment at the Plant; (ii) paying certain bank debt incurred to finance such equipment on an interim basis; and (iii) paying the costs of issuance of the 2009 Bonds.

13. The 2009 Bonds were issued by Metro Government on a tax-exempt basis in compliance with Section 5.01 of the 2002 Contract and the debt service and related expenses thereof were paid and are continuing to be paid by the User Institutions to LMC pursuant thereto.

14. LMC and the User Institutions have determined that in the future it may be desirable for Metro Government to issue taxable revenue bonds to finance improvements to the Plant in the event the principal amount of such bonds exceeds the bank qualified limits of Section 265(b) of the Code, thus causing the tax-exempt interest rates that may be obtained by the privately negotiated sale of such bonds to a financial institution to exceed the rate that may be obtained by the issuance and sale of taxable bonds to such financial institution.

15. LMC and the User Institutions desire to amend the 2002 Contract to provide for the issuance of taxable revenue bonds for the benefit of LMC and to permit the future issuance of such bonds without the prior written permission of the User Institutions so long as such issuance conforms with the standards set forth herein.

NOW, THEREFORE, in consideration of the foregoing recitals, and in consideration of the mutual covenants and agreements hereinafter set forth, the parties agree as follows:

**ARTICLE I.
AMENDMENT OF REQUIREMENTS GOVERNING THE
ADMITTANCE OF NEW USER INSTITUTIONS**

1.01 Section 4.01(e) of the 2002 Contract shall be replaced in its entirety with the following:

(e) an opinion of counsel, recognized favorably on a national basis in such matters, shall be obtained to the effect that the interest on the Revenue Bonds, which are to be issued to finance the additional facilities herein described, to the extent such Revenue Bonds are to be issued on a tax-exempt basis under the Federal income tax laws, and the interest on any outstanding Revenue Bonds, to the extent any or all such Revenue Bonds were issued on a tax-exempt basis under the Federal income tax laws, will not become taxable pursuant to the Federal income tax law or laws of Kentucky because of the admission of such New User Institution.

**ARTICLE II.
AMENDMENT OF REQUIREMENTS GOVERNING THE
ISSUANCE OF ADDITIONAL REVENUE BONDS**

2.01 Article V of the 2002 Contract shall be replaced in its entirety with the following:

ADDITIONS AND IMPROVEMENTS TO PLANT

5.01. Issuance of Additional Revenue Bonds without the Prior Authorization of the User Institutions. In the event (i) it becomes necessary to repair or replace all or a portion of the machinery and equipment used in the Plant or to expand or improve the Plant to satisfy the steam and chilled water requirements of the User Institutions, and (ii) the management of LMC determines that such repairs, replacements, expansions or improvements should be financed through the issuance of additional Revenue Bonds by Louisville Jefferson County Metro Government, as the successor of Jefferson County pursuant to a merger between the City of Louisville and Jefferson County (“Metro Government”), or by another issuing authority subject to Metro Government’s approval, LMC may request Metro Government to issue, or approve the issuance by such other issuing authority, such additional Revenue Bonds without the

specific authorization of any or all of the User Institutions, including any New User Institution, provided that the following conditions are satisfied:

(a) the Board of Directors of LMC approves such repairs, replacements, expansions or improvements;

(b) a Qualified Engineer certifies that such repairs, replacements, expansions or improvements are necessary or desirable for the continued operation of the Plant; and

(c) an opinion of counsel, recognized favorably on a national basis in such matters, shall be obtained to the effect that the interest on the Revenue Bonds, which are to be issued to finance such repairs, replacements, expansions or improvements and the interest on any outstanding Revenue Bonds, to the extent any or all such Revenue Bonds were issued, or will be issued, on a tax-exempt basis under the federal income tax laws, will not become taxable pursuant to the federal income tax law or laws of the Commonwealth as a result of the issuance of such additional Revenue Bonds.

Upon the satisfaction by LMC of the requirements set forth in this Section 5.01 and upon the issuance of such additional Revenue Bonds, the debt service required to pay principal of, premium, if any, interest on and all related expenses incurred by LMC pursuant to such additional Revenue Bonds shall be included as costs the User Institutions are required pay to LMC pursuant to Section 3.03 hereof.

5.02 Issuance of Additional Revenue Bonds upon the Written Authorization of the User Institutions. In the event LMC is unable to satisfy the conditions set forth in Section 5.01 hereof, Metro Government may issue additional Revenue Bonds, or approve the issuance by another issuing authority of additional Revenue Bonds, for the benefit of LMC after LMC obtains the written authorization for such issuance from each then current User Institution. Upon the issuance of such additional Revenue Bonds, the debt service required to pay principal of, premium, if any, interest on and all related expenses incurred by LMC pursuant to such additional Revenue Bonds shall be included as costs that the User Institutions are required pay to LMC pursuant to Section 3.03 hereof.

5.03 Parity Bonds. Revenue Bonds which are issued pursuant to the provisions of Sections 5.01 and 5.02 hereof shall be issued on a parity as to payment and security in all respects with the 2002 Bonds and any other Revenue Bonds constituting parity bonds hereunder.

5.04 Revenue Bonds Defined. Unless otherwise provided herein, for purposes of this User Contract "Revenue Bonds" means any revenue bonds issued by Metro Government, or another issuing authority subject to Metro Government's approval, for the benefit of LMC, which are secured by the steam

and chilled water revenues of LMC, regardless of whether interest on such Revenue Bonds is excluded from gross income for federal income tax purposes.

**ARTICLE III.
MISCELLANEOUS**

3.01 This First Supplemental User Contract may be executed in multiple counterparts each of which shall be regarded for all purposes as an original and such counterparts shall constitute but one and the same instrument.

3.02 Any headings preceding the texts of the several articles hereof, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this First Supplemental User Contract, nor shall they affect its meaning, construction or effect.

3.03 This First Supplemental User Contract is adopted with the intent that the laws of the Commonwealth shall govern its construction.

[Signature Page Follows]

[Signature Page for First Supplemental User Contract]

IN TESTIMONY WHEREOF, the parties have caused this instrument to be executed in their respective names by their respective duly authorized officers or officials and have caused such signatures to be attested under seal on a counterpart of this First Supplemental User Contract, all being done and effective as of the day and year first above written, and each undersigned officer or official signifying by his execution of this First Supplemental User Contract that he is duly authorized to execute this First Supplemental User Contract upon behalf of such party.

(SEAL)

LOUISVILLE JEFFERSON COUNTY METRO GOVERNMENT

ATTEST:

Clerk

By: _____
Greg Fischer, Mayor

APPROVED as to Form and Legality:

MICHAEL J. O'CONNELL, County Attorney

By: _____
Assistant Jefferson County Attorney

(SEAL)

JEWISH HOSPITAL & ST. MARY'S HEALTHCARE, INC.

ATTEST:

Secretary

By: _____

(SEAL)

NORTON HEALTHCARE, INC.

ATTEST:

Secretary

By: _____

(SEAL)

UNIVERSITY MEDICAL CENTER, INC.

ATTEST:

Secretary

By:_____

(SEAL)

UNIVERSITY OF LOUISVILLE

ATTEST:

Secretary

By:_____

(SEAL)

**KENTUCKY COMMUNITY AND TECHNICAL
COLLEGE SYSTEM**

ATTEST:

Secretary

By:_____

(SEAL)

LOUISVILLE MEDICAL CENTER, INC.

ATTEST:

Edward A. Dusch, Secretary

By:_____ Chair of the Board

Pursuant to Section 2.03 of the 2002 Contract, the undersigned Trustee hereby consents to the execution of this First Supplemental User Contract as of the date first written above.

U.S. BANK NATIONAL ASSOCIATION, as Trustee

By:_____



Attachment A

2012-2018 CAPITAL AGENCY PLAN Board of Trustees Meeting September 8, 2011

Priority	Biennia Submitted	Project Title	General Funds	Agency Bonds	Federal Funds	Restricted Funds	Other	Total Amount
1	2012-2014	Construct – Belknap Classroom/Academic Building	\$77,580,000					\$77,580,000
2	2012-2014	Construct – Instructional Building at HSC	\$67,000,000					\$67,000,000
3	2012-2014	Renovate – Capital Renewal Pool (2012-2014)	\$60,000,000					\$60,000,000
4	2012-2014	Construct – Belknap Research Academic Conn Center	\$94,235,000					\$94,235,000
5	2012-2014	Expand & Renovate – Life Sciences Building	\$64,289,000					\$64,289,000
6	2012-2014	Renovate – Medical Dental Research Building	\$56,345,000					\$56,345,000
7	2012-2014	Renovate – Medical Dental Apartments to Offices		\$16,460,000				\$16,460,000
8	2012-2014	Purchase – Land Support Services (Northeast Quad)		\$15,000,000				\$15,000,000
9	2012-2014	Renovate – Guaranteed Energy Savings (2012-2014)		\$20,000,000				\$20,000,000
10	2012-2014	Renovate – Student Activities Center		\$15,000,000				\$15,000,000
11	2012-2014	Construct – HSC Parking Structure III		\$44,949,000				\$44,949,000
12	2012-2014	Construct - Belknap Parking Garage II		\$42,270,000				\$42,270,000
13	2012-2014	Expand – Ambulatory Care Building Academic Addition					\$72,649,000	\$72,649,000
14	2012-2014	Construct - Center for Creative Studies				\$9,450,000		\$9,450,000
15	2012-2014	Construct – Center for Social Change					\$13,000,000	\$13,000,000
16	2012-2014	Expand & Renovate – College of Education Building				\$48,190,000		\$48,190,000
17	2012-2014	Renovate – Natural Sciences Building				\$23,508,000		\$23,508,000
18	2012-2014	Construct – Physical Plant Space in HSC Garage				\$2,318,000		\$2,318,000
19	2012-2014	Construct – HSC Steam/Chilled Water Plant II				\$34,595,000		\$34,595,000
20	2012-2014	Construct – HSC Research Facility V				\$178,760,000		\$178,760,000
	2012-2014	Construct – Administrative Office Building				\$48,654,000		\$48,654,000
	2012-2014	Construct – Artificial Turf Field for Intramurals				\$693,000		\$693,000
	2012-2014	Construct – Athletic Academic Support Facility					\$16,228,000	\$16,228,000
	2012-2014	Construct – Athletics Office Building				\$7,045,000		\$7,045,000
	2012-2014	Construct - Belknap 3rd Street Improvements				\$1,950,000		\$1,950,000
	2012-2014	Construct - Belknap Brandeis Corridor Imp				\$2,774,000		\$2,774,000
	2012-2014	Construct - Belknap Center Place Plaza (Library & Fountain Plazas)				\$7,883,000		\$7,883,000
	2012-2014	Construct - Belknap Century Corridor Improvements				\$890,000		\$890,000
	2012-2014	Construct - Belknap Floyd St Corridor Imp				\$3,500,000		\$3,500,000
	2012-2014	Construct - Belknap Stormwater Improvements				\$5,000,000		\$5,000,000
	2012-2014	Construct – Center for Performing Arts				\$76,660,000		\$76,660,000
	2012-2014	Construct – Chestnut Street Garage Speed Ramp				\$875,000		\$875,000
	2012-2014	Construct – Executive MBA/Business Program				\$23,500,000		\$23,500,000
	2012-2014	Construct - Fitness & Health Institute				\$21,539,000		\$21,539,000
	2012-2014	Construct - Flexner Way Mall – Floyd to Preston				\$1,660,000		\$1,660,000
	2012-2014	Construct - Flexner Way Mall – Jackson to Hancock				\$750,000		\$750,000
	2012-2014	Construct – Flexner Way Mall – Preston to Jackson				\$420,000	\$420,000	\$840,000
	2012-2014	Construct – Intramural Field Complex				\$7,234,000		\$7,234,000
	2012-2014	Construct - IT Data Center				\$38,000,000		\$38,000,000
	2012-2014	Construct – Soccer Stadium					\$16,119,000	\$16,119,000
	2012-2014	Construct – Utilities, Remove Overhead Lines				\$10,350,000		\$10,350,000
	2012-2014	Expand – Chilled Water and Electrical Ser Upgrade				\$12,750,000		\$12,750,000
	2012-2014	Expand – Patterson Baseball Stadium					\$4,573,000	\$4,573,000
	2012-2014	Expand – Rauch Planetarium			\$3,220,000			\$3,220,000
	2012-2014	Expand – Sackett Hall				\$14,758,000		\$14,758,000
	2012-2014	Expand – School of Public Health and Info Sciences				\$11,561,000		\$11,561,000
	2012-2014	Expand - Trager Indoor Practice Facility					\$1,000,000	\$1,000,000
	2012-2014	Expand - Ulmer Stadium (Softball)					\$2,600,000	\$2,600,000
	2012-2014	Expand and Renovate – Founders Union Building Phase II				\$19,112,000		\$19,112,000
	2012-2014	Lease - Digital Output System(s)				\$2,500,000		\$2,500,000
	2012-2014	Purchase - 3D Surface Deformation Measurement			\$200,000			\$200,000
	2012-2014	Purchase - Additive Microdeposition Machine			\$825,000			\$825,000



Attachment A

2012-2018 CAPITAL AGENCY PLAN Board of Trustees Meeting September 8, 2011

Priority	Biennia Submitted	Project Title	General Funds	Agency Bonds	Federal Funds	Restricted Funds	Other	Total Amount
	2012-2014	Purchase - AMTI Split-Belt Instrumented Treadmill				\$270,000		\$270,000
	2012-2014	Purchase – Artificial Turf – Practice Field Facility					\$865,000	\$865,000
	2012-2014	Purchase – Artificial Turf for Field Hockey					\$1,000,000	\$1,000,000
	2012-2014	Purchase - Artificial Turf for Papa John's Stadium					\$1,000,000	\$1,000,000
	2012-2014	Purchase - Atomic Force Microscope			\$600,000			\$600,000
	2012-2014	Purchase - Atomic Layer Deposition System			\$500,000			\$500,000
	2012-2014	Purchase - Automatic Bedding Dispensing & Removal System				\$278,000		\$278,000
	2012-2014	Purchase - BD FACSAria III Cell Sorter			\$350,000			\$350,000
	2012-2014	Purchase - BD LSR II Fluorescence Asst Cell Sort			\$200,000			\$200,000
	2012-2014	Purchase - Biological Material Deposition Machine			\$600,000			\$600,000
	2012-2014	Purchase - Bulk Sterilizer				\$421,000		\$421,000
	2012-2014	Purchase - Cage and Rack Washer				\$398,000		\$398,000
	2012-2014	Purchase - Cathodoluminescence System			\$230,000			\$230,000
	2012-2014	Purchase - Chemical Vapor Deposition System			\$500,000			\$500,000
	2012-2014	Purchase - Classroom AV Recording Equipment				\$600,000		\$600,000
	2012-2014	Purchase - Computational Cluster System				\$1,500,000		\$1,500,000
	2012-2014	Purchase - Computer Processing System(s)				\$8,000,000		\$8,000,000
	2012-2014	Purchase - Confocal Microscope			\$300,000			\$300,000
	2012-2014	Purchase - Confocal Microscope				\$250,000		\$250,000
	2012-2014	Purchase - Digital Communication System				\$6,000,000		\$6,000,000
	2012-2014	Purchase - Electronic Research Information System				\$2,700,000		\$2,700,000
	2012-2014	Purchase - Enterprise Application System				\$6,000,000		\$6,000,000
	2012-2014	Purchase - Equipment Replacement Research & Inst				\$15,000,000		\$15,000,000
	2012-2014	Purchase - Etch System			\$300,000			\$300,000
	2012-2014	Purchase - FACSCanto II Analyzer				\$210,000		\$210,000
	2012-2014	Purchase - FACSAria II Special Order System			\$530,000			\$530,000
	2012-2014	Purchase - Fiber Infrastructure				\$7,000,000		\$7,000,000
	2012-2014	Purchase - Fluorescence Imaging System			\$200,000			\$200,000
	2012-2014	Purchase - Focused Ion Beam Microscope			\$1,800,000			\$1,800,000
	2012-2014	Purchase - Gene Chip Scanner			\$250,000			\$250,000
	2012-2014	Purchase - High Resolution Triple TOF Mass Spectrometer			\$400,000			\$400,000
	2012-2014	Purchase - Illumina Genome Analyzer IIe			\$610,000			\$610,000
	2012-2014	Purchase - Imprint Lithography System			\$250,000			\$250,000
	2012-2014	Purchase - Individually-Ventilated Caging System (A Tower)				\$600,000		\$600,000
	2012-2014	Purchase - Individually-Ventilated Caging System (RRC)				\$597,000		\$597,000
	2012-2014	Purchase - IT Data Center Support Systems				\$20,000,000		\$20,000,000
	2012-2014	Purchase – Land Near Belknap Campus – North				\$8,000,000		\$8,000,000
	2012-2014	Purchase – Land Near Belknap Campus – South				\$6,000,000		\$6,000,000
	2012-2014	Purchase -- Land Near Floyd Street - Parcel I				\$5,000,000		\$5,000,000
	2012-2014	Purchase - Land Near HSC – Parcel I					\$34,246,000	\$34,246,000
	2012-2014	Purchase – Land Near HSC – Parcel II				\$6,034,000		\$6,034,000
	2012-2014	Purchase – Land Near HSC – Parcel III				\$3,000,000		\$3,000,000
	2012-2014	Purchase - Laser Jet Cutting System			\$750,000			\$750,000
	2012-2014	Purchase - Library Tables and Chairs				\$275,000		\$275,000
	2012-2014	Purchase - Live Cell Intracellular Nanoprobe Station			\$400,000			\$400,000
	2012-2014	Purchase - Magnetic Resonance Imaging Equipment			\$3,000,000			\$3,000,000
	2012-2014	Purchase - Magnetic Resonance Imaging System			\$3,000,000			\$3,000,000
	2012-2014	Purchase - MALDI-TOF Mass Spectrometer			\$500,000			\$500,000
	2012-2014	Purchase - MALDI-TOF Mass Spectrometer			\$500,000			\$500,000
	2012-2014	Purchase - Metal Additive Fabrication Machine			\$800,000			\$800,000
	2012-2014	Purchase - Micro Computed Tomography			\$350,000			\$350,000
	2012-2014	Purchase - Mobile Animal Runs				\$323,000		\$323,000



Attachment A

2012-2018 CAPITAL AGENCY PLAN Board of Trustees Meeting September 8, 2011

Priority	Biennia Submitted	Project Title	General Funds	Agency Bonds	Federal Funds	Restricted Funds	Other	Total Amount
	2012-2014	Purchase - MoFlo Cell Sorter			\$500,000			\$500,000
	2012-2014	Purchase - Multiphoton Microscope				\$500,000		\$500,000
	2012-2014	Purchase - Multispectral Imaging Flow Cytometer				\$390,000		\$390,000
	2012-2014	Purchase - Nanoindenter			\$225,000			\$225,000
	2012-2014	Purchase - Nanomaterial Equipment				\$500,000		\$500,000
	2012-2014	Purchase - Networking System				\$8,000,000		\$8,000,000
	2012-2014	Purchase - OPUS Urology Table				\$300,000		\$300,000
	2012-2014	Purchase - Orbitrap Ion Trap Mass Spectrometer			\$712,000			\$712,000
	2012-2014	Purchase - Orbitrap Mass Spectrometer			\$593,000			\$593,000
	2012-2014	Purchase - PCs, Printers, Scanners for Libraries				\$350,000	\$350,000	\$700,000
	2012-2014	Purchase - Plastic Additive Manufacturing Machine			\$900,000			\$900,000
	2012-2014	Purchase - Positron Emission Tomography System			\$2,500,000			\$2,500,000
	2012-2014	Purchase - Reactive Ion Etching System			\$250,000			\$250,000
	2012-2014	Purchase - Research Computing Infrastructure				\$7,000,000		\$7,000,000
	2012-2014	Purchase - Research Equipment for Dental			\$210,000			\$210,000
	2012-2014	Purchase - Resonance Raman Spectrometer			\$500,000			\$500,000
	2012-2014	Purchase - Robotic Cranes (2) for Automated Book				\$2,200,000		\$2,200,000
	2012-2014	Purchase - Rodent Plastic Caging				\$398,000		\$398,000
	2012-2014	Purchase - Scanning Biological Microwave Microscope			\$600,000			\$600,000
	2012-2014	Purchase - Security and Firewall Infrastructure				\$4,000,000		\$4,000,000
	2012-2014	Purchase - Shared Memory Computer				\$500,000		\$500,000
	2012-2014	Purchase - Small Animal Computed Tomography				\$400,000		\$400,000
	2012-2014	Purchase - Small Animal Positron Emission Tomography				\$600,000		\$600,000
	2012-2014	Purchase - Small Animal Single Photon Emission Tomography				\$400,000		\$400,000
		Purchase - Soccer Stadium Video Boards				\$1,000,000		\$1,000,000
	2012-2014	Purchase - Spectral Confocal Microscope			\$440,000			\$440,000
	2012-2014	Purchase - Sputtering System			\$500,000			\$500,000
	2012-2014	Purchase - SQUID Magnetometer				\$500,000		\$500,000
	2012-2014	Purchase - Storage System				\$6,000,000		\$6,000,000
	2012-2014	Purchase - Technology Enhanced Classroom				\$500,000		\$500,000
	2012-2014	Purchase - Three Tesla Magnetic Resonance Imager				\$3,000,000		\$3,000,000
	2012-2014	Purchase - Transmission Electron Microscope			\$1,500,000			\$1,500,000
	2012-2014	Purchase - Tunnel Cage Washer				\$208,000		\$208,000
	2012-2014	Purchase - Two Photon Imaging System			\$480,000			\$480,000
	2012-2014	Purchase - Two-Photon Laser Scanning Microscope			\$500,000			\$500,000
	2012-2014	Purchase - UHR-TOF Mass Spectrometer			\$500,000			\$500,000
	2012-2014	Purchase - Ultraview ERS 6FO Confocal Microscope				\$420,000		\$420,000
	2012-2014	Purchase - Visualization System for Planetarium			\$2,000,000			\$2,000,000
	2012-2014	Purchase & Construct - Chevron Property				\$4,430,000		\$4,430,000
	2012-2014	Renovate - Burhans Hall				\$15,537,000		\$15,537,000
	2012-2014	Renovate - Chemistry Fume Hood Redesign, Ph II				\$16,467,000		\$16,467,000
	2012-2014	Renovate - COB Classrooms				\$1,800,000		\$1,800,000
	2012-2014	Renovate - Code Improvement Pool				\$4,047,000		\$4,047,000
	2012-2014	Renovate - College of Business Faculty Offices				\$1,000,000		\$1,000,000
	2012-2014	Renovate - Ekstrom Library				\$44,705,000		\$44,705,000
	2012-2014	Renovate - Gross Anatomy Lab				\$5,520,000		\$5,520,000
	2012-2014	Renovate - Housing - Capital Renewal Pool				\$4,400,000		\$4,400,000
	2012-2014	Renovate - J.B. Speed Building				\$12,200,000		\$12,200,000
	2012-2014	Renovate - Kornhauser Library				\$16,030,000		\$16,030,000
	2012-2014	Renovate - KY Lions Eye Research Institute (KLERI)				\$19,860,000		\$19,860,000
	2012-2014	Renovate - Law School				\$36,081,000		\$36,081,000
	2012-2014	Renovate - Life Sciences Building Vivarium				\$1,096,000		\$1,096,000



2012-2018 CAPITAL AGENCY PLAN
Board of Trustees Meeting
September 8, 2011

Priority	Biennia Submitted	Project Title	General Funds	Agency Bonds	Federal Funds	Restricted Funds	Other	Total Amount
	2012-2014	Renovate – Medical School Tower-55A				\$75,768,000		\$75,768,000
	2012-2014	Renovate – Miller Hall				\$17,087,000		\$17,087,000
	2012-2014	Renovate – Oppenheimer Hall				\$4,792,000		\$4,792,000
	2012-2014	Renovate --Papa John's Stadium Seat Replacement				\$5,000,000		\$5,000,000
	2012-2014	Renovate – Research Resource Center				\$14,708,000		\$14,708,000
	2012-2014	Renovate -- Resurface Track and Cardio Path				\$700,000		\$700,000
	2012-2014	Renovate – W.S. Speed Building				\$11,927,000		\$11,927,000
	2012-2014	Utility Distribution – South Belknap Campus				\$12,000,000		\$12,000,000
		2012-2014 TOTAL	\$419,449,000	\$153,679,000	\$34,075,000	\$1,077,656,000	\$164,050,000	\$1,848,909,000
		LEASES						
	2012-2014	Lease - Masters of Fine Arts						
	2012-2014	Lease - West Louisville Center for Community Health, Education and Outreach						
	2012-2014	Lease - Ambulatory Care Building						
	2012-2014	Lease - HSC Communication Sciences						
	2012-2014	Lease - HSC Off-Campus Office Space						
	2012-2014	Lease - Med Center One						
	2012-2014	Lease - IT Data Center Space						
	2014-2016	Construct – Shelby Campus Research Building	\$61,010,000					\$61,010,000
	2014-2016	Renovate – Capital Renewal Pool (2014-2016)	\$17,168,000					\$17,168,000
	2014-2016	Construct – Residence Hall, 500 Bed		\$41,208,000				\$41,208,000
	2014-2016	Construct – Flexner Way Mall – Hancock to Clay				\$1,500,000		\$1,500,000
	2014-2016	Purchase – Land Near HSC – Parcel IV				\$3,000,000		\$3,000,000
	2014-2016	Purchase -- Land Near Floyd Street - Parcel II				\$5,000,000		\$5,000,000
	2014-2016	Renovate – Bingham Humanities Building				\$34,530,000		\$34,530,000
	2014-2016	Renovate – Ford Hall				\$4,197,000		\$4,197,000
	2014-2016	Renovate – Gardiner Hall				\$8,422,000		\$8,422,000
	2014-2016	Renovate – Gottschalk Hall				\$3,829,000		\$3,829,000
	2014-2016	Renovate – Jouett Hall				\$3,427,000		\$3,427,000
	2014-2016	Renovate – Sackett Hall				\$8,700,000		\$8,700,000
	2014-2016	Renovate –Schneider Hall				\$19,682,000		\$19,682,000
	2014-2016	Renovate – Threlkeld Hall				\$17,804,000		\$17,804,000
		2014-2016 TOTAL	\$ 78,178,000	\$ 41,208,000	\$ -	\$ 110,091,000	\$ -	\$ 229,477,000
	2016-2018	Construct – Belknap Research Building II	\$84,790,000					\$84,790,000
	2016-2018	Construct – HSC Research Facility VI	\$190,000,000					\$190,000,000
	2016-2018	Renovate – Capital Renewal Pool (2016-2018)	\$11,576,000					\$11,576,000
		2016-2018 TOTAL	\$ 286,366,000	\$ -	\$ -	\$ -	\$ -	\$ 286,366,000

Summary by Category - Total Budget	2012-2014	2014-2016	2016-2018	
Construction - Other	\$ 1,052,783,000	\$ 111,718,000	\$ 274,790,000	
Construction - Protect Investment in Plant	\$ 654,833,000	\$ 117,759,000	\$ 11,576,000	
Equipment	\$ 58,293,000	\$ -	\$ -	
Information Technology System	\$ 83,000,000	\$ -	\$ -	
	\$ 1,848,909,000	\$ 229,477,000	\$ 286,366,000	\$ 2,364,752,000

RECOMMENDATION TO BOARD OF TRUSTEES

September 8, 2011 (Personnel Committee)

September 8, 2011 (Board of Trustees)

The President recommends:

That the following personnel recommendations be approved by the Board of Trustees.

ADMINISTRATION

James P. Ford, M.B.A.; change of appointment from Assistant Vice President for Alumni Relations (Administrator) to Director of the Henry and Rebecca Conn Legacy Society (Professional/Administrative Staff), September 8, 2011.

SCHOOL OF MEDICINE

Murali K. Ankem, M.D., M.Ch., Ranga Raya Medical College; Professor of Urology (Term), and Chair of Urology, October 1, 2011 through September 30, 2016. The appointment as Chair is at the pleasure of the Board of Trustees.

Kelli B. Dunn, M.D., Harvard University; Professor of Surgery, with tenure, October 1, 2011.

Miles Steven Evans, M.D., University of Louisville; Professor of Neurology, with tenure, October 17, 2011.

Ruth B. Greenberg, Ph.D.; change of appointment from Assistant Professor, School of Medicine Dean's Office (Term) and Associate Dean for Medical Education ((Full-time) to Associate Professor, School of Medicine Dean's Office and Associate Dean for Accreditation, (Part-time) December 2, 2011 through June 30, 2013. The appointment as Associate Dean is at the pleasure of the Board of Trustees.

Sharmila Makhija, M.D., Professor and Chair of Obstetrics, Gynecology and Women's Health; additional appointment as the Donald E. Baxter Endowed Chair, October 1, 2011. (The appointment as Chair of Obstetrics, Gynecology and Women's Health is at the pleasure of the Board of Trustees.)

Allan Tasman, M.D., Professor and Chair of Psychiatry and Behavioral Sciences; additional appointment as the John J. and Ruby B. Schwab Chair in Social, Community and Family Psychiatry, October 1, 2011. (The appointment as Chair of Psychiatry and Behavioral Sciences is at the pleasure of the Board of Trustees.)

SCHOOL OF NURSING

Lynne Hall, Dr.PH, University of North Carolina, Chapel Hill; Professor of Nursing, with tenure, and Associate Dean of Research, November 7, 2011. The appointment as Associate Dean is at the pleasure of the Board of Trustees.

Approved by:

Kathleen M. Smith

Asst. Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING BYLAWS OF
THE BRANDEIS SCHOOL OF LAW

Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011

RECOMMENDATION:

The President recommends:

That the Board of Trustees approve the revised Bylaws for the Brandeis School of Law in the form attached, to be effective immediately.

Committee Action:

Passed: X

Did Not Pass:

Other:

Board Action:

Passed: X

Did Not Pass:

Other:

Kathleen M. Smith
Assistant Secretary

Kathleen M. Smith
Assistant Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING PERSONNEL DOCUMENTS
OF THE BRANDEIS SCHOOL OF LAW AND LAW LIBRARY

Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011

RECOMMENDATION:

The President recommends:

That the Board of Trustees approve the revised personnel document for the Brandeis School of Law and Law Library in the form attached, to be effective immediately.

Committee Action:

Passed: X

Did Not Pass:

Other:

Board Action:

Passed: X

Did Not Pass:

Other:

Kathleen M. Smith
Assistant Secretary

Kathleen M. Smith
Assistant Secretary

**RECOMMENDATION TO THE UNIVERSITY OF LOUISVILLE BOARD OF TRUSTEES
CONCERNING BYLAWS OF THE COLLEGE OF EDUCATION AND HUMAN DEVELOPMENT**

**Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011**

RECOMMENDATION:

The President recommends:

That the Board of Trustees approve the revised Bylaws document for the College of Education and Human Development in the form attached, to be effective immediately.

Committee Action

Passed
Did Not Pass
Other

Katalin M. Smith
Assistant Secretary

Board Action

Passed
Did Not Pass
Other

Katalin M. Smith
Assistant Secretary

ORGANIZATIONAL OUTLINE AND BYLAWS OF THE COLLEGE OF EDUCATION AND HUMAN DEVELOPMENT

ARTICLE I. PURPOSE

The purpose of these Bylaws is to establish the organization and legislative procedures of the faculty of the College of Education and Human Development (also referred to as CEHD and/or the College herein) of the University of Louisville.¹

~~ARTICLE I. Objectives — The College of Education and Human Development shall be devoted to teaching, scholarship, and service; and, by means of these activities, shall seek to understand and improve education in all of its forms.~~

ARTICLE II. FACULTY MEMBERSHIP²

A. Tenured and Probationary Faculty

All persons holding tenured or probationary full-time faculty appointments as defined in Sections 4.1.1. of *The Redbook*, and whose primary academic appointment is in the College of Education and Human Development shall be voting members of the faculty. Their appointment by the Board of Trustees shall constitute their appointment as voting faculty members. Faculty retain voting rights as long as their primary academic appointment remains in the College. Voting members on leave shall not vote unless they inform the Office of the Dean in writing that they wish to vote during their leave. A list of eligible faculty will be provided to the Faculty Advisory Council and Committee on Committees by the Office of the Dean, at the beginning of the Fall, Spring and Summer terms. ~~all other sections of these Bylaws notwithstanding.~~

B. Term Faculty³

All persons holding non-tenurable full-time term faculty appointments (*The Redbook* Sec. 4.1.1.) and all persons holding joint faculty appointments whose primary academic appointment is in another unit shall be non-voting members of the faculty. Upon the recommendation of one member of the tenured or probationary faculty, seconded by another member of the tenured or probationary faculty, any person (individually or as a group) not meeting the requirements of Section A, above, may be elected to voting membership for a prescribed term, not to exceed an academic year, except that no voting rights regarding matters related to personnel, promotion, and/or tenure may be extended to any person who does not meet the criteria set forth in Section A. The motion to extend voting rights permitted above requires a favorable vote, by paper ballot, of three-fourths of the tenured and probationary faculty voting at a regular meeting of the faculty. ~~and not less than a majority of the entire tenured and probationary faculty.~~

¹ The Organizational Chart of the College of Education and Human Development is attached hereto as Attachment “D”.

² See *The Redbook* Section 3.3.

³ Includes Instructors, Assistant, Associate, and Full Professors.

Upon agreement within a department, persons holding full-time term appointments in that specific department can be accorded defined voting status within that department. Term faculty may be appointed for a contract period not to exceed 3 years. Such appointments are renewable, but non-tenurable. Their appointment by the Board of Trustees shall constitute their appointment as non-voting faculty members. Such persons are entitled to attend CEHD faculty meetings and departmental faculty meetings where they have assignments and to participate fully in the discussion at such meetings.

C. Responsibilities

1. Legislative Powers

Except as otherwise provided by *The Redbook*, the Faculty of the College of Education and Human Development shall have general legislative powers over its own affairs including, but not limited to, admissions requirements, curricula, instruction, examination, personnel policies and procedures, collegiate structure, and recommendations through the President to the Board of Trustees for the granting of degrees. In particular, as stated in Section I.C of the *Minimum Guidelines for Faculty Personnel Review*, the faculty shall develop a mission statement.⁴ It is understood that the Dean has the final approval of any mission statement developed by the faculty for the unit.

2. Committees

The Faculty may establish as many committees as it deems necessary. Only those members of the faculty (tenured, probationary, or term) having at least 50% of their assigned duties in the College of Education and Human Development shall be eligible to represent the College on any University or Administrative Committees. For any committee requiring departmental representation, only full-time faculty (tenured, probationary, and term) who have a primary appointment and at least 50% of their assigned duties in the department are eligible to serve as representative of that department on committees unless a different membership criteria is set forth in these bylaws or the committee structure approved by the faculty.

~~ARTICLE II – Members~~

~~Section 1 – All persons who hold academic tenure in the college or who are currently employed on a probationary contract (i.e., tenure track) in the college shall be voting members of the faculty of the college. Such persons, however, shall have at least 50 per cent of their university assignment in and at least 50 per cent of their university salary paid by the college.~~

~~Section 2 – Upon the recommendation of one member, seconded by another member, and by a three-fourths vote by ballot at a regular meeting, any person not meeting the requirements of Section 1, above, may be elected to voting membership for a prescribed term.~~

⁴ The Mission Statement of the College of Education and Human Development is attached hereto as Attachment “A”.

ARTICLE III. OFFICE OF THE DEAN

The Office of the Dean shall include the Dean and such Associate or Assistant Deans as may be appointed. The Dean shall be the administrative head and academic leader of the College.⁵ Responsibilities, duties and actions of the Dean shall be in keeping with the decisions, policies and regulations adopted by the Board of Trustees, the Office of the President and the Faculty of the College. Specific responsibilities and duties are specified in a detailed job description which shall be approved by the President of the University and Faculty of the College, and which shall be attached to these Bylaws. Job descriptions of Associate and Assistant Deans shall be prepared by the Dean and be made available to the faculty. The Dean, Associate Deans, and Assistant Deans shall be reviewed in accordance with *The Redbook*, and the CEHD Personnel Policies and Procedures where applicable.

ARTICLE III. ~~Officers~~

~~Section 1~~ As specified in ~~The Redbook~~, the dean is the educational and administrative head of the College of Education and Human Development. Performance reviews of the dean shall be guided by ~~The Redbook~~. The dean shall have primary responsibility for representing the views of the college faculty to all groups and persons external to the college, particularly to the central administration of the university. The dean shall be responsible for the administration and efficient conduct of the educational program of the college and for integrating the plans of the college with those of the university. The dean shall enforce the policies and regulations adopted by the Board of Trustees, the Office of the President, the Faculty Senate, and the college faculty. In addition, the dean's efforts shall be guided by the specific responsibilities contained in the job description for the Dean of the College of Education and Human Development.

~~Section 2~~ As specified in ~~The Redbook~~, chairpersons are the educational and administrative heads of departments in the college. Performance reviews of chairpersons shall be guided by ~~The Redbook~~. Each chairperson shall have primary responsibility for representing the views of the department faculty to all groups and persons external to the department, particularly to the dean. Each chairperson shall be responsible for the administration and efficient conduct of the educational program of the department and for integrating the plans of the department with those of the college. The chairperson shall enforce the policies and regulations adopted by the Board of Trustees, the Office of the President, the Faculty Senate, the College of Education and Human Development, and the department faculty. In addition, the chairperson's efforts shall be guided by the duties and responsibilities listed in ~~The Redbook~~ for department chairpersons.

ARTICLE IV: FACULTY ADVISORY COUNCIL (NEW SECTION)

**REVISIONS MADE FOLLOWING APRIL 2010 FACULTY MEETING
indicated with underlined and ~~strikethrough~~ text**

⁵ The job description for the Dean of the College of Education and Human Development is attached hereto as Attachment "B".

A. Responsibilities & Purpose

The Faculty Advisory Council shall act as ~~a representative the executive~~ body for the Faculty. As a representative body of the faculty of the College, the Faculty Council is the conduit of information flow by and between faculty regarding all matters that cut across departments and programs. Specific functions are included below:

B. Functions

1. To distribute memoranda to members of the Faculty and to encourage faculty participation in and discussion of important matters affecting the College of Education and Human Development.
2. To represent the Faculty on all matters except those specifically assigned to other organizations by the Bylaws of the College of Education and Human Development.
3. To present proposals and concerns grievances to the Dean's Council, the Dean, or to meetings of the Faculty.
- ~~3. To recommend the establishment and abolition of standing faculty committees.~~
4. To assist in the effective functioning of College Committees including but not limited to making recommendations for the establishment and/or abolition of committees.
- ~~5. To distribute memoranda to members of the Faculty and to encourage faculty participation in and discussion of important matters affecting the College of Education and Human Development.~~
- ~~6. To resolve disputed elections.~~

C. Composition and Selection

1. Membership of the Faculty Advisory Council shall consist of ~~its President, the President Elect,~~ one faculty representative of each academic department. All faculty as defined in Section A (tenured, probationary, and term) are eligible to serve on the Faculty Advisory Council except faculty with administrative appointments or duties accounting for 50% or more of their annual workload are ineligible to serve. ~~and one representative of the term faculty.~~ Nomination and election of representatives of academic departments shall be by their constituent faculties.
2. ~~The President and President Elect each serve one year terms starting on August 1st. All other members serve two year staggered terms. In order to initially populate this Council, nominations for the President and President Elect shall be made by the Committee on Committees and additional nominations shall be accepted at a regular Faculty meeting. Tenured and probationary faculty shall elect the President and President Elect by paper ballot at a regular faculty meeting. Proxy and/or absentee voting is not permitted. Nomination and election of representatives of academic departments shall be by their constituent faculties. Once this committee has been initially populated, in each successive election, it will only be necessary to nominate and elect a President Elect since President Elect automatically becomes the President following his/her term as President Elect, and will serve one year as President.~~

2. To initially populate ~~the remainder of the Council, one representative will be elected from each department and one representative from the term faculty as described in the previous section.~~ those departments, whose representatives are to serve beginning in an odd-numbered year, will serve a two year term beginning in 2011. Those departments, whose representatives are to serve starting in an even numbered year, will serve a one year term beginning in 2011 and then two year terms thereafter. Members representing the Departments of Elementary and Early Childhood Education; Leadership, Foundations & Human Resource Education, and Health & Sport Sciences; ~~and the Term faculty representative~~ serve terms starting on August 1st of an even numbered year. Members representing the Departments of Health & Sport Sciences; Middle and Secondary Education; Special Education; and Educational & Counseling Psychology serve terms starting on August 1st of odd numbered years.

3. ~~If the office of the President becomes vacant, it shall be filled by the President Elect.~~ If any ~~other~~ position becomes vacant, it shall be filled by nominations and election in accordance with IV.C.1 ~~2~~ above.

D. Operations

1. Meetings of the Faculty Council shall be held at least twice during each regular academic semester (Fall/Spring) and at least once during the summer term. Any member of the Faculty Council may add items to the agenda. The agenda shall be perpetual, for example, items not acted on in one meeting shall be carried over to the next meeting. At the first meeting during the Fall academic term, the members of the Faculty Advisory Council shall elect a Chair and a Vice-Chair from their membership. The Vice-Chair shall ~~The President Elect shall~~ serve as a recording secretary and keep minutes of Council meetings. The Vice-Chair shall also chair the meetings of the Faculty Advisory Council in the absence of the Chair.

2. The Office of the Dean shall provide the Council with (a) a file cabinet, and (b) the occasional services of a staff person to record, prepare, and distribute minutes of Council meetings and maintain the Council files.

ARTICLE V. FACULTY MEETINGS

A. Time of Meetings

~~The Dean The Faculty Advisory Council, by and through the Faculty Advisory Council President,~~ shall call at least one regular Faculty Meeting in each fall and spring academic semester. Additional meetings may be called by the Dean or Faculty Advisory Council as needed to conduct the affairs of the faculty. ~~The Dean may call a faculty meeting at any time.~~ Upon petition to the Dean ~~and to the Faculty Advisory Council~~ by at least ten members of the College of Education and Human Development's voting Faculty, a special Faculty Meeting must be called as soon as practicable. ~~by either the Dean, or the President of the Faculty Advisory Council.~~

B. Presiding Officer

The Dean President of the Faculty Advisory Council or the person's designee shall normally chair all meetings. However at the Dean's request or in the absence of the Dean another member may be elected by a majority vote to preside at the meeting.

C. Agenda

The agenda for all Faculty Meetings shall be compiled and ordered by the Dean President ~~of the Faculty Advisory Council in consultation with the Faculty Advisory Council Dean.~~ The agenda may include items originating from the Dean, the Dean's Council, the Faculty Advisory Council, the CEHD Faculty Senate representatives, the Staff Council, the CEHD SIGS Council, ~~and the Student Council,~~ or any member of the faculty. The Office of the Dean shall distribute the agenda and supporting documentation if applicable to all faculty members at least one week in advance of any faculty meeting.

D. Minutes

The Office of the Dean shall provide sufficient staff to record the meeting and type the minutes. Minutes shall be distributed with the agenda for the next meeting to all faculty members. Agendas and approved minutes shall be sent to the Faculty, Staff, Student Council, Offices of the College, administrative personnel, the Office of the President and the University Archives. Recordings of the meeting shall be kept for one year.

E. Faculty Meeting Parliamentarian

The ~~Faculty Advisory Council~~ Dean shall appoint a College of Education and Human Development Parliamentarian at the beginning of the Fall Semester of each year. The principal duty is to advise the presiding officer of the Faculty meeting, upon request, on matters of rules of order and of the College of Education and Human Development Bylaws.

F. Quorum

Fifty (50%) percent of the entire eligible voting Faculty shall constitute a quorum.

G. Participation

All faculty members (tenured, probationary and term) as defined in Article II may participate in debate.

ARTICLE IV. Meetings

Section 1—~~The dean shall be the presiding officer at college meetings; however, at the dean's request or (in the dean's absence) by a majority vote of members present, another member may be designated to preside.~~

Section 2—~~The dean shall call all regular meetings of the college faculty and shall call at least one regular meeting each semester of each academic year.~~

Section 3—~~Special meetings of the college faculty may be called at the written request to the dean of at least ten members.~~

Section 4—~~Written notification of each meeting, together with an agenda, shall be sent by the dean to members at least five working days prior to the day of the meeting, except in the case of bona fide emergencies. Notification of emergency and of special meetings shall include the purpose for which the meeting is being called; at such meetings, no business shall be conducted that is not directly pertinent to the notified purpose. Notification of all meetings shall also be sent by the dean to the Office of the President.~~

Section 5—~~A quorum shall consist of one-half the members and shall be required to conduct a meeting of the college.~~

Section 6—~~Minutes of all meetings shall be distributed by the dean in a timely manner to all members, to the chairperson of the Faculty Senate, to the University Archives, and to the Office of the President.~~

ARTICLE VI. DEAN'S COUNCIL (NEW SECTION)

A. Responsibilities

The Dean's Council shall serve as an advisory body to the Dean and the Faculty on administrative and academic matters.

B. Functions

The functions of the Dean's Council are to offer advice and council to the Dean and/or faculty, regarding courses of action on any matters affecting the business of the college. The Committee may refer detailed consideration of an issue to a ~~Standing~~ Committee of the College or the Faculty Advisory Council. The faculty shall routinely be informed of actions taken and announcements made at meetings by means of the minutes. However, the person representing each constituent group of the College, as established in Section D, Structure, shall be responsible for rapid dissemination of information affecting that group.

C. Meetings

Meetings of the Dean's Council shall be held at least once each month, except for the month of August. Any member of the Dean's Council may add items to the agenda. The agenda shall be perpetual, for example, items not acted on in one meeting shall be carried over to the next meeting. A preliminary agenda shall be distributed to all faculty at least one day prior to the meeting. All documentation in support of these agenda items shall be distributed to all members of the Dean's Council at least two days prior to the meeting to give them an opportunity to consult with their constituencies prior to the meeting. Items not on the timely agenda described above may be acted on upon the consent of two-thirds of the members present at the meeting and any such items shall be permitted to be reconsidered at a future meeting by the request of any individual member of the Committee.

D. Structure

1. Voting members of this committee shall consist of the Dean, Associate or Assistant Dean(s) as appointed by the Dean, all Department Chairs, and the Chair of the Faculty Advisory Council.
2. The Dean shall be permanent chair of the committee. At the discretion of the Dean, however, another voting member of the committee may be designated to preside.
3. A staff secretary to this committee shall be appointed from the Dean's Office. The secretary will not hold membership on this committee.

E. Advisory Subcommittees

The Dean may appoint ad hoc or standing advisory subcommittees for advice. The Dean or the Dean's designee shall serve as chair. Meetings will be called by the Dean. Reports of all issues discussed and decisions reached will be made in writing to the Dean's Council.

ARTICLE VII. DEPARTMENTS AND ACADEMIC SUPPORT GROUPS

A. Establishment and Elimination of Departments and Academic Support Groups

A faculty recommendation to establish or eliminate a department or Academic Support Group requires a favorable vote of two thirds of those voting but not less than a majority of the entire voting faculty. A paper ballot shall be used. Established academic departments in the College of Education and Human Development are:

1. Educational & Counseling Psychology;
2. Early Childhood and Elementary Education;
3. Health & Sport Sciences;
4. Leadership, Foundations, & Human Resource Education;
5. Middle & Secondary Education; and
6. Special Education.

Present Academic Support Groups are Education Advising Center, Education Resource and Technology Center, Office of Research, and the Office of Educator Development and Clinical Practice.

B. Chair of Departments

Department Chairs will be selected and evaluated in accordance with *The Redbook* Section 3.3.5.B & D, the *CEHD Personnel Policies and Procedures*, and any applicable departmental criteria or policy.

C. Departmental Faculty

A faculty member, as defined in Article II, may only have membership on the faculty for a single department and this shall be known as the faculty member's primary academic appointment. The faculty of a department shall consist of all persons whose primary academic appointment is within that department. Only tenured and probationary faculty members of the College of Education and Human Development Faculty may be voting members of a department unless the department extends such voting rights to non-tenurable term faculty consistent with these bylaws. Only faculty with their primary academic appointment in a department may represent that department on College committees or on Departmental committees. A faculty member may have a secondary assignment in another department. Faculty whose primary appointments involve a division of assignments may participate, but not vote, in the proceedings of another department in which the faculty member has a secondary assignment. Meetings of departmental faculty shall be scheduled by the chair upon his or her initiative or upon the request of a majority of the departmental faculty. Agenda items may be proposed by the chair or by any individual faculty member.

D. Academic Support Group Administrators

Each Academic Support Group shall have an administrator who shall serve at the pleasure of the Dean and the Board of Trustees in accordance with *The Redbook*, Section

2.3.1.B. A job description for each such administrative position shall be developed by the Dean and approved by the faculty.

E. Departmental Rules of Governance

The voting faculty of each department shall collectively be its governing body. They may establish committees, or other appropriate machinery for transacting the business of the department under Rules of Governance, which must conform to *The Redbook*, these Bylaws and be approved by the Dean.

ARTICLE VI. Departments

~~Section 1~~ The departments of the college shall be as follows:

- ~~a. Department of Leadership, Foundations and Human Resource Education~~
- ~~b. Department of Teaching and Learning~~
- ~~c. Department of Educational and Counseling Psychology~~
- ~~d. Department of Health Promotion, Physical Education and Sport Studies~~

~~Section 2~~ The faculty of each department shall collectively be its governing body and shall establish committees or other appropriate machinery for transacting the business of the department, provided that the provisions established are in accordance with the policies and regulations adopted by the Board of Trustees, the Office of the President, the Faculty Senate, and the College of Education and Human Development.

ARTICLE VIII. COMMITTEES OF THE FACULTY

A. Kinds of Committees

1. Redbook and Bylaws Committees

The following committees of College of Education and Human Development are either required by *The Redbook* or by these Bylaws: **CEHD Committee on Committees; CEHD Personnel Committee, CEHD Student Academic Grievance Committee.** These committees' charge, composition, selection, and terms are described below and changes to the charge, composition, selection, and terms may be made in accordance with other amendments or modifications to these bylaws as set forth in Article XII.

2. Standing Committees

The faculty shall have the power to create or dissolve Standing Committees of the faculty of the College of Education and Human Development. The Standing Committees of the CEHD are Curriculum, Diversity, Honors and Scholarships, Planning and Budget, Policy Review, Research and Professional Development, Standards and Admission and Technology.⁶ The decision to create or dissolve a Standing Committee requires a favorable vote of two-thirds of those voting. ~~but not less than a majority of the entire voting faculty.~~ Upon the request of a voting member of the faculty, a paper ballot may be utilized. The charge, method of selecting members and terms of office for each standing committee must be approved by the College Faculty by a favorable vote of a majority of those voting. ~~majority vote.~~ The list of Standing Committees, their charge, method of selecting members and terms of office shall be maintained by the Dean and by the Faculty Advisory Council. Each committee is responsible for annually reviewing its charge and proposing changes to it, when needed, to the Faculty.⁷

3. Ad Hoc Committees

Upon the recommendation of the Dean or the Faculty Advisory Council, ad hoc committees may be appointed or elected to perform a particular task related to the college's objectives. If the committee is to be elected, each department representative shall be elected by their constituent departmental faculty. A majority of persons serving on an ad hoc committee shall be full-time faculty members.

~~ARTICLE V. Committees~~

~~Section 1— Committees established to carry on the work of the college shall be special committees or standing committees. Any committee may propose actions for the consideration of faculty members at college meetings; and, as set forth in these bylaws or as directed by a majority vote of members at a college meeting, a committee may take specific action on behalf of the college.~~

⁶ The detailed charge, composition and selection, and term of current Standing Committees of the CEHD are listed in Attachment "C" hereto.

⁷ The current Standing Committees of the CEHD are listed in Attachment "C" hereto.

~~Section 2~~ — The dean, in consultation with department chairpersons and other faculty as appropriate, may appoint or may request the election of a ad hoc committee to perform a particular task related to the college's objectives. Each department shall elect candidates to serve on ad hoc committees (e.g., Bylaws Revision, Name Change). A majority of persons serving on an ad hoc committee shall be voting members of the college faculty.

~~Section 3~~ — The dean, in consultation with department chairpersons, shall appoint each year a special Committee on Committees for the purpose of nominating a slate of candidates for each vacancy on standing committees. The Committee on Committees shall be composed of one faculty member from each department of the college. The committee's report, including its list of nominees, shall be sent to members along with the notification of the April meeting of the college. The committee shall also nominate candidates for election to fill unexpired terms on standing committees at any time vacancies occur. However, if such vacancies impede any standing committee's ability to function, the Committee on Committees shall appoint new members temporarily to the standing committee, using such fair and reasonable means as are necessary, until vacancies can be filled by an election during a college meeting. The Committee on Committees shall monitor the membership of all standing committees and shall make nominations and appointments that reflect the diversity of the college faculty.

~~Section 4~~ — Unless otherwise specified in these bylaws, only faculty members who are not administrative officers shall be eligible to serve on standing committees of the college. Members who serve on standing committees shall be elected by ballot by the faculty during the April meeting or may be similarly elected or be appointed at other times in accordance with Section 3, above, as vacancies occur. After the Committee on Committees has presented its candidates for vacant positions, additional nominations may be made from the floor. Except for the Personnel Committee, for which members shall be elected by a majority of faculty voting at the meeting, nominees receiving the largest number of votes shall be elected to vacant positions, with the person receiving the largest number of votes placed in the position of longest term and so on in descending order. Normal terms of service on standing committees shall commence on July 1. All faculty elected as alternates shall serve one-year terms.

~~Notification of all meetings of standing committees shall be given to the dean. Minutes shall be taken at all meetings of standing committees and shall be sent to the dean, who shall forward a copy to the University Archives.~~

~~The standing committees of the college shall be as follows:~~

B. Redbook & Bylaws Committees

1. Committee on Committees

a. Charge

This committee serves to consider and propose nominees for positions which are filled by College faculty elections, to monitor the structure of the College ~~Standing~~ Committees,

and to conduct faculty elections. To implement the purpose of this committee, as described above, this committee shall be charged with the following functions:

1. To define vacancies on the Faculty Advisory Council and/or College ~~Standing~~ Committees as temporary or permanent.
- ~~2. To recommend to the Faculty Advisory Council methods to fill the vacancies.~~
2. To conduct elections, and to have jurisdiction in the case of disputed elections. ~~and to recommend to the Faculty Advisory Council resolution of the disputes.~~
3. To be responsible for the creation of all slates for committee memberships and other offices filled by College faculty election. This shall include the responsibility of ensuring that the opportunity for nominations is provided at regular faculty meetings and that all faculty are afforded the opportunity to freely nominate and select from among their voting faculty.
4. To ensure that departmental faculties responsible for selection of departmental representatives are permitted an opportunity to freely nominate and select from among their voting faculty.
5. To review the charge, structure, and operations of the College ~~Standing~~ Committees every fifth year, starting in 2015.

b. Composition & Selection

The Committee on Committees shall consist of one faculty member from each academic department. Members are elected by their respective departmental constituencies.

c. Terms

Members serve three year terms. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

2. CEHD Personnel Committee

a. Charge

To represent tenured and probationary faculty in advising the Dean regarding individual personnel actions including appointments, promotions, salary increases based on merit, tenure decisions, career reviews, and annual reviews based on *The Redbook* policies; and general personnel policies in the college. To ensure confidentiality of the committee's deliberations and written records regarding individual persons.

b. Composition & Selection

The Committee shall consist of one representative from each academic department elected by the departments' constituent faculties and one representative elected at large. The at large position will be elected by the entire tenured and probationary faculty from among faculty eligible to serve as described below. Department chairs and faculty with administrative appointments accounting for 50% or more of their annual workload are ineligible to be committee members. All members of the committee must be at or above the rank of associate professor with tenure. An alternate ~~shall~~ may be selected for any member of the committee during any year in which an elected member is also being considered for promotion. A chair shall be elected by the committee from among its members each year during the Fall Semester, at a meeting called by a member designated during the previous Spring.

c. Term

The term of office for committee members shall be three years. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire. Any member is eligible for re-election for one consecutive term. Any member who has served two consecutive terms must rotate off of the committee for at least one term, and then may be re-elected to the committee. The term of new members shall begin on August 1.

~~C. Personnel Committee~~

~~1. Function~~

- ~~a. To represent the faculty in advising the dean regarding individual personnel actions (appointments, promotions, salary increases, tenure decisions, personnel problems based on The Redbook policies) and general personnel policies in the college.~~
- ~~b. To ensure confidentiality of the committee's deliberations and written records regarding individual persons.~~
- ~~c. To formulate proposed personnel policy for the consideration of the faculty and to report to the faculty the existence of any personnel policy or practice which is not widely known or understood in the college.~~

~~2. Structure~~

- ~~a. Consists of one faculty member from each department elected by the faculty with one elected at-large faculty member. Faculty members must be tenured and hold the rank of associate professor or professor.~~
- ~~b. Faculty members serve three-year terms.~~

3. CEHD Student Academic Grievance Committee

a. Charge

This Committee will hear and make recommendations on student grievances concerning academic matters per *The Redbook*, Chapter 6, and the Student Academic Grievance Procedure adopted by the Board of Trustees. The Committee shall organize its activities as needed to serve the interests of both undergraduate and graduate students. The

Committee shall make a written report to the Faculty of its activities annually. These annual reports should be submitted to the Dean, the ~~President~~ Chair of the Faculty Advisory Council, and the SIGS Council before September 1st, of each year.

b. Composition & Selection

This committee shall be comprised of one representative from each academic department elected by the departmental faculty and three student members appointed by the Student Council. At least one undergraduate and one graduate student representative must comprise the student committee membership. One of the faculty representatives should be elected as Chair each year during the Fall term.

c. Terms

Faculty terms are three year terms. The term of the student members are one year. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire. The term of new members shall begin on August 1.

G. ~~Student Academic Grievance Committee~~

1. ~~Function~~

- a. ~~To receive and take appropriate action on all student academic grievances of undergraduate students.~~
- b. ~~To follow procedural guidelines consistent with applicable sections of The Redbook.~~

2. ~~Structure~~

- a. ~~Consists of one elected faculty representative from each department and three alternates also elected by the faculty, and one student representative who shall serve for a one-year term. If the student representative cannot attend then the committee shall appoint a student designee.~~
- b. ~~The dean's office designee (other than dean) who has no other involvement at the next level of review shall be a non-voting/non-participating member.~~

ARTICLE IX. PARLIAMENTARY AUTHORITY

The CEHD Faculty and Committee meetings shall be governed by the rules contained in the current edition of *Robert's Rules of Order* in all cases in which they are not inconsistent with these Bylaws or any special rules of order which the Faculty may adopt.

~~ARTICLE VII. Parliamentary Authority — The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the college meetings and college committee meetings in all cases to which the rules are applicable and in which they are not inconsistent with these bylaws or any special rules of order the members may adopt.~~

ARTICLE X. THE STAFF OF THE COLLEGE OF EDUCATION AND HUMAN DEVELOPMENT

The College of Education and Human Development Staff Council shall be the representative organization of the Staff of the College and shall operate under its own set of bylaws, except that staff matters which affect the operation of the College require the approval of the Dean upon the advice of the Dean's Council.

ARTICLE XI. STUDENTS

The College of Education and Human Development Student Council shall be the organization of the students of the College and shall operate under its own set of bylaws.

ARTICLE XII. PROCEDURE FOR AMENDMENTS

The Policy Review Committee may recommend amendments to these Bylaws. In addition, any faculty member may propose an amendment to these Bylaws if endorsed by at least four other faculty members. Proposed amendments from either the Policy Review Committee or the faculty, the amendment will be placed on the agenda of the next Faculty Meeting for discussion. A copy of the proposed amendment and a copy of the Article or Section to be amended shall be distributed to each faculty member at least one week prior to the Faculty Meeting. Approval of the amendment may be made after such discussion by a favorable vote of two-thirds of those voting. ~~but not less than a majority of the entire voting faculty.~~ Upon request of any member of the voting faculty a paper ballot may be utilized. Amendments receiving sufficiently many votes will be forwarded through appropriate channels to the Board of Trustees for approval.

~~**ARTICLE VIII. — Amendment of Bylaws** — These bylaws may be amended at any regular meeting by a two-thirds vote of the members present, provided that the proposed amendment has been submitted in writing at the previous meeting. Amendments receiving the required two-thirds vote shall be effective when approved by the president or by the Board of Trustees, as required.~~

Approved by the Faculty of the College of Education and Human Development 10/22/2010

Index of Attachments

- A) Mission Statement of the College of Education and Human Development
- B) Job description for Dean (4 pages) approved November, 2009.
- C) Standing Committees of the College of Education and Human Development as of August 6, 2010.
- D) Organizational Chart of the College of Education and Human Development as of August 6, 2010

**ATTACHMENTS TO THE ORGANIZATIONAL OUTLINE AND BYLAWS OF
THE COLLEGE OF EDUCATION AND HUMAN DEVELOPMENT
(Approved October 22, 2010)**

Attachment A

Mission Statement of the College of Education and Human Development

The College of Education and Human Development embraces the university's mission as a metropolitan research university committed to advancing the intellectual, cultural, and economic development of our diverse communities and citizens. We promote the highest levels of learning and social, emotional, and physical health and well-being for all children, individuals, and families. Our programs enhance the organizations and communities in which our citizens grow and develop. Our mission is to advance knowledge and understanding across our disciplines and constituencies and to develop educational leaders who will inform policy, improve practice, strengthen communities, and address pressing social concerns. We prepare students to be exemplary professional practitioners and scholars; to generate, use, and disseminate knowledge about teaching, learning, health promotion, disease prevention, and leadership in public and private sector organizations; and to collaborate with others to solve critical human problems in a diverse global community. We seek to continually improve the quality of life for all in our metropolitan community, the Commonwealth of Kentucky, and the nation.

Attachment B

Job Description for the Dean of the College of Education and Human Development

The Dean of the College of Education and Human Development (CEHD) is the chief academic officer of the college. The Dean is charged with providing progressive and dynamic intellectual and academic leadership to the college and enthusiastic support for the University's core values of quality, caring, diversity, innovation, and service.

General Responsibilities of the Dean

The Dean of the College of Education and Human Development reports directly to the Provost and will:

Lead the College in furthering the values, mission, and goals of the University and the CEHD.

Ensure the timely development and implementation of appropriate priorities and policies for the College, as well as strategic plans that are both visionary and pragmatic.

Lead and strengthen the already dynamic partnerships with the 100,000-student Jefferson County Public Schools, the surrounding Ohio Valley Education Cooperative, Northern Kentucky Cooperative, and other districts across the Commonwealth of Kentucky and State of Indiana. Sustain accreditations to ensure the College maintains quality programs consistent with other nationally prominent universities.

Recruit, mentor, and retain nationally exemplary faculty, staff and students with special emphasis on diversity and collaboration.

Sustain a climate in which faculty excel in scholarly research, teaching, service, and community outreach.

Lead the development efforts of the College, including personal participation in the cultivation, solicitation, and stewardship of major donors, prospective donors, and alumni.

Advocate for the College within local, state, and federal agencies and serve as a thought leader on issues of education in each of these settings.

Work with the departments to ensure that every CEHD graduate can meet the needs of his or her respective diverse work environments and that CEHD graduates are considered to be among the world's most coveted teachers, administrators, and professionals.

Work with all the University's centers, colleges and departments in pursuit of innovative solutions to complex problems.

The aforementioned duties shall be accomplished in accordance with the decisions, policies and regulations adopted by the Board of Trustees, the Office of the President and the Faculty of the School. Unless prohibited by The Redbook or the Bylaws of the College of Education and Human Development, the Dean may delegate the aforementioned duties to appropriate administrators.

Approved by the Faculty of the College of Education and Human Development DATE////

Attachment C

Standing Committees of the College of Education and Human Development As of August 6, 2010

Committee	Committee Members	Term	Department
CURRICULUM	Pat Leitsch	2013	Ldrship, Fndtns & Human Resource Ed
	Lori Norton-Meier	2013	Teaching & Learning
	Natalie Kosine	2013	Educational & Counseling Psychology
	Bill Weinberg	2012	Health & Sport Sciences
	Amy Lingo	2011	At-Large
	Tom Tretter	2011	At-Large
DIVERSITY	Sandra Duncan	2013	Educational & Counseling Psychology
	Fashaad Crawford	2013	Ldrship, Fndtns & Human Resource Ed
	Tia Johnson	2012	Staff
	Monica Delano*	2011	Teaching & Learning
	Stefanie Wooten	2011	Health & Sport Sciences
HONORS AND SCHOLARSHIP	Adrienne Bratcher	2013	Health & Sport Sciences
	Nicole Fenty	2012	Teaching & Learning
	Michael Cuyjet	2011	Educational & Counseling Psychology
	Craig Hochbein	2011	Ldrship, Fndtns & Human Resource Ed
PERSONNEL	Tim Landrum	2013	At-Large
	Mark Leach	2013	Educational & Counseling Psychology
	Ann Swank	2012	Health & Sport Sciences
	Namok Choi	2011	Ldrship, Fndtns & Human Resource Ed
	Tom Tretter	2011	Teaching & Learning
PLANNING AND BUDGET	Anita Moorman	2013	Health & Sport Sciences
	Jim Stone	2013	Ldrship, Fndtns & Human Resource Ed
	Ruth Moser	2012	Staff
	Nancy Cunningham	2012	Educational & Counseling Psychology
	Maggie McGatha	2012	Teaching & Learning
RESEARCH AND FACULTY DEV	Peter Alter	2013	Teaching & Learning
	Sam Stringfield	2013	Ldrship, Fndtns & Human Resource Ed
	Jeff Valentine	2013	Educational & Counseling Psychology
	Alex Lyras	2011	Health & Sport Sciences
STANDARDS AND ADMISSIONS	Joe Petrosko	2013	Ldrship, Fndtns & Human Resource Ed
	Todd Brown	2012	Teaching & Learning
	Patrick Poessel	2012	Educational & Counseling Psychology
	Richard Fee	2011	Health & Sport Sciences
	Stephanie Wooten	2011	At-Large
	Caroline Sheffield	2011	At-Large
STUDENT ACADEMIC GRIEVANCE	Molly Sullivan	2013	Ldrship, Fndtns & Human Resource Ed
	Jill Adelson	2012	Educational & Counseling Psychology
	Alex Lyras	2011	Health & Sport Sciences
	Melissa Shirley	2011	Teaching & Learning

TECHNOLOGY COMMITTEE	Roger Buskill	2013	Ldrship, Fndtns & Human Resource
	Mylantha Baunjoko	2012	Staff
	Richard Fee	2012	Health & Sport Sciences
	<i>Steve Swan</i>	2012	Teaching and Learning
	Jesse Owen (Fall 10)	2012	Educational & Counseling Psychology
	Kirsten Sundell	2011	At-Large

Curriculum Committee

1. Charge

- a. To coordinate departmental reviews of all existing courses, such reviews to be conducted every five years for the purpose of determining the continued need, relevance, and quality of each course.
- b. To examine and take action for the faculty on all proposed and revised courses, such examinations to include but not be limited to considerations of need, appropriate level, and potential duplication both within the college and in other units of the University.
- c. To ensure that existing and proposed courses and programs comply with University, state, and professional guidelines, and/or certification requirements.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty and one student representative. The dean or the dean's designee(s) shall be an *ex officio*, nonvoting member(s).

b. Terms

Faculty members serve three-year terms, and student representatives serve a one-year term. If a student representative cannot attend, then the committee shall appoint a student designee. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Diversity Committee

1. Charge

- a. To address faculty, staff, and student concerns and facilitate action on equity issues, e.g., recruitment and retention of diverse faculty, staff, and students.
- b. To facilitate the development of priorities and procedures regarding issues of diversity, e.g., curricular development and multicultural issues.
- c. To recommend allocation of funds which will improve the college's instructional status regarding issues of diversity.
- d. To encourage activities within the college which will lead to additional resources from the University for concerns related to issues of diversity.
- e. To facilitate the securing of resources from outside the University which will help address issues of diversity in teaching, research, and service.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty, one representative from Minority Teacher Recruitment Project, two elected

staff members with one being from the Education Advising department, and one student representative elected by the student council. The dean or the dean's designee shall be an *ex officio*, nonvoting member.

3. Term

Faculty and staff representatives serve three-year terms. The student representative shall serve for a one-year term. If the student representative cannot attend then the committee shall appoint a student designee. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Honors and Scholarships Committee

1. Charge

- a. To assist students in securing needed financial aid and to act as a liaison with the university Director of Financial Aid;
- b. To secure money for the awarding of scholarships by preparing proposals for appropriate funding agencies, such as the WHAS Crusade Grants;
- c. To recommend and interpret the criteria for the designation of honors status in the college;
- d. To coordinate existing and new awards in the college.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty and one student representative. The dean or the dean's designee shall be an *ex officio*, nonvoting member.

Term

Faculty members serve three-year terms, and the student representative serves a one-year term. If the student representative cannot attend then the committee may appoint a student designee. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Planning and Budget Committee

1. Charge

- a. To represent the faculty and staff in advising the dean regarding 1) revision of the Strategic Plan, and 2) the establishment of Priorities For Action (PFAs) in relation to that plan.
- b. To represent the faculty and staff in advising the dean about 1) requests for new general funds, 2) the development of the annual budget, 3) the allocation of year-end funds, and 4) the development of plans to meet any extraordinary budget situations, and 5) provide faculty with an annual report.
- c. To assist the dean in assuring that faculty and staff have understanding of and opportunities for active participation in the planning and budgeting process.
- d. Work in conjunction with the Curriculum Committee to review the budgetary implications and availability of resources for new academic program proposals.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty and two staff members. The dean or the dean's designee shall be an *ex officio*, nonvoting member.

3. Term

All members serve three-year terms. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Policy Review Committee

Charge

To review the bylaws every five years.

To review the personnel policies every five years.

To initiate any of the above reviews, or reviews of other college policies or procedures should need arise or as directed by the Faculty Advisory Council, the Dean's Council, or the Dean of the College

To update bylaws and personnel documents as directed by amendments voted on by faculty at a faculty meeting; or as required due to changes in other university policies or the Redbook.

To ensure that bylaws and personnel documents are consistent with Redbook.

Composition and Selection

The committee shall consist of one faculty representative from each department elected by the department faculty. All members must be tenured or probationary faculty. Additional representatives may be invited to join the Committee as non-voting members.

3. Term

All Members shall serve three year terms. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Research and Professional Development Committee

1. Charge

a. To administer the College of Education and Human Development Research Fund.

b. To encourage and support faculty research.

c. To encourage and support student research.

d. To encourage and support professional development.

e. To enhance the research climate in the college.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty and one student representative. The dean or the dean's designee shall be an *ex officio*, nonvoting member.

3. Term

Faculty members serve three-year terms, and the student representative serves a one-year term. If the student representative cannot attend then the committee shall appoint a student designee. To

provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Standards and Admissions Committee

1. Charge

- a. To recommend to the faculty policies and procedures regarding admission to and completion of degree and professional certification programs and to implement them;
- b. To conduct periodic reviews of admissions and completion standards and recommend appropriate changes to the faculty;
- c. To approve proposed changes to the admissions and completion standards of degree and professional certification programs.
- d. To consider and decide student petitions regarding admission to and completion of undergraduate and master's degree and professional certification programs. SAC has appellate jurisdiction to review procedural questions only regarding petitions arising from admissions decisions of departmental admissions committees.
- e. To recommend to the faculty policies and procedures for the grading system and appropriate changes.
- f. To conduct reviews of student records within the college for determining student status and change in student status.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty and one student representative. At least half of the faculty members must have graduate faculty status. A quorum shall consist of half of the faculty members on the committee. The dean or the dean's designee(s) shall be an *ex officio*, nonvoting member(s).

3. Term

Faculty members serve three-year terms, and the student representative serves a one-year term. If the student representative cannot attend then the committee shall appoint a student designee. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Technology Committee

Charge

To create, develop, and maintain vision for the use of technology in teaching, research, and service, and in administrative tasks.

To represent the faculty, staff, and students in advising the Dean on technology policies, procedures, needs, and expenditures.

To administer the Technology MiniGrant fund and other funds designed for technology across the CEHD.

2. Composition and Selection

The committee shall consist of one faculty representative from each department elected by the departmental faculty, one representative from the Planetarium, one staff representative, and one student representative. The dean or the dean's designee shall be an *ex officio* nonvoting member. Representatives from the ERTC and CEHD partners (e.g. IT, JCPS) may be invited to join the Committee as non-voting members.

3. Term

Faculty and staff members serve three-year terms. The student representative shall serve for a one-year term. If the student representative cannot attend, then the committee shall appoint a student designee. To provide continuity, the terms will be staggered (by lot, if necessary) such that each year the terms of about one-third of the members will expire.

Attachment “D”

Organizational Chart of the College of Education and Human Development

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING 403(b) RETIREMENT PLAN

Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011

Recommendation

The President recommends:

That the Board of Trustees approve the amendment of Section 2.17(b) of the University of Louisville 403(b) Retirement Plan, effective September 8, 2011, to provide that medical residents (“house staff”) within the School of Medicine are eligible to participate in elective deferrals (at no cost to the University), as follows:

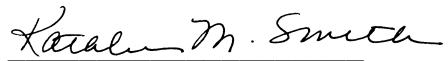
§2.17(b) Elective Deferrals. The term “Eligible Employee” means, for purposes of establishing eligibility to make Elective Deferrals under Article 6, any person employed by the University or by an Affiliated Organization, including medical residents (“house staff”), post doctoral scholars, and visiting faculty; provided, the term Eligible Employee for this purpose shall not include (i) student employees (~~including house staff~~) performing services described in section 3121(b)(10) of the Code), or (ii) nonresident aliens with no U.S. source income.

Committee Action

Passed:

Did Not Pass

Other



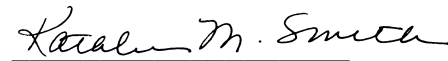
Assistant Secretary

Board Action

Passed

Did Not Pass

Other



Assistant Secretary

**RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING NAMING AND DESIGNATIONS**

Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011

RECOMMENDATION:

The President recommends the Board of Trustees approve naming the walkway surrounding the Big Red sculpture in front of the College of Business the Jane Goldstein Garden.

Committee Action:

Passed: _____ x _____

Did Not Pass: _____

Other: _____

Katalin M. Smith
Assistant Secretary

Board Action:

Passed: _____ x _____

Did Not Pass: _____

Other: _____

Katalin M. Smith
Assistant Secretary

**RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING APPOINTMENTS TO THE QUALITY & CHARITY CARE
TRUST (QCCT) BOARD OF DIRECTORS**

Personnel Committee – September 8, 2011
Board of Trustees – September 8, 2011

RECOMMENDATION:

The Chair recommends the following appointment to the Quality and Charity Care Trust (QCCT) Board of Directors for 2011-12:

Marie Abrams (to replace Dr. Salem George)

Committee Action:

Passed: x

Did Not Pass:

Other:

Katalin M. Smith

Assistant Secretary

Action:

Passed: x

Did Not Pass:

Other:

Katalin M. Smith

Assistant Secretary

**RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING THE AUDIT PLAN**

Audit Committee: September 7, 2011

Board of Trustees: September 8, 2011

The President recommends the Board of Trustees approve the following Audit Plan for 2011-12:

Electronic Time System	Microsoft Exchange Implementation
Peoplesoft Consulting	Grant or Contract (one specific grant or contract)
Yum! Center Contract	Surgery Department
Brown Cancer Center	Debate Program
Alumni Association and Clubs	Recognized Student Organizations/councils
Dental School	Staff and Faculty Grievance Policy
Strategic Plan Score Card Controls	Peoplesoft Grants Module
Enhanced Fiscal Management Initiative – Controls Review	Microsoft Active Directory
Continuum Card Access System	Data Warehouse Post Implementation Review
Payroll	Healthcare Benefits
Sponsored Programs Financial Administration	Request Audits/Investigations

Green – In Progress

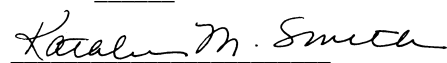
Red – Complete

Committee Action:

Passed: _____

Did Not Pass: _____

Other: _____



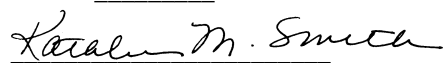
Assistant Secretary

Board Action:

Passed: _____

Did Not Pass: _____

Other: _____



Assistant Secretary

RECOMMENDATION TO THE BOARD OF TRUSTEES
CONCERNING REVISION OF AUDIT SERVICES MISSION STATEMENT AND
CHARTER

Audit Committee – September 7, 2011
Board of Trustees – September 8, 2011

RECOMMENDATION:

The President recommends that the Board of Trustees approve the following revisions to the Audit Services Plan as outlined in the attached document.

ACTION:

Committee Action:

Passed: x

Did Not Pass:

Other:

Katalin M. Smith

Assistant Secretary

Board Action:

Passed: x

Did Not Pass:

Other:

Katalin M. Smith

Assistant Secretary

UNIVERSITY OF LOUISVILLE

AUDIT SERVICES

MISSION STATEMENT AND CHARTER

~~This The Audit Services C~~ charter identifies the purpose, authority, and responsibility of the University of Louisville's Audit Services Department. ~~The Charter is approved by the President and the Audit Committee of the Board of Trustees.~~

Mission

To provide independent and objective assurance and consulting services designed to add value and improve the University's organization's operations; and to help the University organization accomplish its objectives by bringing a systematic, disciplined approach for evaluating and improving the effectiveness of risk management, control, and governance processes. In doing so, we will be considered among the leaders in our profession by providing an environment rewarding diversity, empowerment, innovation, teamwork and open communication.

All Audit Services' endeavors are to be conducted in compliance with University objectives and policies, as well as the Code of Ethics and the International Standards for the Professional Practice of Internal Auditing, as defined by the Institute of Internal Auditors (IIA). The IIA Practice Advisories, Practice Guides, and Position papers and the internal Audit Services policy and procedures will be adhered to as applicable to guide operations.

Authority

Audit Services reports functionally to the Audit Committee of the Board of Trustees and administratively to the ~~Vice President for Finance~~ Executive Vice President and University Provost. These reporting relationships assure departmental independence, promote comprehensive audit coverage, and assure appropriate consideration of audit recommendations. The Audit Committee approves all decisions regarding the appointment or removal of the Chief Audit Executive (CAE) Director. The responsibilities of Audit Services are defined by the Audit Committee of the Board of Trustees as part of their oversight role. The CAE will communicate and interact directly with the Audit Committee as necessary.

Audit Services is authorized to review all records of the University and related organizations and has full and complete access to all University activities, records, property, and personnel reasonably necessary to perform the responsibilities of this function. Audit Services has no direct responsibility or any other authority over the areas it reviews.

Responsibilities

- Perform reviews of ~~University~~ operations and programs to ascertain whether ~~University~~ resources are employed efficiently and effectively and results of operations are consistent and aligned with ~~the University's~~ goals and objectives.
- Assist management in the identification of operational areas where increased efficiency may result in cost savings ~~to the University~~.
- Perform reviews and evaluations of the ~~University's~~ system of internal controls to ensure controls are adequate. Determine compliance with relevant State and Federal Regulations, policy, and generally accepted accounting principles.
- Provide management advisory services during the planning, design, development, and post-implementation of significant computer systems to reasonably ensure adequate controls are implemented, documentation is complete, systems are thoroughly tested before implementation, and projected benefits are realized.
- Perform reviews of contractual agreements to ensure the propriety of payments and compliance with significant contract provisions. Review the books and records of contractors, where appropriate, to validate charges and identify any potential over payments.
- Provide management advisory services and perform audits and reviews as requested by management and the Board of Trustees.
- Participate in special projects and problem-solving task teams formed by the University when applicable.
- Performs annual risk assessments and develops an audit plan that considers the results of the risk assessment in the audit plan. The audit plan will be presented to the Audit Committee for approval. Significant deviation from the approved audit plan will be reported to the Audit Committee through periodic activity reports.
- Monitor and evaluate the effectiveness of the University's and related entities' risk management processes.
- Consulting services may be provided by Audit Services. Provide consulting services. These engagements may range from formal to advisory activities such as serving on committees or project teams. Audit Services is expected to use professional judgment to determine the extent to which these services are provided.
- The ~~Director CAE~~ will advise the Audit Committee of significant risks that management is not willing to resolve.

- Audit Services will complete a formal quality assurance program every five years, the results of which will be reported to the Audit Committee. In addition, periodic internal quality assessments will be completed.
- From time to time Audit Services will be requested to perform special investigations in the areas of fraud or non-compliance with policies and various regulations. Audit Services will consult with University eCounsel or the Department of Public Safety to ensure the appropriate course of these investigations.
- Follow up to ascertain that appropriate action is taken on reported issues.
- ~~Coordinate audit planning and scheduling activities with the external auditors when appropriate.~~

**RECOMMENDATION TO THE BOARD OF TRUSTEES
UNIVERSITY OF LOUISVILLE
CONCERNING DISPOSITION OF LAWSUIT**

SEPTEMBER 8, 2011

RECOMMENDATION:

The President recommends:

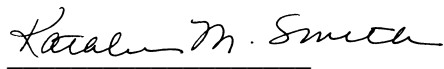
That the Board of Trustees authorize the University Counsel to settle the case Melanie Peterson et al. v. University of Louisville, Jefferson Circuit Court, No. 11-CI-02739, as discussed with and per the recommendation of outside legal counsel.

BOARD:

Passed _____ X _____

Did Not Pass _____

Other _____



Assistant Secretary